

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

45

/

2021

Date:

September 1st 2021

Abbreviated issuer name:

FAMUR S.A.

Subject:

Invitation to FAMUR S.A. shareholders to tender shares

Legal basis:

Article 17(1) of MAR – Inside information

Text of the report:

Further to Current Report No. 41/2021 of August 17th 2021, the Management Board of FAMUR S.A. (the “**Company**”) announces that on September 1st 2021 it passed a resolution to approve the text of the invitation (the “**Invitation**”) to the shareholders to tender their shares in the Company.

The repurchase of Company shares is made in accordance with the rules set out in Resolution No. 3 of the Company’s Extraordinary General Meeting of August 17th 2021 to grant consent to the repurchase of Company shares for cancellation and to set up a capital reserve to finance the repurchase.

The invitation is attached hereto as an appendix.

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

Appendices:

File:	Description
Zaproszenie.pdf	Invitation to tender

SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
September 1st 2021	Mirosław Bendzera	President of the Management Board	
September 1st 2021	Beata Zawiszowska	Vice President, Chief Financial Officer	

INVITATION TO FAMUR S.A. SHAREHOLDERS TO TENDER SHARES

(a joint-stock company with its registered office at ul. Armii Krajowej 51, 40-698 Katowice, entered in the Business Register of the National Court Register maintained by the District Court for Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register, under No. (KRS) 0000048716)

This invitation to tender shares for sale (the “**Tender Offer**”), concerning the repurchase of shares in FAMUR S.A. of Katowice (the “**Company**”) for cancellation, was published on September 1st 2021 in connection with Resolution No. 3 of the Company’s Extraordinary General Meeting of August 17th 2021 to approve the acquisition of own shares for cancellation and set up a reserve for the acquisition of own shares (the “**Resolution**”). Under the Resolution, the Company is repurchasing its own shares for cancellation. The repurchase will be carried out on the terms specified in the Tender Offer.

Definitions of capitalised terms not defined in this tender offer are provided in Section 15 hereof.

1. Shares covered by the Tender Offer

This Tender Offer is made for no more than 27,934,000 (twenty-seven million, nine hundred and thirty-four thousand) book-entry ordinary bearer shares of the Company, with a par value of PLN 0.01 (one grosz) per share, registered by the CSDP under ISIN code PLFAMUR00012, traded on the regulated market operated by the WSE, and representing as at the date of announcement of this Tender Offer 4.86% of the Company’s share capital and 4.86% of total voting rights at the Company’s General Meeting (the “**Shares**”).

2. Number of own shares held by the Company as at the date of announcement of the Tender Offer and number of own shares that the Company intends to acquire as a result of the Tender Offer

In this Tender Offer the Company intends to acquire up to 27,934,000 (twenty-seven million, nine hundred and thirty-four thousand) Company shares. Pursuant to the Resolution, the authorisation to acquire the Company’s own shares was granted to the Company’s Management Board for a period until October 31st 2021, and in any case until the funds allocated to the share repurchase have been exhausted.

As at the date of announcement of the Tender Offer, the Company held directly and indirectly 4,116 treasury shares. As a principle, the Company does not exercise shareholder rights under treasury shares (Art. 364.2 of the Commercial Companies Code of September 15th 2000, Dz.U.2020.1526, consolidated text of September 4th 2020 “CCC”).

3. Repurchase Price

The repurchase price offered for the Shares is **PLN 2.50 (two złoty, fifty grosz) per Share** (the “**Repurchase Price**”). The Repurchase Price reflects the price assumptions adopted in the Resolution.

4. Tender Offer execution and settlement agent

The Tender Offer execution and settlement agent is:

Santander Bank Polska S.A. – Santander Biuro Maklerskie
al. Jana Pawła II 17, 00-854 Warsaw
phone: +48 61 856 44 44
fax: +48 61 856 47 70

<https://www.santander.pl/inwestor>, bm.sekretariat@santander.pl
(the “**Brokerage Office**”)

5. Timetable of the Tender Offer

Date of Tender Offer announcement:	September 1st 2021
Tender acceptance opening date:	September 6th 2021
Tender acceptance closing date:	September 17th 2021
Expected date of transaction settlement and Share acquisition	September 22nd 2021

The Company reserves the right to cancel this Tender Offer prior to or after its commencement, as well as to change all dates not yet passed. The Tender Offer shall be cancelled in particular in the case described in Section 8 below. Should the Tender Offer be cancelled or its timetable changed, relevant information will be published in a current report on the Company's website (<https://famur.com/raporty>) and on the Brokerage Office's website (<https://www.santander.pl/inwestor>).

6. Persons entitled to submit Tenders

Persons entitled to tender Shares for sale as part of the Tender Offer are all Company Shareholders.

Shares tendered in the Tender Offer must be free of any Encumbrances.

7. Procedure for submitting Tenders

Prior to submitting Tenders, Shareholders should acquaint themselves with the procedures and regulations in place at the Custodian Banks or Investment Firms maintaining the securities accounts in which their Shares are recorded as regards the execution of transactions in response to the announced Tender Offer and as regards the issuance of depository certificates and the blocking and releasing of Shares, including, without limitation, with the deadlines applied by particular Custodian Banks or Investment Firms and fees charged by them for such activities.

Shareholders holding Shares in a securities account maintained by an Investment Firm should submit to that Investment Firm two copies of a completed Tender Form, one for the Shareholder submitting the Tender and the other for the Investment Firm.

Shareholders may submit any number of Tenders during the Tender acceptance period.

The rules governing identification of the Shareholder who submits the Tender and the procedure for accepting the Tender are defined by the entity accepting the Tender.

Tenders may also be submitted in electronic form or by telephone at the Brokerage Office by a customer of the Brokerage Office or at an Investment Firm by a customer of the Investment Firm, provided that this is permitted by the regulations of the Brokerage Office or Investment Firm and such entities are properly authorised to issue a Tender in writing on the basis of customer's instruction received in electronic form or by telephone. A Tender issued on the basis of customer's instruction received in electronic form or by telephone may be submitted within the hours specified in the regulations in place at the Brokerage Office or Investment Firm accepting the instruction.

A Shareholder holding Company shares in a brokerage account maintained by an Investment Firm should contact the Investment Firm to confirm the manner, time and place of acceptance of Tenders by that Investment Firm.

Shareholders holding Shares in a securities account maintained by a Custodian Bank should:

- a) give the Custodian Bank an instruction to block the Shares together with an irrevocable instruction to issue a settlement instruction for the Company in accordance with the terms of the Tender Offer, in accordance with the procedure specified in the Custodian Bank's internal regulations, and to issue a depository certificate in respect of the blocked Shares,
- b) file with the Brokerage Office the original of the depository certificate issued by the Custodian Bank maintaining the Shareholder's securities account, confirming that the Shares are blocked until the date (including that date) of settlement of transactions under the Tender Offer and that an irrevocable

instruction to issue a settlement instruction for the Company has been issued, and two copies of a completed Tender form

Shareholders whose shares are deposited in an account held with the Custodian Bank or entities duly authorised to act on behalf of such Shareholders will be able to submit a Tender only at Santander Bank Polska S.A. – Santander Biuro Maklerskie at the following location: Santander Bank Polska S.A. – Santander Biuro Maklerskie, Institutional Sales Support Team, Al. Jana Pawła II 17 (10th Floor), 00-854 Warsaw, Poland, between 9:00 am and 4:00 pm, CET time

Shareholders who sign a completed Tender form with a secure electronic signature verifiable with a valid qualified certificate and attach a depository certificate also signed with a secure electronic signature verifiable with a valid qualified certificate, will be able to submit the Tender by sending documents to the following email addresses: OPS@santander.pl and magdalena.abramowska@santander.pl.

A Tender submitted by a Shareholder (a Custodian Bank's customer) shall be for no more than the number of Shares indicated in the depository certificate attached to the Tender. If the number of Shares specified in a Tender does not fully correspond to the number indicated in the attached depository certificate, such Tender will not be accepted in full. Shareholders may submit any number of Tenders during the Tender acceptance period, attaching a depository certificate to each submitted Tender.

When submitting a Tender, a representative or attorney-in-fact of a Shareholder who is a legal person or an unincorporated entity holding Shares in an account held with a Custodian Bank should present an excerpt from the register relevant for the Shareholder's registered office or other official document containing key details of the Shareholder, including its legal form, manner of representation and full names of persons entitled to represent the Shareholder. Unless otherwise stated in applicable laws or international treaties signed by the Republic of Poland, the excerpt should bear an apostille or be certified by a Polish diplomatic mission or a consular office, and translated into Polish by a sworn translator.

A Shareholder may submit a Tender for a number of Company Shares it holds which is higher than the number of Shares covered by this Tender Offer.

A Tender is unconditional and irrevocable, may not contain any reservations and is binding on the tendering Shareholder until the Tender Offer is settled or cancelled by the Company. Shareholders (Custodian Bank's clients) shall be solely responsible for any consequences (including invalidity of a Tender) of submitting an incorrect Tender.

The Investment Firm shall notify the Brokerage Office of the submission of a Tender by a Shareholder on the terms set out in the "Procedure for conduct and execution of transactions as part of the Invitation for shareholders to tender shares in FAMUR Spółka Akcyjna...", which have been sent to the Investment Firm by the Brokerage Office, provided that only unencumbered and unblocked shares registered in the Shareholders' securities account may be tendered, and the Investment Firm, in accordance with the internal regulations in place, will ensure that the tendered shares will not be used by either the Shareholder or the Investment Firm for any purpose other than to settle the share repurchase.

The Brokerage Office shall not be liable towards the Shareholder for any damage caused by failure of the Investment Firm accepting the Tender from the Shareholder to send the information on the submitted Tender to the Brokerage Office.

If a Tender is to be submitted through an attorney-in-fact, the tendering Shareholder should become familiar with the rules of acting through an attorney-in-fact applicable at the Investment Firm/Custodian Bank where its shares are deposited.

Custodian Banks submitting Tenders on behalf of their customers may, instead of a power of attorney, make a representation confirming that they are duly authorised and instructed to submit a Tender. The form of such representation shall be delivered to the Custodian Banks.

In order to ensure uniformity of documents required to submit a Tender, relevant forms will be sent to the entities maintaining securities accounts – members of the CSDP.

The Company and the Brokerage Office shall not be liable for any failure to execute (accept) Tenders received by the Brokerage Office or the Investment Firm maintaining a Shareholder's brokerage account before or after the Tender acceptance period, or Tenders which are submitted incorrectly or to which the required documents, in particular depository certificates, have not been attached.

8. Cancellation of the Tender Offer

The Company reserves the right to cancel this Tender Offer both prior to and after the Tender Offer opening date. In particular, the Company may cancel the Tender Offer if another entity announces a tender or exchange offer for Company shares.

If this Tender Offer is cancelled, the Company shall not be liable for reimbursement of any costs incurred by the Shareholders, their attorneys-in-fact or legal representatives in submitting, or in taking other steps necessary to submit, their Tenders, or for payment of any compensation.

Should the Tender Offer be cancelled, relevant information will be provided in a current report published by the Company on the Company's website (<https://famur.com/raporty>) and on the Brokerage Office's website (<https://www.santander.pl/inwestor>).

9. Purchase of Shares from Shareholders and rules of reduction

A Shareholder may submit a Tender for a number of shares higher than the number of Shares to be repurchased under this Tender, in particular a Shareholder may submit a Tender for all of its shares in the Company.

If the number of tendered Shares is equal to or lower than the number of Shares, the Company will repurchase all of the tendered Shares.

If the total number of Shares covered by all Tenders submitted by Shareholders within the Tender acceptance period exceeds the number of Shares specified in the Tender, i.e. 27,934,000, the number of Shares purchased by the Company will be reduced proportionately; fractional parts of the Shares will be rounded down to the nearest integer; all Tenders submitted by Shareholders will be accepted by the Company in such portion that the Company will purchase a number of Shares proportionally reduced in the manner described above.

If, following a proportional reduction in accordance with the rules set out above, any unallocated Shares remain, the Shares will be allocated in the order determined by the size of the Tenders, from the largest to the smallest, until all of the Shares have been allocated.

The Company will only accept Tenders submitted in compliance with the terms and conditions of this Tender Offer. Specifically, Tenders will not be accepted if they are submitted on incorrectly completed forms or without the required documents, including a depository certificate (if required) confirming the blocking of Company Shares and the issuance of an irrevocable instruction to issue a settlement order.

The title to the Shares will be transferred from Shareholders to the Company outside the regulated market and the transfer will be settled through the depository and settlement system of the CSDP. The settlement agent is the Brokerage Office.

10. Payment of the Repurchase Price

The Repurchase Price for Shares purchased from individual Shareholders, in the number determined in accordance with the rules set out in Section 9 above, will be paid by the Company in cash in the Polish zloty. An amount equal to the product of the final number of Shares purchased from the individual Shareholders and the Buyback Price may be reduced by applicable fees or other charges (if such fees or charges are charged by the Brokerage Office, Custodian Bank or the Investment Firm issuing the settlement order, in accordance with their respective price lists).

11. Cancellation of Shares

Upon the purchase of Shares by the Company, the Company's Management Board shall convene a General Meeting whose agenda will include passing a resolution to cancel Shares purchased from Shareholders, to reduce the Company's share capital following the cancellation of Shares purchased from Shareholders, and to amend the Company's Articles of Association.

12. Legal nature of the Tender Offer

This Tender Offer is not a tender or exchange offer referred to in Art. 73 et seq. of the Public Offering Act. In particular, Art. 77 and Art. 79 of the Public Offering Act and the Regulation do not apply to this Tender Offer. Neither is this Tender Offer an offer within the meaning of Art. 66 of the Polish Civil Code.

This document does not require any approval from or filing with the Polish Financial Supervision Authority or any other authority.

This document is not an offer to buy or a solicitation to sell any securities in any country where such offer or solicitation would be unlawful or require any permit, notification or registration.

This document does not purport to constitute any investment, legal or tax advice. Shareholders should consult their investment, legal and tax advisers on any matters related to this Tender Offer.

This Tender Offer was published by the Company in the form of a current report on its announcement date. This Tender Offer is also available on the Company's website at (<https://www.famur.com/raporty>) and on the Brokerage Office's website at (<https://www.santander.pl/inwestor>).

More information concerning the procedure of accepting Tenders in response to this Tender Offer can be obtained by calling (+48 22) 586 85 64 or (+48 61) 856 46 50 and from Investment Firms and Custodian Banks who are members of the CSDP.

13. Taxation

It should be noted that the sale of Shares to the Company for cancellation may result in tax consequences for Shareholders. Shareholders are therefore advised to individually consult their tax, financial or legal advisers or to obtain official positions from competent administrative bodies.

14. Information on the processing of personal data by Santander Bank Polska S.A.

Pursuant to Article 13 (1) and (2) and Article 14 (1) and (2) of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/56/WE ("GDPR") applicable as of May 25th 2018, we inform you about the manner and purpose for which we process your personal data ("data") and your rights relating to data protection.

A. Who is the entity responsible for data processing and the contact person?

Controllers of data of the Shareholders submitting Tenders at Investment Firms that maintain their securities accounts are the respective Investment Firms accepting the Tenders.

The Controller of data of Shareholders whose Tenders will be accepted by the Brokerage Office is Santander Bank Polska S.A. of Warsaw ("Bank"), which may be contacted by letter sent to the following address: Santander Bank Polska S.A. ul. Robotnicza 11, 53-607 Wrocław, Poland, by calling 1 9999, 781 119 999 (for callers from Poland) or +48 61 81 1 9999 (for callers from abroad), by email at kontakt@santander.pl.

The Bank has appointed a Data Protection Officer, who may be contacted by letter sent to the following address: Santander Bank Polska S.A., ul. Robotnicza 11, 53-607 Wrocław, Poland, marked for the attention of "Data Protection Officer", and by email at iod@santander.pl. You may contact the Data Protection Officer in all matters concerning personal data processing or the exercise of your personal data protection rights.

B. What is the purpose and legal basis of our processing of your data?

We process your data in accordance with the provisions of the GDPR and Polish data protection regulations. The data is processed:

- in connection with the performance of the obligations imposed by law on entities conducting brokerage activities – Santander Bank Polska S.A. – Santander Biuro Maklerskie (Article 6(1)(c) of the GDPR), including obligations:
 - connected with the performance of the obligations set out in the Act on Trading in Financial Instruments of July 29th 2005 and in the regulations laid down therein;
 - connected with the performance of reporting obligations under Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012 (“**MIFIR**”);for the purposes of the legitimate interests pursued by the Bank (Article 6(1)(f) of the GDPR). We do so, for instance, when we process the data of persons acting on behalf of customers or when we act to prevent criminal offences and ensure IT security of the Bank, or to enforce claims and defend claims.

The provision of data by Shareholders is a precondition for the execution of the Share Tender, results from the fulfilment of obligations laid down in the laws referred to above or is necessary for the purposes of the legitimate interests pursued by the Bank as referred to above. If you do not provide the Bank with the necessary data, the Brokerage Office will not be able to provide services relating to your Share Tenders.

C. Who can we transfer the data to?

The data may be provided to other recipients in order to fulfil the Bank’s legal obligation or for the purposes of the legitimate interests pursued by the Bank. Data recipients may in particular be:

- a) Famur S.A. and its authorised employees;
- b) public authorities, such as the Polish Financial Supervision Authority;
- c) entities involved in the processes necessary for the execution of the Share Tender, including entities maintaining the securities accounts of the Shareholders;
- d) entities authorised to receive information covered by the obligation of professional secrecy, specified in the Act on Trading in Financial Instruments and in other laws;
- e) entities engaged by the Bank to process data and their authorised employees, with the proviso that such entities process data on the basis of an agreement with the Bank and exclusively in accordance with the instructions of the Bank.

D. How long will your data be processed (stored)?

Your data will be processed for the period necessary to achieve the processing purposes indicated in section B, i.e.:

- with respect to the fulfilment of legal obligations incumbent on Santander Bank Polska S.A. – Santander Biuro Maklerskie in connection with its business – until the Bank fulfils those obligations;
- until the legitimate interests of the Bank giving rise to such processing are fulfilled or until you object to such processing, unless there are legitimate grounds for further processing.

E. Rights of Shareholders as data subjects

- the right of access to personal data, including the right to obtain copies of such data in accordance with the rules set out in Article 15 of the GDPR;
- the right to request rectification (correction) of personal data, where the data are inaccurate or incomplete, in accordance with the rules set out in Article 16 of the GDPR;
- the right to obtain the erasure of personal data (“the right to be forgotten”) in accordance with the rules set out in Article 17 of the GDPR;
- the right to obtain restriction of personal data processing in accordance with the rules set out in Article 18 of the GDPR;

- the right to data portability in accordance with the rules set out in Article 20 of the GDPR;
- the right to object in accordance with the rules set out in Article 21 of the GDPR;
- the right to lodge a complaint with the competent supervisory authority, which in the Republic of Poland is the President of the Personal Data Protection Office, if you consider that the processing of your data is in breach of the GDPR.

F. Data source

If the Tenders are submitted through an attorney-in-fact or a representative, the data source are the persons submitting the Tender on behalf of the Shareholder.

G. Categories of data processed

We process your data to the extent specified in the Tender form.

15. Defined terms and acronyms used in the Tender Offer

In addition to the terms defined in this Tender Offer, the following capitalised terms have the meaning specified below:

Act on Trading in Financial Instruments	The Polish Act on Trading in Financial Instruments of July 29th 2005 (consolidated text: Dz.U. of 2018, item 2286).
CSDP	Krajowy Depozyt Papierów Wartościowych S.A. (Central Securities Depository of Poland)
Custodian Bank	a custodian bank within the meaning of the Act on Trading in Financial Instruments.
Encumbrance	ordinary, treasury, registered or financial pledge, seizure in enforcement proceedings or proceedings concerning precautionary measures, option, right of preemption, right of first refusal, or any other right, encumbrance or limitation created for the benefit of third parties of a material or obligational nature.
Investment Firm	an investment firm within the meaning of the Act on Trading in Financial Instruments.
Public Offering Act	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, as amended).
Regulation	Regulation of the Minister of Finance, Funds and Regional Policy of November 26th 2020 on the form of tender or exchange offers for shares in a public company, the detailed manner of their announcement and the terms of share purchase in tender or exchange offers (Dz.U. of 2020, item 2114).
Shareholder	a natural person, a legal person or an unincorporated organisational unit that is a shareholder of the Company.
Tender	an offer to sell the Shares for cancellation, submitted by the Shareholder to the Company in response to the Tender Offer.

WSE

Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange)

FAMUR S.A.

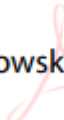
**SANTANDER BANK POLSKA S.A.
- SANTANDER BIURO MAKLERSKIE**

Signature Not Verified
Dokument podpisany przez
Miroslaw Bendzera
Data: 2021.09.01 09:26:18 CEST

 Elektronicznie
podpisany
przez
ANNA

Miroslaw Bendzera – President of the
Management Board

Anna Kucharska – Attorney-in-fact

Beata
Zawiszowska
a
 Elektronicznie
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Beata Zawiszowska
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 pełnomocnik
Małgorzata Jachymek

Beata Zawiszowska – Vice President of the
Management Board, Chief Financial Officer

Małgorzata Jachymek – Attorney-in-fact