

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

36

/

2021

Date:

July 20th 2021

Abbreviated issuer name:

FAMUR S.A.

Subject:

Notice of Extraordinary General Meeting

Legal basis:

Art. 56.1.2 of the Public Offering Act – Current and periodic information

Text of the report:

The Management Board of FAMUR S.A. of Katowice (the “Company”) hereby gives notice of the Company’s Extraordinary General Meeting to be held at ul. Armii Krajowej 51 in Katowice, Poland, at 12:00 noon on August 17th 2021.

Attached to this report is the full text of the notice of the Extraordinary General Meeting, reasoned draft resolutions and documents to be considered by the Extraordinary General Meeting. All information and documents relating to the Extraordinary General Meeting have been made available on the Company’s website at <https://famur.com/walne-zgromadzenie>

Legal basis: Par. 19.1.1 and 19.1.2 of the Minister of Finance’s Regulation of March 29th 2018 on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state (Dz.U. of 2018, item 757, April 20th 2018).

File	Description
ogłoszenie o zwołaniu.pdf	Notice of an EGM with reasoned draft resolutions and information on the total number of shares and voting rights attached thereto
projekt uchwal.pdf	Draft resolutions for FAMUR S.A. EGM
sprawozdanie z wynagrodzeń Rady Nadzorczej oraz Zarząd	Report of the Supervisory Board of FAMUR S.A. on the remuneration of the Management and Supervisory Boards for 2020
Raport z oceny sprawozdania o wynagrodzeniach_FMF 2020	Independent auditor’s report on assessment of the Remuneration Report
21.07.14-uchwała RN FAMUR S.A. w sprawie przyjęcia SoW	Resolution No. 654/XIV/2021 of the FAMUR S.A. Supervisory Board of July 14th 2021
regulamin-na-ewza-famur-sa.pdf	Detailed rules of participation in the General Meeting using electronic means of communication

FAMUR Spółka Akcyjna	(full issuer name)
FAMUR S.A.	Electromechanical (ele)
(abbreviated issuer name)	(sector according to the WSE)
40-698	Katowice
(postal code)	(city/town)
Armii Krajowej	51
(street)	(number)
(+48 32) 359 63 00	(+48 32) 359 66 77
(phone)	(fax)
sekretariat@famur.com.pl	www.famur.com
(email)	(www)
634-012-62-46	270641528
(Tax Identification Number – NIP)	(Industry Identification Number – REGON)

SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
July 20th 2021	Beata Zawiszowska	Vice President, Chief Financial Officer	
July 20th 2021	Tomasz Jakubowski	Vice President, Chief Operating Officer, Underground segment	

**Notice
of the Extraordinary General Meeting of FAMUR S.A.
to be held at 12 pm (noon) on August 17th 2021**

The Management Board of FAMUR S.A. of Katowice, with its registered office at ul. Armii Krajowej 51, Katowice, Poland, entered in the business register maintained by the District Court for Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register, under No. KRS 0000048716, with a share capital of PLN 5,747,632.12, paid up in full, acting pursuant to Art. 399.1 and Art. 402(1) in conjunction with Art. 402(2) of the Commercial Companies Code, hereby convenes an **Extraordinary General Meeting of the Company (the General Meeting) to be held at its registered office at ul. Armii Krajowej 51, Katowice, Poland, at 12.00 pm (noon) on August 17th 2021**, with the option for Shareholders to participate therein using electronic means of communication and with the following agenda:

1. Opening of the Extraordinary General Meeting (EGM).
2. Election of the Chairperson.
3. Confirmation that the EGM has been properly convened and has the capacity to pass resolutions.
4. Appointment of the Ballot Counting Committee.
5. Voting on a resolution to grant consent to a buyback of outstanding Famur shares for cancellation and to the creation of a capital reserve to finance the buyback.
6. Voting on a resolution to provide an opinion on the Supervisory Board's Report on remuneration of members of the Management and Supervisory Boards of FAMUR S.A.
7. Closing of the EGM.

Grounds for the draft resolutions:

Item 2 of the agenda

The resolution is of a procedural nature; its adoption is required by the Commercial Companies Code.

Item 4 of the agenda

The resolution is of a procedural nature.

Item 5 of the agenda

Together with the announcement of new strategic directions for the FAMUR Group, in Current Report No 23/2021 of May 25th 2021 the Management Board of FAMUR S.A. announced its intention to convene (in Q3 2021) a General Meeting to discuss and vote on the planned buyback of Company Shares for cancellation. The adoption of the proposed draft resolution is required to enable implementation of the announced plans.

Item 6 of the agenda

In accordance with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, the General Meeting of a company is required to pass a resolution to provide an opinion on the remuneration report. The resolution is of an advisory nature. Accordingly, the proposed draft resolution must be submitted to the General Meeting for consideration.

Pursuant to Art. 402(2) of the Commercial Companies Code, the Company presents procedures governing participation in the Extraordinary General Meeting and exercise of voting rights:

1. The right to participate in the General Meeting

Pursuant to Art. 406(1) of the Commercial Companies Code, only persons who were Company shareholders 16 days prior to the date of the General Meeting, i.e. as at August 1st 2021 (the record date), have the right to participate in the Meeting.

In order to participate in the General Meeting of FAMUR S.A., holders of rights attached to FAMUR bearer shares in book-entry form must, no earlier than after the date of the notice of the General Meeting and no later than on the first weekday following the record date, request the entity maintaining those holders' securities accounts to issue personal certificates confirming their right to participate in the General Meeting.

At the request of a holder of rights attached to book-entry bearer shares, the certificate should specify all or some of the shares registered in the holder's securities account.

The Company recommends that shareholders collect certificates confirming their right to attend the General Meeting issued by the entity maintaining their securities accounts and carry them on the date of the General Meeting.

2. The right of a shareholder to request that certain items be placed on the agenda of the General Meeting

Pursuant to Art. 401.1 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be included in the agenda of the General Meeting. Such request should be submitted to the Management Board at least twenty-one days prior to the scheduled date of the General Meeting. The request should contain reasons or a draft resolution regarding the proposed agenda item. The Management Board will announce changes to the agenda made at the request of shareholders as soon as practicable, but no later than eighteen days before the scheduled date of the General Meeting. Any such changes must be announced in the same manner as the notice of the General Meeting. The request should be submitted in writing at the Company's registered office at ul. Armii Krajowej 51, 40-698 Katowice, Poland, or sent in electronic form as a PDF file to: famur@famur.com.pl.

The request may be made in the form of a correctly completed and signed form, downloadable from the Company's website at <http://www.famur.com>; the form and all the attached documents submitted by electronic means should be delivered as attachments in the PDF format. Separate forms for shareholders who are natural persons and for shareholders other than natural persons are available at the Company's website.

A shareholder or shareholders requesting that a particular matter be placed on the agenda should enclose with their request relevant documents confirming their identity and their right to request the inclusion of an item on the agenda, namely:

1. a depositary certificate for their shares or a certificate confirming the shareholder's right to participate in the General Meeting issued by the entity maintaining the shareholder's securities account in accordance with the laws and regulations governing trade in financial instruments, stating that its holder is a shareholder in the Company and holds the required number of shares as at the request date;
2. where the shareholder is a natural person – a copy of his or her identity card, passport or another identity document,
3. where the shareholder is not a natural person – a copy of the valid entry in the relevant register or another document evidencing authority to represent the shareholder,
4. if the request is submitted through a proxy – a copy of the power of proxy signed by the shareholder or persons authorised to represent the shareholder, and a copy of the proxy's identity card, passport or another official identity document; if the proxy is not a natural person – a copy of the valid entry in the relevant register confirming the authority of a natural person (natural persons) to represent the

proxy and a copy of the identity card or passport of the natural person (natural persons) authorised to represent the proxy.

The obligation to enclose the documents specified above applies to shareholders submitting their request in writing and to those submitting their request in electronic form. The relevant documents should be delivered in the same form as the request (as printed documents or scanned copies in the PDF format). The Company may take appropriate steps to verify a shareholder's or shareholders' identity and the validity of the delivered documents.

The Management Board will announce changes to the agenda made at the request of a shareholder or shareholders as soon as practicable, but no later than eighteen days before the scheduled date of the General Meeting.

The new agenda will be published on the Company's website, at <http://www.famur.com>.

3. The right of a shareholder to propose draft resolutions on matters which have been placed or are to be placed on the agenda prior to the scheduled date of the General Meeting

Pursuant to Art. 401.4 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the Company's share capital may, prior to the date of the General Meeting, submit to the Company (in writing or by electronic means) draft resolutions concerning any matters which have been placed or are to be placed on the Meeting's agenda.

Draft resolutions should be submitted in writing at the Company's registered office at ul. Armii Krajowej 51, 40-698 Katowice, Poland, or sent in electronic form as a PDF file to: famur@famur.com.pl. The Company will immediately publish such draft resolutions on its website at <http://www.famur.com>.

Draft resolutions may be submitted in the form of a correctly completed and signed form, downloadable from the Company's website; the form and all the attached documents submitted by electronic means should be delivered as attachments in the PDF format. Draft resolutions will be published immediately on the Company's website, at <http://www.famur.com>. Separate forms for shareholders who are natural persons and for shareholders other than natural persons are available at the Company's website.

A shareholder or shareholders should enclose with their draft resolutions relevant documents confirming their identity and their right to submit draft resolutions, namely:

1. a depositary certificate for their shares or a certificate confirming the shareholder's right to participate in the General Meeting issued by the entity maintaining the shareholder's securities account in accordance with the laws and regulations governing trade in financial instruments, stating that its holder is a shareholder in the Company and holds the required number of shares as at the request date;
2. where the shareholder is a natural person – a copy of his or her identity card, passport or another identity document,
3. where the shareholder is not a natural person – a copy of the valid entry in the relevant register or another document evidencing authority to represent the shareholder,
4. If draft resolutions are submitted through a proxy – a copy of the power of proxy signed by the shareholder or persons authorised to represent the shareholder, and a copy of the proxy's identity card, passport or another official identity document; if the proxy is not a natural person – a copy of the valid entry in the relevant register confirming the authority of a natural person (natural persons) to represent the proxy and a copy of the identity card or passport of the natural person (natural persons) authorised to represent the proxy.

The obligation to enclose the documents specified above applies to shareholders submitting their request in writing and to those submitting their request in electronic form. The relevant documents should be delivered in the same form as the request (as printed documents or scanned copies in the PDF format). The

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Company may take appropriate steps to verify a shareholder's or shareholders' identity and the validity of the delivered documents.

4. The right of a shareholder to propose draft resolutions on matters which have been placed on the agenda during the General Meeting

Pursuant to Art. 401.5 of the Commercial Companies Code, during the General Meeting shareholders may propose draft resolutions concerning matters included in the agenda.

5. Voting by proxy

- a) Pursuant to Art. 412 of the Commercial Companies Code, shareholders may attend the General Meeting of FAMUR S.A. and exercise their voting rights in person or by proxy. Powers of proxy must be granted in writing or in electronic form. Representatives of legal entities should present valid copies of entries in the relevant registers, specifying the legal entity's authorised representatives. Persons not included in a copy of the register entry should present a relevant power of proxy signed by the entity's authorised representatives. A proxy may exercise all rights of a shareholder at the General Meeting unless the power of proxy states otherwise.

A proxy may:

- Grant further powers of proxy if this is permitted under the power of proxy (subject to Art. 412(2).3 of the Commercial Companies Code, which prohibits granting further powers of proxy by proxies who are members of the Company's Management or Supervisory Boards, Company employees or members of the governing bodies or employees of a Company's subsidiary company or subsidiary cooperative);
- Represent multiple shareholders and vote the shares of the individual shareholders differently.

Shareholders holding shares registered in multiple securities accounts may appoint a different proxy to vote the shares in each of the accounts.

- b) Members of the Company's Management Board and Company employees may act as shareholders' proxies at the General Meeting. If a member of the Management or Supervisory Board or a Company employee is appointed a proxy for the General Meeting, the appointment will only be valid for that General Meeting. The proxy must inform the shareholder of any circumstances that give or may give rise to a conflict of interest, and must vote in accordance with the shareholder's instructions. Granting further powers of proxy is not permitted.
- c) A power of proxy to attend the General Meeting and exercise voting rights must be granted in writing, in electronic form or using the online form available from the Company's website at <http://www.famur.com>. A power of proxy granted in electronic form will not require a secure electronic signature verifiable with a valid qualified certificate. The fact that a power of proxy has been granted in electronic form or using the online form available from the Company's website at <http://www.famur.com> must be notified to the Company via electronic mail to the address famur@famur.com.pl. An electronic power of proxy should enable identification of the shareholder and the proxy. A power of proxy made in a foreign language should be translated into Polish by a sworn translator, otherwise it will have no legal effect.

An electronic power of proxy must be submitted/sent to the Company from the shareholder's email address which has been verified and confirmed by the shareholder personally at the Company's registered office (the main office) or confirmed in a deed drawn up before a notary public, with its copy submitted to the Company. If an electronic power of proxy is submitted/sent to the Company from an address that has not been verified and confirmed by the shareholder in person, it must be enclosed with copies of the identity cards of the shareholder and the proxy, or – if the shareholder is a legal person – copies of the documents

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specifying the method of the shareholder's representation, along with copies of the identity cards of its authorised representatives and a copy of the identity card of the proxy.

For the purposes of drawing up an attendance list for the General Meeting, a proxy appointed by an electronic power of proxy must present a document (a printout) confirming the appointment, enabling identification of the shareholder who appointed the proxy, along with an identity document of the proxy. If a proxy voting form is to be used (the form is available from <http://www.famur.com>), the proxy should deliver the form to the Chair of the General Meeting before voting starts on the resolution which according to the shareholder's instructions is to be voted on by the proxy using the form. The Chair of the General Meeting will inform the General Meeting that a vote has been cast using a proxy voting form, which will provide the basis for counting it towards votes cast on the resolution. Proxy voting forms used to cast votes during the General Meeting will be attached to the minute book. Shareholders may, but are not required to, use the proxy voting form available from the Company, and casting valid votes by a proxy is not conditional on using the form. Using the form is a shareholder's right, not an obligation. Proxies are required to vote in accordance with the shareholders' instructions.

6. Information on the shareholders' right to ask questions concerning matters placed on the agenda of the General Meeting

Shareholders participating in the General Meeting have the right to ask questions concerning the matters placed on the agenda of the General Meeting and participate in the discussion in accordance with the Rules of Procedure for the General Meeting.

7. Participation in the General Meeting by electronic means of communication

a) Participation in the General Meeting by electronic means of communication

Shareholders have the option to participate in the General Meeting using electronic means of communication. In order to participate in the General Meeting by electronic means of communication, a dedicated ICT platform shall be used, which enables real-time two-way verbal communication between the shareholder, or the shareholder's proxy, and the General Meeting. When exercising the option to participate in the General Meeting by electronic means of communication, shareholders or their proxies shall bear all related risks, in particular those arising from the inability to receive transmission, communicate in real time or exercise voting rights at the General Meeting as a result of a technical failure or any interference in the transmission along the communication channel being used.

Any communication from a shareholder wishing to participate in the General Meeting by electronic means of communication to the Company and vice versa shall be sent to or from, as appropriate, the following email address: famur@famur.com.pl.

No later than by 4.00 pm seven days prior to the General Meeting, the Shareholder shall email the following documents to the Company at famur@famur.com.pl:

- a. a statement, in the PDF format, of the Shareholder's intent to participate in the General Meeting by electronic means of communication, completed and signed in accordance with the form attached as **Appendix 1** hereto (the "Statement");
- b. a scanned copy of the Shareholder's passport or identity card enabling verification of the Shareholder's identity, with the passport or identity card number and the Shareholder's personal identification number (PESEL) indicated. Where the Shareholder is a legal person or an unincorporated organisation – a scanned copy of its entry in the relevant register or of another document confirming the capacity of its representatives. If the original of any of the aforementioned documents is in a language other than Polish, its copy shall be submitted accompanied by a certified Polish translation;

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- c. if the Shareholder has appointed a proxy to participate in the General Meeting on the Shareholder's behalf – a scanned copy of the power of proxy and of the proxy's passport or identity card enabling verification of the proxy's identity, with the passport or identity card number and the proxy's personal identification number (PESEL) indicated. The power of proxy shall comply with the formal requirements as set out Section 5 above.

The Company shall verify the right of the Shareholder who sent the Company a completed Statement to participate in the General Meeting based on the list of shareholders entitled to participate in the General Meeting obtained from the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.). In order to ensure proper verification, the Company may contact the Shareholder, or the Shareholder's proxy, using the contact details specified in the Statement. If any inconsistency is identified, the Company may request the Shareholder to remove it within a time limit set by the Company, and, if the Shareholder fails to remove the inconsistency within such time limit, the Company may refuse to allow the Shareholder to participate in the General Meeting by electronic means of communication, notifying the Shareholder of such refusal prior to the General Meeting at the email address provided in the Statement.

Following confirmation of the Shareholder's right to participate in the General Meeting and of the power of proxy, if any, the Company shall, no later than by 4.00 pm one day prior to the General Meeting, send to the Shareholder or the Shareholder's proxy detailed instructions on how to register with the ICT platform enabling participation in the General Meeting by electronic means of communication at the email address provided by the Shareholder in the Statement. The relevant credentials and other related information shall be provided in a secure file, with the opening password texted at the telephone number provided in the Statement.

Any risks arising from participation in, communication with, or voting at the General Meeting by electronic means of communication in connection with improper storage of or unauthorised access to the credentials shall be borne solely by the Shareholder or the Shareholder's proxy, with the Company not being liable for any related loss or damage.

Any formal, organisational or technical matters raised or any disputes arising during the General Meeting in connection with the participation therein of a shareholder or a shareholder's proxy by electronic means of communication shall be decided by the Chairperson of the General Meeting, with such decisions to be final and binding. The technical requirements to access and use the ICT platform dedicated to participation in the General Meeting by electronic means of communication are attached as **Appendix 2** hereto.

b) Speaking at the General Meeting by electronic means of communication

A shareholder or a shareholder's proxy exercising the option to participate in the General Meeting by electronic means of communication shall have the same right to speak at the General Meeting as shareholders physically attending it. The two-way real-time communication between the Shareholder, or the shareholder's proxy, and the General Meeting shall be verbal.

c) Voting by post or by electronic means

Voting rights may not be exercised by postal ballot.

A shareholder or a shareholder's proxy exercising the option to participate in the General Meeting by electronic means of communication shall have the same right to vote at the General Meeting as shareholders physically attending it. The Company shall ensure that shareholders can vote any number of shares they hold, with the option to vote each share differently, and that, in a secret ballot, the way they vote their shares cannot be identified.

8. Access to documents relating to the General Meeting

The complete documents to be presented to the General Meeting and the draft resolutions concerning matters which have been or are to be included in the agenda prior to the date of the General Meeting will be available from the Company's website at <http://www.famur.com> from the date of notice of the General Meeting. The documents will be promptly updated to reflect any changes and revisions, in accordance with the Commercial Companies Code. Persons entitled to attend the General Meeting may obtain copies of the documents from the Company's registered office at ul. Armii Krajowej 51, 40-698 Katowice, Poland, Monday to Friday, 9 am to 3 pm.

Any comments, opinions and explanations of the Management or Supervisory Boards concerning matters which have been or are to be included in the agenda prior to the date of the General Meeting will be posted on the Company's website promptly after they are issued.

9. List of persons entitled to attend the General Meeting

A list of persons entitled to attend the General Meeting will be drawn up on the basis of a list prepared by the Central Securities Depository of Poland, and will be available for inspection by shareholders at ul. Armii Krajowej 51, 40-698 Katowice, Poland, for the three weekdays preceding the Extraordinary General Meeting. Shareholders may request that the list of shareholders entitled to attend the General Meeting be sent to them free of charge, providing an address to which it should be sent. Such request should be made in electronic form (PDF file) and sent to famur@famur.com.pl. To confirm a shareholder's right to request the list of shareholders entitled to attend the General Meeting (which is afforded solely to the Company's shareholder pursuant to Art. 407 of the Commercial Companies Code), the request should be enclosed with copies of the identity documents of the shareholder or persons acting on the shareholder's behalf, along with a copy of the relevant depository certificate for their shares or certificate confirming the holder's right to attend the General Meeting, issued to the holder's name.

The Company recommends that shareholders collect the certificates confirming their right to attend the General Meeting issued by the entity maintaining their securities accounts and check whether their name is on the list of shareholders entitled to attend the General Meeting.

10. Registration at the General Meeting

Persons entitled to attend the General Meeting are requested to register at the entrance to the Meeting room, 30 minutes before the opening of the Meeting.

Persons who have sent the Company completed Statements shall register at the General Meeting by logging in to the ICT platform dedicated to holding a remote ballot and to verbal communication with the General Meeting using their previously provided credentials no earlier than half an hour prior to the opening of the General Meeting.

11. Shareholders communicating with the Company by electronic means

Subject to the limitations specified in the Commercial Companies Code and this notice, the Company's shareholders may communicate with the Company by electronic means. In particular, they may use electronic channels to send proposals, requests, notices, and documents. Shareholders may communicate with the Company in electronic form at the following address: famur@famur.com.pl.

Shareholders using electronic means of communication bear all risk associated with their use.

Where documents originally drawn up in a language other than Polish are delivered by electronic means, they should be enclosed with their translations prepared by a sworn translator. All documents sent by

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shareholders to the Company or by the Company to shareholders in electronic form must be scanned documents in the PDF format.

12. Other

Any other matters concerning the General Meeting which are not provided for in this notice shall be governed by applicable laws and regulations, in particular the Commercial Companies Code, the Company's Articles of Association, the Rules of Procedure for the General Meeting of FAMUR S.A., and the Detailed Rules of Participation in the General Meeting by Electronic Means of Communication.

13. Total number of Company shares and number of voting rights attached to the shares as at the date of notice of the General Meeting

The Company's share capital is divided into 574,763,212 shares carrying 574,763,212 voting rights at the General Meeting, comprising:

- 1) 432,460,830 Series A ordinary bearer shares, carrying 432,460,830 voting rights at the General Meeting,
- 2) 49,039,170 Series B ordinary bearer shares, carrying 49,039,170 voting rights at the General Meeting,
- 3) 4,970,000 Series C ordinary bearer shares, carrying 4,970,000 voting rights at the General Meeting,
- 4) 43,677,000 Series D ordinary bearer shares, carrying 43,677,000 voting rights at the General Meeting,
- 5) 29,293,500 Series E ordinary bearer shares, carrying 29,293,500 voting rights at the General Meeting,
- 6) 15,322,712 Series F ordinary bearer shares, carrying 15,322,712 voting rights at the General Meeting.

The following appendices are attached to this notice:

- 1. Statement of intent to participate in the General Meeting by electronic means of communication*
- 2. Technical requirements to access and use the ICT platform dedicated to participation in the General Meeting by electronic means of communication.*

Form of the statement of intent to participate in the General Meeting by electronic means of communication

STATEMENT

I (We), the undersigned, being a shareholder/ acting on behalf of a shareholder* in _____ of _____ (the "Company"):

(shareholder details: full name/ company name, address/ registered address)

hereby declare my/our intent to participate by electronic means of communication in the Extraordinary General Meeting of the Company to be held at _____ on _____.

1. I represent that as a Shareholder I will participate in the Extraordinary General Meeting by such means in person.* / I represent that as a Shareholder I will participate in the Extraordinary General Meeting by such means by proxy.*
2. I represent that I am authorised to represent the Shareholder, as confirmed by relevant documents submitted to the Company, and I will participate in the General Meeting by such means in person.* / I represent that I am authorised to represent the Shareholder, as confirmed by relevant documents submitted to the Company, and I will participate in the General Meeting by such means by proxy.*
3. I represent that I will participate in the General Meeting holding _____ shares as indicated in the list of shareholders entitled to participate in the Company's General Meeting prepared by the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A).
4. I acknowledge and accept all terms and conditions as well as consequences of participation in the General Meeting by electronic means of communication as announced and published by the Company.

Details of the shareholder/ person representing the shareholder entitled to participate in the General Meeting by electronic means of communication*:

Name and surname: _____

Address: _____

Personal Identification Number (PESEL): _____

ID card/passport No.*: _____

Email address for communication, including for receiving the ICT platform credentials: _____

Telephone number for communication, including for receiving the opening password for the ICT platform credentials: _____

Signature(s) of the shareholder/ person(s) authorised to represent the shareholder*

name and surname (position)

place and date

name and surname (position)

place and date

* Strike out as appropriate

Technical requirements to access and use the ICT platform dedicated to participation in the General Meeting by electronic means of communication.

1. A working computer with a camera, microphone and web browser (recommended: Chrome v. 78.0.3904 or later and Mozilla Firefox v. 70.0 or later).
2. Microsoft Windows operating system (recommended: Windows 10).
3. Internet connection with a minimum capacity of 1 Mb/s (recommended: minimum capacity of 5 Mb/s).

**Draft resolutions
of the Extraordinary General Meeting of FAMUR S.A.
convened for August 17th 2021**

Item 2 of the agenda:

**RESOLUTION NO. 1
of the Extraordinary General Meeting of FAMUR S.A.,
dated August 17th 2021**

to appoint the Chairperson of the Extraordinary General Meeting

Section 1

Pursuant to Art. 409.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Mr/Ms ... as Chairperson of the General Meeting.

Section 2

The Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 4 of the agenda:

**RESOLUTION NO. 2
of the Extraordinary General Meeting of FAMUR S.A.,
dated August 17th 2021**

to appoint the Ballot Counting Committee

Section 1

The Extraordinary General Meeting of FAMUR S.A. of Katowice appoints a Ballot Counting Committee comprising:.....

Section 2

The Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 5 of the agenda:

RESOLUTION NO. 3
of the Extraordinary General Meeting of FAMUR S.A.,
dated August 17th 2021

to grant consent to a buyback of outstanding Famur shares for cancellation and to the creation of a capital reserve to finance the buyback

Section 1

1. Acting pursuant to Art. 362.1.5 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice (the "Company") hereby resolves to grant consent to, and authorise the Company's Management Board to effect, a buyback of outstanding shares in the Company traded under ISIN PLFAMUR00012 and representing no more than 5% of the Company's share capital, i.e. 28,700,000 shares of any series in the Company with a par value of PLN 0.01 per share (the "Company Shares"), subject to the following terms and conditions:

- a) The Management Board's authorisation to buy back Company Shares shall be effective from the date of this Resolution to grant consent to a buyback of outstanding Famur shares for cancellation and to the creation of a capital reserve to finance the buyback until the earlier of (i) October 31st 2021 and (ii) exhaustion of the funds allocated for the buyback (the "Buyback Period");
- b) The Company shall buy back Company Shares for consideration whose amount shall be specified by the Company's Management Board in one or more offers to buy back Company Shares made to all Company shareholders (the "Buyback Offer"), with the Buyback Price per Company Share in a single Buyback Offer to be the same for all Shareholders;
- c) Only Company Shares that have been fully paid up shall be bought back;
- d) The Buyback Price per Company Share shall not be lower than PLN 2.50;
- e) The consideration for the bought back Company Shares shall be paid from the "Capital Reserve for the Buyback of Company Shares" that shall be created pursuant to Section 2 hereof from the Company's statutory reserve funds created from its retained earnings, with the proviso that the total amount allocated by the Company for the buyback, including any buyback costs, shall not exceed PLN 70,000,000.00;
- f) Company Shares shall be bought back outside a regulated market under one or more offers to buy back Company Shares made to all Company shareholders (the "Buyback Offer");
- g) Where the number of Company Shares tendered by Shareholders in response to a Buyback Offer exceeds the target number of Company Shares intended for buyback as specified by the Company's Management Board in the Buyback Offer, the number of Company Shares to be bought back from each of the tendering Shareholders shall be reduced on a pro rata basis and rounded down to the nearest integer, and where as a result of such reduction the total number of tendered Company Shares eligible for buyback falls below the target number of Company Shares intended for buyback as specified in the Buyback Offer, the Company shall keep buying back Company Shares one by one from the tendering Shareholders, starting from the one who has tendered the largest number of Company Shares, until the target number of Company Shares intended for buyback as specified in the Buyback Offer is reached;
- h) Company Shares may be bought back through an investment firm;
- i) Company Shares shall be bought back for cancellation with a view to decreasing the Company's share capital in accordance with Art. 359 of the Commercial Companies Code;
- j) In order to promptly cancel the bought back Company Shares following the expiry of the Buyback Period, the Company's Management Board shall convene a General Meeting with an agenda

FAMUR

including at least voting on resolutions to cancel the bought back Company Shares, to decrease the Company's share capital as a result of such cancellation, and to amend the Company's Articles of Association.

2. The Company's Management Board is hereby authorised to:

- a) define the procedure for and terms of the buyback of Company Shares for cancellation,
- b) specify the rules for the buyback of Company Shares to the extent not provided for in this Resolution,
- c) pay the consideration for the bought back Company Shares to the selling shareholders from the Capital Reserve for the Buyback of Company Shares as created pursuant to Section 2 hereof,
- d) take such other measures, including executing such other legal transactions, as may be necessary to effect the buyback of Company Shares in accordance with this Resolution,
- e) if appropriate, determine, subject to the prior consent of the Supervisory Board, an increase in the Buyback Price for Company Shares, with the proviso that the total amount allocated by the Company for the buyback, including any buyback costs, must not exceed PLN 70,000,000.00,
- f) resolve to terminate the Company Shares Buyback Programme in whole or in part at any time for good cause, with each such termination to be announced by the Company in a current report.

Section 2

1. Acting pursuant to Art. 345.4 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice (the "Company") hereby resolves to create a "Capital Reserve for the Buyback of Company Shares" to finance the buyback of Company Shares for cancellation and to allocate PLN 70,000,000.00 (seventy million złoty) to the reserve from the Company's statutory reserve funds created from its retained earnings.

2. Following termination of the Company Shares Buyback Programme, any unused balance of the Capital Reserve referred to in Section 2.1 hereof shall, on the date of termination of the Company Shares Buyback Programme as specified in the Management Board's resolution terminating the Programme but in any case no later than on the date immediately following the expiry date of the authorisation granted under Section 1 hereof, be automatically transferred back to the Company's statutory reserve funds from which the Capital Reserve was created, and the Capital Reserve shall be reversed without the General Meeting having to pass any separate resolution.

Article 3

The Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

The resolution has been / has not been passed.

Item 6 of the agenda:

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Entry No. in the National Court Register (KRS): 0000048716
Industry Identification Number (REGON): 270641528
Tax Identification Number (NIP): 6340126246
Waste Management Database Number (BDO): 000019923

District Court for Katowice-Wschód in Katowice,
8th Commercial Division of the National Court Register
Share capital: PLN 5,747,632.12, paid in full.
PLN account: BNP Paribas Bank Polska SA
37 1750 1035 0000 0000 0638 4862



RESOLUTION NO. 4
of the Extraordinary General Meeting of FAMUR S.A.,
dated August 17th 2021

to provide an opinion on the Supervisory Board's Report on remuneration of members of the Management and Supervisory Boards of FAMUR S.A.

Section 1

Acting pursuant to Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, and having considered the auditor's assessment, the Extraordinary General Meeting of FAMUR S.A. of Katowice (the "Company") hereby resolves to give a favourable opinion on the Supervisory Board's Report on remuneration of members of the Management and Supervisory Boards of FAMUR S.A. for 2020, attached as an appendix hereto.

Section 2

The Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).

REPORT ON REMUNERATION OF THE MANAGEMENT AND SUPERVISORY BOARDS



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INTRODUCTION



INTRODUCTION

FAMUR S.A. (the “Company”) has in place the ‘**Remuneration policy for Members of the Management and Supervisory Boards of FAMUR S.A.**’ (the “**Remuneration Policy**” available at <https://famur.com/walnezgromadzenie#2020>), adopted by way of a resolution of the Company’s Annual General Meeting of June 29th 2020 (Resolution No. 23), which sets out the principles used to determine the fixed and variable components of the remuneration paid to persons covered by that policy. Its purpose is to properly determine the remuneration of persons serving as Members of the Management and Supervisory Boards, while ensuring that decisions taken in respect of such persons encourage them to further the best interests of the Company in the long term and to avoid excessive risk exposure.

This Report on Remuneration of the Management and Supervisory Boards of FAMUR S.A. has been prepared by the Supervisory Board of FAMUR S.A. in accordance with the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (also referred to as the “Act”) and covers the year **2020**.

The Supervisory Board of FAMUR S.A. has prepared this Report in accordance with the Act and the Remuneration Policy, and is responsible for its completeness, reliability and accuracy.

In addition to the Act, this Report has been prepared by reference to the provision of Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (“Shareholder Rights Directive II”, also referred to as “SRD II”) and, as an auxiliary document, draft guidelines on the standardised presentation of the remuneration report under Directive 2007/36/EC amended by Directive (EU) 2017/828 (draft guidelines of the European Commission, second version – hereinafter referred to as the “Draft Guidelines”), developed by reason of the authorisation contained in Art. 9b of SRD II, given that they set out non-binding guidelines and do not create new legal obligations and their purpose is to provide balanced and flexible data presentation guidance for remuneration reporting in order to ensure transparent, uniform and clear data reporting.

This Remuneration Report has been structured according to Art. 90 g of the Act and sections of the Draft Guidelines, with the proviso that where no data relating to a given aspect is available, this is clearly stated, without omission.

All remuneration disclosed in this Report is presented in gross amounts.

Pursuant to Art. 90g.3 of the Act, this Report omits data for periods when the Remuneration Policy was not in effect, in this case data for 2019.

Such interpretation of the applicable laws and the Company’s position are further supported by the official position of the Ministry of Finance received by the Company on June 2nd 2021 in response to a request for interpretation of Art. 36.2 of the Act Amending the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies, and Certain Other Acts, dated October 16th 2019. It explicitly stated that:

“if a remuneration policy was adopted by the company still in 2019, the first remuneration report should in our opinion cover the part of 2019 in which the policy was in effect and the entire year 2020. However, if a company did not adopt a remuneration policy until 2020, the first remuneration report should only cover the year 2020. In such a case, the supervisory board will be able to omit from the remuneration report all data relating to 2019 (and possibly also mention that no remuneration policy was in place at the company in 2019).”

Appendix 1 to this Report contains a copy of the request to the Ministry of Finance concerning the periods to be covered by the report.

Appendix 2 contains the response from the Ministry of Finance.

The table below provides the composition of the Management Board:

Full name
Composition of the Management Board in January 1st–December 31st 2020
1) Mirosław Bendzera
2) Beata Zawiszowska
3) Dawid Gruszczyk
4) Adam Toborek
5) Tomasz Jakubowski
6) Ireneusz Kazimierski

The table below provides the composition of the Supervisory Board:

Full name
Composition of the Supervisory Board in January 1st–December 31st 2020
1) Tomasz Domogała
2) Czesław Kisiel
3) Jacek Leonkiewicz
4) Dorota Wyjadłowska
5) Magdalena Zajączkowska-Ejsymont
6) Tomasz Kruk

a) FAMUR Group in 2020

The year 2020, particularly the second quarter, saw a strong adverse impact of the COVID-19 pandemic on the global economy, leading to a global slowdown in the mining industry. During the year, the FAMUR Group took a range of measures to improve safety and optimise costs and the operating model in order to mitigate market risks to the extent possible and ensure continuous functioning of the organisation and, most importantly, safety of its employees, customers and trading partners. Low coal prices across global markets and the COVID-19 pandemic led to a significant drop in orders on the OEM market and for aftermarket services. In addition, as a result of the COVID-19 pandemic, mining companies in Poland declared force majeure, notifying their trading partners of temporary suspension of some of the deliveries of already ordered machinery and equipment and some contracts for the lease of shearer loaders and roadheaders.

Cross-border travel and administrative restrictions in the countries where FAMUR Group subsidiaries operate (Russia, Kazakhstan and South Africa) forced the subsidiaries to temporarily suspend their operations and significantly impeded the acquisition of new contracts and orders for aftermarket services.

Despite restrictions on cross-border traffic imposed after the COVID-19 pandemic outbreak, the FAMUR Group successfully delivered a MIKRUS system to China. The on-site assembly, start-up and testing in the customer's mine were performed remotely. Remote completion of the entire process was made possible thanks to the involvement of our and our customer's staff and the use of cutting-edge automation and IT solutions. The MIKRUS system was presented by China Energy as one of the most innovative projects recently launched in China.

Owing to the orders acquired in 2020, mainly in Russia and, to a lesser extent, in other markets, as at the end of December 2020, the total value of the FAMUR Group's backlog (supplies of machinery and equipment and leases in accordance with the contract terms) was approximately PLN 850m.

The outbreak of the global COVID-19 crisis and the difficult situation in the coal market required the Group to immediately adjust its operating resources and cost structure to meet current and expected market needs. As a first step, measures were taken to optimise workforce in central support functions. However, deteriorating demand and no prospect of improvement in the short- and medium-term in the scraper conveyor, belt conveyor, railways and routes segments forced us to close down our branches in Rybnik and Piotrków Trybunalski and transfer their technical and technological capabilities to other plants of the Group. These efforts will help to retain the existing know-how and will enable effective use of the capacities of all FAMUR branches while maintaining manufacturing and technical capacities so that production of scraper conveyors, belt conveyors, railways and routes is continued to fulfil any secured orders.

b) Financial performance in 2020

Revenue fell 47% year on year in 2020. The largest year-on-year decline was recorded in revenue from the supply of machinery and equipment (down 54%), with recurring revenue down 28%. Revenue generated in foreign markets represented 33% of total revenue.

Despite the significant drop in revenue, the Group delivered EBITDA of PLN 416m and net profit of PLN 190m. The achieved profitability confirms the high effectiveness of the flexible business model developed over the years by the FAMUR Group, which enabled fast implementation of cost optimisation plans, which in turn helped the Group to quickly adapt to the changing economic environment. EBITDA posted by the Group, combined with effective management of working capital, including in particular the monitoring of receivables collection, translated into a record-high operating cash flow of PLN 640m in 2020. This led to the recognition of a PLN 420m surplus of cash over debt at the end of December 2020. The reported performance and strong financial position give us a solid foundation for implementing our business profile diversification projects.

In the following quarters, we expect pressure on profitability to rise as the challenging economic conditions continue, affecting particularly the thermal coal mining industry in Poland, which is to undergo a major transformation in the coming years. Leveraging its operational flexibility, FAMUR will adapt the Group's operations to changing demand and the characteristics of the markets where it operates as needed. Given the continued softening of demand for hydraulic actuators, a decision to optimise the production capacity in the segment and to close down the branch was made in February 2021.

Changes taking place in the FAMUR Group's business environment, combined with the growing importance of diversification projects for the FAMUR Group's future development, will require a revision of objectives and update of the strategic plan.

FAMUR

**TOTAL REMUNERATION OF MEMBERS OF
THE MANAGEMENT AND SUPERVISORY
BOARDS OF FAMUR S.A.**



Total remuneration of Members of the Management and Supervisory Boards

In accordance with the Remuneration Policy, the following benefits may be granted to a Management Board Member:

- fixed remuneration – determined on an individual basis for each Management Board Member;
- variable remuneration depending on the level of achievement of individual targets (i.e. performance-related, budget-related, task-related and discretionary targets) – determined on an individual basis for each Management Board Member;
- cafeteria system benefits – determined on an individual basis for each Management Board Member;
- additional award and the right to use the Company's property that may be granted subject to the rules provided for in this Remuneration Policy.

Pursuant to the Remuneration Policy, Supervisory Board Members receive single-component fixed monthly remuneration in the amount defined in a resolution of the General Meeting. Remuneration of Supervisory Board Members does not represent a material item of the Company's operating expenses.

Since 2020, Members of the Management and Supervisory Boards of FAMUR S.A. have been remunerated on the basis of appointment. Provided below is a comprehensive overview of remuneration, including all benefits, regardless of their form, received by or due to individual Members of the Management Board and the Supervisory Board in 2020 in accordance with the Remuneration Policy.

a) REMUNERATION OF MANAGEMENT BOARD MEMBERS (gross amounts)

Full name/function on the Management Board and period of service			
(PLN)			
2020	Mirosław Bendzera	Beata Zawiszowska	Dawid Gruszczyk
Fixed remuneration	604,200 fixed remuneration to total remuneration (%): 77%	490,200 fixed remuneration to total remuneration (%): 86%	433,200 fixed remuneration to total remuneration (%): 86%
Cafeteria system benefits	11,873 cafeteria benefits to total remuneration (%): 1%	11,680 cafeteria benefits to total remuneration (%): 2%	12,450 cafeteria benefits to total remuneration (%): 2%
Fringe benefits	92,917 including : - Company car with fuel card 4,800 - Mobile phone - Computer (laptop) - Medical package - PLN 517 - Accommodation - 87,600 fringe benefits to total remuneration (%): 12%	5,339 including : - Company car with fuel card - 4,800 - Mobile phone - Computer (laptop) - Medical package - PLN 539 fringe benefits to total remuneration (%): 1%	4,800 including : - Company car with fuel card 4,800 - Mobile phone - Computer (laptop) fringe benefits to total remuneration (%): 1
Variable remuneration	76,071 part of the 2019 bonus paid in 2020 * performance and task-related bonus for 2019 was paid in advance in 2019 variable remuneration to total remuneration (%): 10%	62,323 part of the 2019 bonus paid in 2020 * performance and task-related bonus for 2019 was paid in advance in 2019 variable remuneration to total remuneration (%): 11%	55,449 part of the 2019 bonus paid in 2020 * performance and task-related bonus for 2019 was paid in advance in 2019 variable remuneration to total remuneration (%): 11%
Total remuneration	785,061	569,542	505,899

Full name/function on the Management Board and period of service			
(PLN) 2020	Adam Toborek	Tomasz Jakubowski	Ireneusz Kazimierski (from November 2019)
Fixed remuneration	433,200 fixed remuneration to total remuneration (%): 85%	433,200 fixed remuneration to total remuneration (%): 88%	133,091 fixed remuneration to total remuneration (%): 100%
Cafeteria system benefits	11,988 cafeteria benefits to total remuneration (%): 2%		1,000
Fringe benefits	9,853 including: - company car with fuel card – 4,800 - mobile phone - computer (laptop) - Employee Capital Plan (PPK) – 1,453 - Russian language course – 3,600 fringe benefits to total remuneration (%): 2%	4,800 including: - Company car with fuel card 4,800 - Mobile phone - Computer (laptop) fringe benefits to total remuneration (%): 1%	- Company car with fuel card - mobile phone - computer (laptop) - accommodation No data is presented for 2020 as the time from Mr Kazimierski's appointment as Vice President of the Management Board, Development, was very short (appointed December 14th 2020). In 2020, Mr Kazimierski was employed at Famak S.A. under a contract of employment and these costs were covered by Famak S.A.
Variable remuneration	55,449 part of the 2019 bonus paid in 2020 * performance and task-related bonus for 2019 was paid in advance in 2019 variable remuneration to total remuneration (%): 11%	55,449 part of the 2019 bonus paid in 2020 * performance and task-related bonus for 2019 was paid in advance in 2019 variable remuneration to total remuneration (%): 11%	
Total remuneration	510,490	493,449	134,091

Explanations and discussion:

1) Base salary is fixed monthly remuneration paid for service on the Management Board, awarded individually by way of a resolution of the Supervisory Board (ranging between PLN 10,000 and PLN 75,000). In 2020, the base salaries of Management Board Members, as shown in the table above, were within the range provided for in the Remuneration Policy.

2) When the Company benefited from public assistance in the form of the 'anti-COVID shield' and employees had their salaries reduced (due to reduced working time) from May to July 2021, the Management Board resolved to also take a pay cut. Therefore, as per the Management Board's proposal, the Supervisory Board temporarily reduced the amount of fixed remuneration paid to the Management Board Members.

3) ‘Cafeteria system benefits’ are provided by enabling a Management Board Member to use an online platform (“the System”). Via the System, a Management Board Member may select – from a package granted to them individually by the Supervisory Board – benefits, vouchers or subscription packages specified in the System, for themselves or their close persons, by redeeming Points (1 point equalling PLN 1.00) to purchase or order benefits, vouchers or subscription packages in the System. The gross value of a package that can be granted to a Management Board Member under this Remuneration Policy is between PLN 12,000 and PLN 36,000 per year. The Supervisory Board will determine, in a separate resolution, the type of package allocated in the System to a given Management Board Member, specifying its annual value, i.e. the value for the entire year of serving on the Management Board, converted in the System into Points for purchasing or ordering benefits, vouchers or subscription packages.

4) As regards fringe benefits, in order to facilitate proper performance of duties by Management Board Members, FAMUR S.A. may provide them with the following property:

- a company car and a fuel card, or coverage of the cost of travel by other means of transport,
- a mobile phone,
- a computer (laptop),
- dwellings/accommodation – to be used free of charge or rented at below-market prices. Decisions in this respect are made by the Supervisory Board depending on the Company’s needs and capacities.

The choice of property is made by the Supervisory Board, with the proviso that the total gross amount spent on using such property may not exceed PLN 450,000 per year.

The Company may decide to give its consent for a Management Board Member to improve their qualifications and cover, in whole or in part, the costs of training and studies, including postgraduate or foreign language courses. The Supervisory Board may give its consent to the foregoing by way of a resolution. The annual amount of allowances for those purposes is not be capped as, due to their nature, decision-making depends on the Company’s needs, which are fast-changing and difficult to predict.

The Company may also finance medical packages for a Management Board Member on the terms applicable to the Company’s employees (i.e. with the same value as those granted to the Company’s employees). A decision in this respect is made by the Supervisory Board by way of a resolution.

In 2020, five Members of the Management Board used basic benefits such as a company car with a fuel card. The Supervisory Board resolved on the use residential accommodation free of charge. One Member of the Management Board took a foreign language course. Two Management Board Members use a medical package on the terms applicable to the Company’s employees.

5) Variable remuneration depending on the level of achievement of individual targets set for Management Board Members (i.e. performance-related, budget-related, task-related and discretionary targets). Variable remuneration is granted to Management Board Members for a full calendar year. The targets and tasks assigned during a calendar year are valid until the end of that year (year n). A final assessment of the achievement of the performance-related, budget-related, task-related targets and/or targets subject to discretionary evaluation is made by the Supervisory Board within one month of the Supervisory Board’s receipt of the target achievement report from a Management Board Member and the Company’s audited financial statements for the previous financial year. The Management Board Member’s right to variable remuneration (each component thereof) is at all times conditional upon their holding of the office as at September 30th of year n. The maximum annual variable remuneration for a Management Board Member may reach up to 100%

of the annual fixed remuneration, provided that all targets and tasks have been achieved in 100%, and, additionally, when performance- or budget-related targets are achieved in more than 100%, the variable remuneration of a Management Board Member may exceed the maximum amount specified above, but may not exceed 150% of the Management Board Members' annual fixed remuneration. The rules concerning the proportion of fixed remuneration to variable remuneration did not apply to variable remuneration for 2019, which was paid in parts in 2019 and 2020, as it was granted in accordance with the remuneration rules for Management Board Members in force at the time.

In 2020, total variable remuneration to fixed remuneration was 127.30% for all Members of the Management Board, but it should be noted that a significant portion of the performance and task-related bonus for Management Board Members was paid as an advance in 2019. The calculations illustrating the proportion of variable remuneration to fixed remuneration include the advance payment made in 2019.

In 2020, targets were set for the Management Board as the basis of eligibility of Management Board Members to earn variable remuneration. As at the date of this Report, achievement of the targets has already been evaluated and variable remuneration for the period has been awarded to the Management Board. It will be paid in 2021 and disclosed in the remuneration report for 2021.

6) Additional bonus. Pursuant to the Remuneration Policy, as a reward for outstanding achievements, including for significant commitment to the Company's operations or transactions of particular importance to the Company, or for vital contribution to the implementation of the Company's strategy, a Management Board Member may receive a one-off bonus ranging from 50% to 250% of their fixed gross annual remuneration. The aggregate amount of bonuses granted in a given year to a Management Board Member may not exceed 250% of their fixed gross annual remuneration. No additional awards were granted in 2020.

7) When a Management Board Member resigns or is removed from the office, they are entitled to severance pay, in accordance with the Remuneration Policy.

The relative proportions of these components are consistent with the Remuneration Policy, which provides that

– the proportion of variable remuneration depending on a Management Board Member's performance and achievement of targets relative to the remuneration due to such Management Board Member (fixed remuneration plus variable remuneration, as described in Section V.3 of the Remuneration Policy) may not exceed 150% of their fixed gross annual remuneration, and its amount may not lead to such Management Board Member becoming financially dependent on that component.

– the proportion of variable remuneration (as described in Section V.3 of the Remuneration Policy) to fixed remuneration may not exceed 150% of a Management Board Member's fixed annual remuneration.

b) REMUNERATION OF SUPERVISORY BOARD MEMBERS (gross amounts)

2020 PLN

Full name of Supervisory Board Member	Fixed remuneration in 2020
Tomasz Domogała	6,000 + 42.31 reimbursement of contributions
Czesław Kisiel	6,000 + 60.78 reimbursement of contributions
Jacek Leonkiewicz	12,000
Dorota Wyjadłowska	12,000
Magdalena Zajązkowska-Ejsymont	6,000
Tomasz Kruk	12,000 + 260.17 reimbursement of contributions

Supervisory Board Members perform their duties on the basis of appointment made in accordance with the Commercial Companies Code and the Articles of Association of FAMUR S.A. They are not employed by the Company under employment or civil-law contracts, including in any other capacity, in order to ensure their impartiality and avoid any conflict of interest. Supervisory Board Members receive single-component fixed monthly remuneration in the gross amount defined in a resolution of the General Meeting, ranging between PLN 250 and PLN 2,500.00. The amount of remuneration does not depend on the number of Supervisory Board meetings in a given month or a Supervisory Board Member's presence at such meetings.

c) REMUNERATION FROM OTHER GROUP COMPANIES (gross amount in PLN)

Full name and function on the Management Board	Remuneration, including company name and remuneration type and amount	2020
Beata Zawiszowska	Member of the Supervisory Board of Elgór+Hansen S.A. (from January 1st 2020)	24,000
	Member of the Management Board of Famur Finance Sp. z o.o.	2,400
	Member of the Supervisory Board of Mining Equipment Finance Sp. z o.o.	2,400
	Member of the Supervisory Board of FAMAK S.A. (formerly FAMUR FAMAK S.A., an associated company from February 25th 2020)	200
Mirosław Bendzera	Chairman of the Supervisory Board of Elgór+Hansen S.A. (from January 1st 2020)	24,000
	Chairman of the Supervisory Board of Primetech S.A.	6,000
	Chairman of the Supervisory Board of Mining Equipment Finance Sp. z o.o.	2,400
	Member of the Supervisory Board of FAMAK S.A. (formerly FAMUR FAMAK S.A., an associated company from February 25th 2020) (from January 1st to February 25th 2020)	200
Tomasz Jakubowski	Member of the Supervisory Board of Elgór+Hansen S.A. (from January 17th 2020)	24,000
Dawid Gruszczyk	Secretary of the Supervisory Board of Elgór+Hansen S.A. (from January 1st 2020)	24,000
	Member of the Supervisory Board of Primetech S.A.	6,000
Adam Toborek	Deputy Chairman of the Supervisory Board of Elgór+Hansen S.A. (from January 1st 2020)	24,000
	Deputy Chairman of the Supervisory Board of Primetech S.A.	12,000
	Chairman of the Supervisory Board of PMG S.A.	1,200
	President of the Management Board of Mining Equipment Finance Sp. z o.o.	2,400
Ireneusz Kazimierski	President of the Management Board of FAMAK S.A. (formerly FAMUR FAMAK S.A., an associated company from February 25th 2020) (from November 12th 2019 to February 25th 2020)	30,000
Dorota Wyjadłowska	Member of the Supervisory Board of Primetech S.A.	12,000
Tomasz Kruk	Member of the Supervisory Board of Primetech S.A.	12,000

Pursuant to the Remuneration Policy, Members of the Company's Management and Supervisory Boards may, subject to and to the extent permitted by applicable laws, serve on the governing bodies of other FAMUR Group companies and enter into contracts with such companies, as and when needed. This, however, must not adversely affect the performance of their duties as a Member of the Company's Management Board or Supervisory Board. The Group means all subsidiaries of FAMUR S.A. and their respective subsidiaries.

d) VALUE OF BENEFITS GRANTED TO CLOSE PERSONS OF MANAGEMENT OR SUPERVISORY BOARD MEMBERS (INCLUDED IN THE REMUNERATION OF THE MANAGEMENT OR SUPERVISORY BOARD MEMBERS)

No such benefits were granted in 2019 or 2020.

e) OLD AGE AND DISABILITY PENSION SCHEMES AND EARLY RETIREMENT PROGRAMMES

FAMUR S.A. does not operate any additional old age and disability pension schemes or early retirement programmes for Members of the Management or Supervisory Boards.

III. REMUNERATION IN THE FORM OF OTHER FINANCIAL INSTRUMENTS

The Remuneration Policy does not provide for remuneration of Management or Supervisory Board Members in the form of financial instruments, and no such remuneration was awarded in 2019 or 2020.

IV. USE OF THE OPTION TO RECLAIM VARIABLE REMUNERATION

In 2019 and 2020, the option to reclaim variable remuneration components from a Management or Supervisory Board Member was not used as there was no need and no grounds for doing so.

V. DEVIATIONS FROM THE PROCEDURE FOR IMPLEMENTATION OF THE REMUNERATION POLICY AND DEROGATIONS UNDER ART. 90F

The Remuneration Policy applied by FAMUR S.A. was adopted in accordance with the Act. Having analysed the above data, it should be concluded that the Company paid remuneration to the Management and Supervisory Board Members fully in compliance with the Remuneration Policy, discharging its obligation under Art. 90e.1 of the Act. No measures were taken that could be considered derogations under Art. 90f of the Act.

VI. ASSESSMENT OF THE APPLICATION OF PERFORMANCE CRITERIA

The performance criteria provided in the table pertain to the targets set for 2019, for which remuneration was paid in 2019 as an advance payment and in 2020.

2020 (PLN)		Scope of performance criteria				Result (actual performance) and actual award	Notes
Full name	Description of the performance criteria and type of applicable remuneration*	Relative weighting	Minimum target/threshold performance and corresponding award	Maximum target/threshold performance and corresponding award			
Function and position							
Mirosław Bendzera President of the Management Board	Task-related targets strategic to the organisation	35%		100%	445,500	* In 2019, 821,540 was paid as an advance payment. In 2020, 76,071 was paid.	
	Task-related organisational targets	65%		100%			
	Task-related budget implementation targets	100%		200%	374,579		
	Performance-related targets 2019 (main part and suspended parts)						
	Discretionary targets						77,532
Beata Zawiszowska Vice President of the Management Board	Task-related targets strategic to the organisation	25%		100%	364,500	* In 2019, 649,561 was paid as an advance payment. The amount paid in 2020: 62,323	
	Task-related organisational targets	75%		100%			
	Task-related budget implementation targets	100%		200%	306,884		
	Performance-related targets 2019 (main part and suspended parts)						
	Discretionary targets						40,500
Dawid Gruszczyk Vice President of the Management Board	Task-related targets strategic to the organisation	40%		100%	324,000	* In 2019, 577,587 was paid as an advance payment. The amount paid in 2020: 55,449	
	Task-related organisational targets	60%		100%			
	Task-related budget implementation targets	100%		200%	273,036		
	Performance-related targets 2019 (main part and suspended parts)						
	Discretionary targets						36,000
Adam Toborek Vice President of the Management Board	Task-related targets strategic to the organisation	55%		100%	324,000	* In 2019, 577,587 was paid as an advance payment. The amount paid in 2020: 55,449	
	Task-related organisational targets	45%		100%			
	Task-related budget implementation targets	100%		200%	273,036		
	Performance-related targets 2019 (main part and suspended parts)						
	Discretionary targets						36,000
Tomasz Jakubowski Vice President of the Management Board	Task-related targets strategic to the organisation	25%		100%	324,000	* In 2019, 577,587 was paid as an advance payment. The amount paid in 2020: 55,449	
	Task-related organisational targets	75%		100%			
	Task-related budget implementation targets	100%		200%	273,036		
	Performance-related targets 2019 (main part and suspended parts)						
	Discretionary targets						36,000

The Company applies both financial and non-financial performance criteria set out in the Remuneration Policy to variable remuneration for Members of the Management Board. The Policy specifies:

- ✓ minimum expected net profit of the Company or the Group (depending on the decision of the Supervisory Board),
- ✓ actual net profit (as disclosed in the audited financial statements of the Company or the Group in which a Management Board Member serves on the Management Board), adjusted for non-recurring, extraordinary or non-operating items.
- ✓ net debt of the Company

In 2020, the following tasks were assigned to Management Board Members:

- ✓ achievement of targets and tasks important to the Company, assigned to the Management Board on an ad hoc basis, other than performance-related, budget-related and task-related targets associated with the variable remuneration component, contribution to the implementation of the Company's strategy,
- ✓ Management Board Member's attitude in the light of the following values:
- ✓ achievement of targets and tasks important to the Company, assigned to the Management Board on an ad hoc basis, other than performance-related, budget-related and task-related targets associated with the variable remuneration component.

In evaluating task performance, account was taken of the extraordinary and unpredictable event of the COVID-19 epidemic outbreak in 2020.

As regards the discretionary component of variable remuneration, the following were evaluated:

1. achievement of targets and tasks important to the Company, assigned to the Management Board on an ad hoc basis, other than performance-related, budget-related and task-related targets associated with the variable remuneration component,
2. contribution to the implementation of the Company's strategy,
3. Management Board Member's attitude in the light of the following values:

a) faith – understood as:

- having faith that a common vision can be accomplished,
- acting in accordance with the adopted value system,
- focus on the future,
- faith in investing in development and education.

b) responsibility – understood as:

- making brave and informed decisions,
- taking responsibility for one's own and the team's decisions and actions,
- taking initiative,
- always acting in the Company's best interest,
- making brave and informed decisions.

c) cooperation – understood as:

- making brave and informed decisions,
- taking responsibility for one's own and the team's decisions and actions,
- taking initiative,
- always acting in the Company's best interest.

d) openness – understood as:

- loyalty and open and frank communication,
- respect for diversity of views and opinions,
- being open to change and innovation,
- willingness to discuss errors and learn from them.

e) reliability – understood as:

- keeping one's word in all circumstances,
- being reliable and honest,
- respecting the principles of fair play,
- fulfilling one's obligations.

VII. Information about the annual change in remuneration, company's performance and the average remuneration of the company's employees who are not members of the management or supervisory boards, for at least five most recent financial years, in aggregate

- a) Information about the annual change in remuneration, the Company's performance and the average remuneration of the Company's employees who are not Members of the Management or Supervisory Boards, for at least five most recent financial years, in aggregate**

As data is presented for incomplete periods, a percentage presentation could be misleading to the user, therefore a year-on-year comparison of the remuneration is presented.

	2020	2019	2018	2017	2016	2015
Average remuneration of a Management Board Member in the years stated.	499,155	1,161,732	638,513	666,174	434,813	424,827

	2020	2019	2018	2017	2016	2015
Average remuneration of a Supervisory Board Member in the years stated.	9,084	8,510	7,568	2,387	6,004	14,683

	Information pertaining to 2020	2019	2018	2017	2016	2015
Average remuneration of full-time employees of the Company other than Management and Supervisory Board Members	6,718	5,204	5,524	5,314	4,945	3,707
NET PROFIT (PLNm)	169	161	153	41	59	37
Revenue (PLNm)	965	1,588	1,384	941	776	668
EBITDA	396	515	366	208	192	164

Given the relatively immaterial impact of the other Group companies on the Company's key performance figures, the Company has only presented data for FAMUR S.A. in this Report on Remuneration of the Management and Supervisory Boards.

b) ASSESSMENT OF THE REMUNERATION POLICY

In the Supervisory Board's opinion, remuneration in 2020 was awarded and paid in accordance with the Remuneration Policy. Based on the data contained in this Report, the Supervisory Board of FAMUR S.A. has determined that the Company is pursuing a stable remuneration policy that promotes the Company's growth and security, and that the existing practices with respect to variable remuneration management meet the criteria set out in the Policy. The Remuneration Policy is effective and meets the objectives set out below:

- enabling the recruitment of top-class specialists and managers to serve on the Company's Management and Supervisory Boards, who will ensure the Company's continued business success and stability;
- adapting to the growing demand for high managerial competencies, which go hand in hand with financial expectations;
- implementing an efficient and effective remuneration system motivating Board Members to develop the Company and pursue its objectives and strategies, by linking (the variable) part of remuneration to the Company's performance and achievement of individual targets (KPIs);
- supporting sound and effective risk management and discouraging Board Members from taking excessive risks beyond accepted limits.

The fixed and variable remuneration as well as other benefits comprising total remuneration of Management and Supervisory Board Members are reasonable in relation to the Company's financial performance and its total costs and expenses.

c) FINAL REMARKS

This Report will be submitted for an opinion to a statutory auditor in accordance with Art. 90g.10 of the Act in order to determine whether it contains all data required by law, and subsequently it will be submitted for consideration to the General Meeting of FAMUR S.A. for the purpose of passing a resolution (advisory in nature) providing an opinion on this Report. Next, this Report will be published on the Company's website and will remain available free of charge for at least ten years from the date of closing of that General Meeting.

Signatures of the Supervisory Board Members who have prepared this Report:

Katowice, May 24th 2021

**Ministry of Finance
Financial Market Development Department
ul. Świętokrzyska 12
00-916 Warsaw**

Dear Sir or Madam,

Acting on behalf of FAMUR S.A., I wish to inform you that – given the differing practices and opinions – we are in considerable doubt as to how Art. 36 of the Act of **October 16th 2019** Amending the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies, and Certain Other Acts, should be interpreted. In the statement of reasons for the draft Act (available at <https://www.sejm.gov.pl/Sejm8.nsf/druk.xsp?nr=3755>), the following reference is made to the proposed wording of Art. 33:

Art. 33 sets a deadline of June 30th 2020 for the corporate bodies of public companies to adopt their first remuneration policy. At most companies, a single general meeting is held during a financial year, i.e. the annual general meeting, which must take place by June 30th of each year. In the absence of any transitional period or a period of several months only, the obligation to pass a resolution on the remuneration policy for members of the management board and supervisory board would in fact result in the need to convene an additional general meeting for the sole purpose of voting on that single resolution. On the date of entry into force of the remuneration policy provisions, i.e. June 10th 2019, some companies would have already held an annual general meeting for 2018 and the other companies would only have three weeks to pass such a resolution, which – given its import to the company and the scope of information to be disclosed – would make it unlikely for them, due to time constraints, to pass it at the annual general meeting for 2018. On the other hand, the deadline of June 30th 2020 would allow all companies to draw up a carefully designed remuneration policy and to adopt it at the annual general meeting held for 2019, without the need to convene an additional meeting during the year.

It would also be possible to prepare the first remuneration report jointly for 2019 and 2020. Given that the transitional provision allows companies to prepare their first remuneration policy also in 2020, it is reasonable to conclude that the first remuneration report at most companies would only cover the year 2020. Art. 29.2, however, allows companies electing to adopt a remuneration policy already in 2019 not to report such a short period.

In the final version of the Act, Art. 33 has become Art. 36, but still maintained its original wording, i.e.:

1. The general meeting of a company referred to in Art. 90c.1 of the Act as amended by Art. 1 shall pass a resolution on the remuneration policy for members of the management board and supervisory board referred to in Art. 90d.1 of the Act as amended by Art. 1 by June 30th 2020.

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Entry No. in the National Court Register (KRS): 0000046716
Industry Identification Number (REGON): 270641526
Tax Identification Number (NIP): 634026246
Waste Management Database Number (BIO): 000019423

District Court for Katowice-Wschód in Katowice,
8th Commercial Division of the National Court Register
Share capital: PLN 5,747,632.12, paid in full.
PLN account: BNP Paribas Bank Polska SA
27 1750 1035 0000 0000 0036 4862

FAMUR

2. *The supervisory board of a company referred to in Art. 90c.1 of the Act as amended by Art. 1 shall draw up the first remuneration report referred to in Art. 90g of the Act as amended by Art. 1 jointly for 2019 and 2020.*

This raises the following question: if a company elects to adopt a remuneration policy referred to in Art. 90d of the Act of July 29th 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies in 2020, rather than in 2019, may a report on the actual remuneration policy prepared by the supervisory board only cover the data for 2020 or (according to the literal wording of the aforementioned Art. 36 of the Act) must it additionally cover the data for 2019 (although no remuneration policy was then in place and there was no legal basis for collecting such data as would be necessary to draw up a remuneration report for 2019)?

We look forward to learning your position on the matter, which is important not only to us, but to all companies faced for the first time with the task of drawing up a remuneration report.

Yours faithfully,

PREZES Zarządu
Miroslaw Bendzera

Wiceprezes Zarządu
ds. Rozwoju Biznesu
Ireneusz Kazimierski

Appendix 2



FN3.701.25.2021

Warsaw, June 2nd 2021

FAMUR S.A.
Ul. Armii Krajowej
40-698 Katowice

Dear Sir or Madam,

Further to your letter of May 24th 2021 concerning the interpretation of Art. 36 of the Act of October 16th 2019 Amending the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies, and Certain Other Acts (dz. I. item 2217, as amended), please accept the following explanations:

In the opinion of the Financial Market Development Department of the Ministry of Finance, the time period to be covered by the first remuneration report drawn up by a company will depend on when that company adopted its first remuneration policy. According to the statement of reasons for the Act, the lawmakers' intention behind the transitional provision was that the first remuneration report should cover the period from the adoption of the first remuneration policy until the end of 2020.

Accordingly – if a remuneration policy was adopted by the company still in 2019, the first remuneration report should in our opinion cover the part of 2019 in which the policy was in effect and the entire year 2020. However, if a company did not adopt a remuneration policy until 2020, the first remuneration report should only cover the year 2020. In such a case, the supervisory board will be able to omit from the remuneration report all data relating to 2019 (and possibly also mention that no remuneration policy was in place at the company in 2019).

At the same time, I kindly inform you that the position presented above is not a universally applied interpretation of the law and is not binding on legal entities.

Yours faithfully,

Head of the Financial Market Development Department

Katarzyna Przewalska

(Signed with qualified electronic signature)

INDEPENDENT AUDITOR'S REPORT ON THE PERFORMANCE OF A REASONABLE ASSURANCE ENGAGEMENT TO ASSESS A REMUNERATION REPORT

To the General Meeting and Supervisory Board of FAMUR S.A.

We have been engaged to assess the accompanying report on remuneration of the Management Board and Supervisory Board (the “remuneration report”) of FAMUR S.A. (the “Company”) for 2019-2020 in terms of its completeness, i.e. to assess whether it contains all the information required to be disclosed under Art. 90g.1-5 and Art. 90g.8 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (consolidated text: Dz. U. of 2020, item 2080) (the “Public Offering Act”).

Identification of the criteria and description of the subject matter of the engagement

The remuneration report was drawn up by the Supervisory Board to fulfil the requirements of Art. 90g.1 of the Public Offering Act. The applicable requirements for a remuneration report are laid down in the Public Offering Act.

The requirements referred to in the preceding sentence form the basis for preparation of a remuneration report and, in our opinion, constitute appropriate criteria to provide a reasonable assurance conclusion.

Pursuant to Art. 90g.10 of the Public Offering Act, the remuneration report must be assessed by a statutory auditor to ascertain whether it contains the information required under Art. 90g.1-5 and Art. 90g.8 of the Public Offering Act. This report is provided to fulfil this requirement.

We understand the statutory auditor's assessment referred to in the preceding sentence, providing the basis for us to form a reasonable assurance conclusion, as the assessment whether the scope of information disclosed in the remuneration report is, in all material respects, complete and the information is disclosed with such level of detail as required by the Public Offering Act.

Responsibility of the Supervisory Board Members

Pursuant to the Public Offering Act, Members of the Company's Supervisory Board are responsible for preparing a remuneration report in accordance with the applicable laws, in particular for the completeness of the report and for information contained therein.

The Supervisory Board is also responsible for designing, implementing and maintaining a system of internal controls to ensure that a complete remuneration report free from any material misstatements, whether due to fraud or error, is prepared.

Responsibility of the auditor

Our objective was to assess the completeness of information contained in the accompanying remuneration report in relation to the criterion set out in the *Identification of the criteria and description of the subject matter of the engagement* section, and to express, on the basis of evidence obtained, an independent conclusion from our reasonable assurance engagement.

We have performed the engagement in accordance with National Standard on Assurance Engagements Other than Audits and Reviews 3000 (Z) compliant with International Standard on Assurance Engagements 3000 (Revised) - *Assurance Engagements Other than Audits or Reviews of Historical*

Financial Information, adopted by Resolution 3436/52e/2019 of the National Council of Statutory Auditors of April 8th 2019, as amended (“NSAE 3000 (Z)”).

The Standard requires the auditor to plan and perform the relevant procedures so as to obtain reasonable assurance that the remuneration report was prepared in accordance with the specified criteria.

Reasonable assurance is a high level of assurance but is not a guarantee that a service performed in accordance with KSUA 3000 (Z) will always detect a material misstatement.

The procedures selected depend on the auditor’s judgement, including assessment of the risk of a material misstatement, whether due to fraud or error. When assessing the risk, the auditor considers the internal controls relevant to the preparation of a complete report in order to plan appropriate procedures that will provide the auditor with sufficient appropriate evidence. We have not assessed the functioning of the internal control system to express a conclusion on its effectiveness.

Summary of the work performed and limitation of our procedures

The procedures we planned and performed included in particular:

- reviewing the remuneration report and comparing the information contained therein against the applicable requirements;
- reviewing the General Meeting’s resolutions related to the remuneration policy for Members of the Management Board and Supervisory Board, as well as the specific resolutions of the Supervisory Board;
- establishing, based on a comparison against corporate documents, the list of persons with respect to whom information is required to be disclosed in the remuneration report, and determining, by making enquiries of the persons responsible for preparing the remuneration report and, where seen fit, also directly of the persons to whom the requirement to provide information applies, as to whether all information required by the criteria for preparing the remuneration report has been disclosed.

Our procedures were intended solely to obtain evidence that the information provided by the Supervisory Board in the remuneration report is complete in light of the applicable requirements. The purpose of our work was not to assess whether the information contained in the remuneration report was sufficient in view of the purpose of its preparation, or to assess the correctness and reliability of such information, in particular the amounts disclosed therein, including historical estimates, figures, dates, breakdowns, allocation methods or compliance with the remuneration policy adopted by the Management Board.

The remuneration report has not been audited within the meaning of the National Standards on Auditing. In the course of our assurance procedures, we did not audit or review the information used to prepare the remuneration report and therefore we do not accept any responsibility for issuing or updating any reports or opinions on the Company’s historical financial information.

We believe that the evidence we obtained is sufficient and appropriate to provide a basis for our conclusion expressed below.

Ethical requirements, including independence

In performing the engagement, the statutory auditor and the audit firm complied with the independence and other ethical requirements set out in the International Code of Ethics for Professional Accountants (including International Independence Standards) of the International Ethics Standards Board for Accountants, adopted by Resolution No. 3431/52a/2019 on the principles of professional ethics for auditors, passed by the National Council of Statutory Auditors on March 25th 2019 (the “IESBA Code”). The IESBA Code is based on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional conduct. We also complied with other independence and ethical requirements applicable to this assurance engagement in Poland.

Quality control requirements

The audit firm applies the National Standards on Quality Control as defined in International Standard on Quality Control 1 - *Quality Control for Firms that Perform Audits and Reviews of Financial*

Statements, and Other Assurance and Related Services Engagements, adopted by Resolution No. 2040/37a/2018 of the National Council of Statutory Auditors of March 3rd 2018, as amended (“NSQC”)

In accordance with the NSQC requirements, the audit firm maintains a comprehensive quality control including documented policies and procedures for compliance with the ethical requirements, professional standards and applicable laws and regulations.

Conclusion

The auditor’s conclusion has been formed on the basis of the matters described above and should therefore be read with due account taken of those matters.

In our opinion, the accompanying remuneration report contains, in all material respects, all the elements listed in Art. 90g.1–5 and Art. 90g.8 of the Public Offering Act.

Emphasis of matter

Attention is drawn to important information included in the introduction to the remuneration report, in which the Supervisory Board disclosed the time period covered by the first remuneration report and relevant rationale, along with explanations received by the Company in response to its request for interpretation of the applicable regulations from the Financial Market Development Department of the Ministry of Finance.

Our conclusion is not modified in relation to that matter.

Disclaimer

This report prepared by BDO spółka z ograniczoną odpowiedzialnością sp.k. for the General Meeting and Supervisory Board of the Company is intended solely for the purpose described in the *Identification of the criteria and description of the subject matter of the engagement* section and should not be used for any other purposes.

Accordingly, BDO spółka z ograniczoną odpowiedzialnością sp.k. disclaims any liability, whether contractual or non-contractual (including for negligence), with respect to any third parties in the context of this report. This does not release us from liability in situations where such release is excluded by law.

Marcin Krupa Auditor Reg. No. 11142

Performing the engagement on behalf of

BDO spółka z ograniczoną odpowiedzialnością sp.k. of Warsaw entered in the list of audit firms under Reg. No. 3355

Katowice, July 15th 2021

**Resolution No. 654/XIV/2021
of the Supervisory Board of FAMUR S.A.
dated July 14th 2021**

on: preparation and adoption of the 'Report on remuneration of the Management and Supervisory Boards of FAMUR S.A. for 2020'

Section 1

Acting pursuant to Art. 90g of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (Dz.U. 2020.2080 of November 25th 2020), the Supervisory Board of FAMUR S.A. of Katowice prepares and adopts the 'Report on remuneration of the Management and Supervisory Boards of FAMUR S.A. for 2020'. The report is attached as an appendix to this Resolution.

Section 2

This Resolution becomes effective as of its date.

**DETAILED RULES OF PARTICIPATION IN
THE GENERAL MEETING OF FAMUR S.A. OF KATOWICE
BY ELECTRONIC MEANS OF COMMUNICATION**

**Section 1
SCOPE**

1. These Rules govern the convention and conduct of, and adoption of resolutions by, the General Meeting in the manner referred to under Art. 406⁵.1–2 of the Commercial Companies Code.
2. The General Meeting shall be convened and conducted in the manner referred to under Art. 406⁵.1–2 of the Commercial Companies Code in compliance with all other applicable laws and regulations, the Company's Articles of Association, the Rules of Procedure for the General Meeting, and these Rules.
3. Any matters not provided for in these Rules shall be governed by the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the General Meeting.

**Section 2
DEFINITIONS**

As used in these Rules, the following terms shall have the following meanings:

- a) **Shareholder** shall mean a shareholder in the Company.
- b) **Commercial Companies Code** shall mean the Polish Commercial Companies Code of September 15th 2000 (Dz.U. of 2019, item 505; consolidated text as at March 15th 2019).
- c) **Rules** shall mean these Detailed Rules of Participation in the General Meeting of FAMUR S.A. of Katowice by Electronic Means of Communication as adopted pursuant to 406⁵.3 of the Commercial Companies Code.
- d) **Rules of Procedure for the General Meeting** shall mean the Rules of Procedure for the General Meeting of the Company.
- e) **Company** shall mean FAMUR S.A. of Katowice.
- f) **Articles of Association** shall mean the Articles of Association of the Company.
- g) **General Meeting** shall mean the Annual or Extraordinary General Meeting of the Company.

**Section 3
PARTICIPATION IN THE GENERAL MEETING**

1. The General Meeting may be participated in also by electronic means of communication.
2. Decision to allow participation in the General Meeting as provided for in Section 3.1 above shall be made by the body convening the General Meeting.
3. The conduct of the General Meeting in the manner referred to in Section 3.1 above shall include in particular:
 - 1) a real-time broadcast of the General Meeting;
 - 2) two-way real-time communication to ensure that all persons participating in the General Meeting can speak to the General Meeting from any location;
 - 3) ensuring the ability to vote in person or by proxy prior to or at the General Meeting.
4. In order to ensure communication in the manner referred to in Section 3.1 above, technologies and other means shall be used, which can guarantee identification of Shareholders and security of information. The

electronic means of communication to be used to participate in the General Meeting shall be specified in the notice of the General Meeting on a case-by-case basis.

5. Shareholders intending to participate in the General Meeting in the manner referred to in Section 3.1 above shall notify the Company of their intent to do so by electronic means of communication in the manner prescribed and at the address provided in the notice of the General Meeting and shall ensure compliance with the technical requirements specified therein.

Section 4
LIMITATION OF LIABILITY

1. Where a technical failure attributable to the Company prevents Shareholders from participating in the General Meeting in the manner referred to in Section 3.1 hereof, the Chairperson of the General Meeting may adjourn the General Meeting until electronic communication is restored, provided that this does not materially disrupt the proceedings of the General Meeting.
2. When exercising the option to participate in the General Meeting by electronic means of communication, Shareholders shall bear any related risks, in particular those arising from the inability to receive transmission, communicate or exercise voting rights at the General Meeting as a result of a technical failure or any interference in the communication channel being used, with the Company not being liable for any related loss or damage.