

## POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

38

/

2018

Date:

June 29th 2018

Abbreviated issuer name:

FAMUR S.A.

Subject:

Resolutions passed by the Annual General Meeting on June 29th 2018 and draft resolutions put to vote but not passed.

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. hereby publishes the resolutions passed by the Annual General Meeting on June 29th 2018 together with the results of voting and the draft resolutions which were put to a vote but were not passed.

Furthermore, the Issuer informs that the Annual General Meeting, by virtue of Resolution No. 2, resolved not to appoint the Ballot Counting Committee as the electronic ballot counting system was used during the Annual General Meeting.

No objections were raised to the minutes with respect to the resolutions passed by the Annual General Meeting.

Appendices

| File  | Description  |
|---|--|
| Treść uchwał podjętych.pdf                                | Notice of Annual General Meeting to be held on June 29th 2018        |
| Treść uchwał poddanych pod głosowanie które nie zostały p | Resolutions put to vote but not passed by the Annual General Meeting |

|                                   |  |
|-----------------------------------|--|
| 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 |
|------|-----------|----------|-----------|
|------|-----------|----------|-----------|

|                |                   |  |  |
|----------------|-------------------|--|--|
| June 27th 2017 | Beata Zawiszowska | Vice President of the Management Board |  |
| June 27th 2017 | Olga Panek        | Commercial Proxy                       |  |

**Resolutions passed by the Annual General Meeting on June 29th 2018**

**RESOLUTION NO. 1**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

to appoint the Chairperson of the Annual General Meeting-----

1. Acting pursuant to Art. 409.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice appoints Ms Karolina **Blacha-Cieřlik** as the Chairperson of the General Meeting. -----

2. This Resolution shall become effective as of its date.

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 2**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to appoint** the Ballot Counting Committee-----

1. The Annual General Meeting of FAMUR S.A. of Katowice resolves not to appoint the Ballot Counting Committee.-----
2. This Resolution shall become effective as of its date.-----

438,483,674 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 99.94% of the votes cast as there were no votes against the resolution and 268,078 abstaining votes. The Chairperson declared the resolution to have been passed by the required majority. -----

### **RESOLUTION NO. 3**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to receive** the Company's financial statements for 2017-----

1. Acting pursuant to Art. 395.2.1 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice receives the financial statements for the financial year 2017, including: -----
  - Statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of PLN 2,055,358,526.71; -----
  - Statement of profit or loss for the period from January 1st to December 31st 2017, showing a net profit of PLN 41,125,287.05; -----
  - Statement of comprehensive income for the period from January 1st to December 31st 2017, showing total comprehensive income of PLN 40,623,575.47; -----

- Statement of changes in equity for the financial year from January 1st to December 31st 2017, showing an increase in equity of PLN 434,050,283.45;-----
- Statement of cash flows for the financial year from January 1st to December 31st 2017, showing a net increase in cash of PLN 136,673,934.77;-----
- Notes, including a summary of the applied accounting policies and other explanatory notes.-----

2. This Resolution shall become effective as of its date.-----

438,751,752 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

#### **RESOLUTION NO. 4**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to receive** the Directors' Report on the Company's and the Group's operations in 2017-----

1. Acting pursuant to Art. 395.2.1 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice receives the Directors' Report on the Company's and Group's operations in 2017. -----

2. This Resolution shall become effective as of its date.-----

438,751,752 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and

which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 5**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to receive** the Non-Financial Statement of FAMUR S.A. -----

1. Acting pursuant to Art. 395.2.1 of the Commercial Companies Code, in conjunction with Art. 49b.1, Art. 49b.9 and Art. 52.3.2 of the Accounting Act, the Annual General Meeting of FAMUR S.A. of Katowice receives the Non-Financial Statement of FAMUR S.A. for 2017.-----
2. This Resolution shall become effective as of its date.-----

438,751,752 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 6**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**concerning:** distribution of the Company's profit for the financial year 2017 and use of the Company's equity from retained earnings. -----

Pursuant to Art. 395.2.2, Art. 348.1, Art. 396.5 of the Commercial Companies Code, and pursuant to Articles 19.1–19.3 of the Articles of Association of FAMUR S.A. (the “**Company**”), the Annual General Meeting of the Company hereby resolves as follows:-----

#### SECTION 1

1. The Company's net profit earned in the financial year ended December 31st 2017, of PLN 41,125,287.05 (forty-one million, one hundred and twenty-five thousand, two hundred and eighty-seven złoty, 05/100), and the Company's net profit earned in previous years in the total amount of PLN 211,770,526.23 (two hundred and eleven million, seven hundred and seventy thousand, five hundred and twenty-six złoty, 23/100) shall be distributed as dividend in a total amount of PLN 252,895,813.28 (two hundred and fifty-two million, eight hundred and ninety-five thousand, eight hundred and thirteen złoty, 28/100), i.e. PLN 0.44 (forty-four grosz) per share.-----
2. The payment of dividend from retained earnings referred to in item 1 above, in a total amount of PLN 211,770,526.23 (two hundred and eleven million, six hundred and seventy thousand, five hundred and twenty-six złoty, 23/100), shall be effected by reducing the Company's capital reserve in the part created from retained earnings by PLN 211,770,526.23 (two hundred and eleven, seven hundred and seventy thousand, five hundred and twenty-six złoty, 23/100), -----
3. The right to dividend is vested in shareholders who hold Series A, B, C, D bearer shares with ISIN code PLFAMUR00012, Series E registered shares and Series F bearer shares with ISIN code PLFAMUR00046, whose shares will be held on July 9th 2018 (the dividend record day), with the birth of ownership shares. -----
4. The dividend payment date shall be July 17th 2018.-----
5. The dividend shall be paid through the Central Securities Depository of Poland (*Krajowy Depozyt Papierów Wartościowych S.A.*), except the dividend from Series E registered shares.-----

#### SECTION 2

This Resolution shall become effective as of its date. -----

438,731,695 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 99.99% of the votes cast as there

were 20,057 votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority.-----

**RESOLUTION NO. 7**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to receive** the consolidated financial statements for 2017 -----

1. Acting pursuant to Art. 395.2.1 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice receives the consolidated financial statements for the financial year 2017, including: -----

–Statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of PLN 3,138,065 thousand;-----

–Statement of profit or loss for the financial year from January 1st to December 31st 2017, showing a net profit of PLN 56,830 thousand;-----

–Statement of comprehensive income for the period from January 1st to December 31st 2017, showing total comprehensive income of PLN 57,718 thousand;-----

–Statement of changes in equity for the financial year from January 1st to December 31st 2017, showing an increase in equity of PLN 556,775 thousand;-----

–Statement of cash flows for the financial year from January 1st to December 31st 2017, showing a net increase in cash of PLN 247,818 thousand; -----

–Notes, including a summary of the applied accounting policies and other explanatory notes.  
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2. This Resolution shall become effective as of its date.-----

438,751,752 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and

which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 8**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to receive** the Non-Financial Statement of the Group -----

1. Acting pursuant to Art. 395.2.1 of the Commercial Companies Code, in conjunction with Art. 49b.1, Art. 49b.9 and Art. 52.3.2 of the Accounting Act, the Annual General Meeting of FAMUR S.A. of Katowice receives the Non-Financial Statement of the Group for 2017. -----
2. This Resolution shall become effective as of its date. -----

438,751,752 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 9**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Management Board in respect of his duties -----



1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Mirosław Bendzera in respect of his duties as President of the Management Board in the period from January 1st to December 1st 2017.-----
2. This Resolution shall become effective as of its date.-----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

#### **RESOLUTION NO. 10**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Management Board in respect of her duties -----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Ms Beata Zawiszowska in respect of her duties as Vice President of the Management Board in the period from January 1st to December 31st 2017.-----
2. This Resolution shall become effective as of its date.-----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid

votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 11**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Management Board in respect of his duties -----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Zbigniew Fryzowicz in respect of his duties as Vice President of the Management Board in the period from January 1st to December 31st 2017. -----

2. This Resolution shall become effective as of its date. -----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 12**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Management Board in respect of his duties -----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Zdzisław Szypuła in respect of his duties as Vice President of the Management Board in the period from January 1st to December 31st 2017. -----
2. This Resolution shall become effective as of its date. -----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

#### **RESOLUTION NO. 13**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Management Board in respect of his duties -----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Dawid Gruszczyk in respect of his duties as Vice President of the Management Board in the period from January 1st to December 31st 2017. -----
2. This Resolution shall become effective as of its date. -----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid

votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 14**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Management Board in respect of his duties -----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Bartosz Bielak in respect of his duties as Vice President of the Management Board in the period from September 1st to December 31st 2017. -----

2. This Resolution shall become effective as of its date. -----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 15**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Supervisory Board in respect of her duties -----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Tomasz Domogała in respect of his duties as Chairman of the Supervisory Board in the period from January 1st to December 31st 2017.-----
2. This Resolution shall become effective as of its date.-----

Pursuant to Art. 413 of the Commercial Companies Code, Tomasz Domogała's proxy did not participate in the voting, and therefore shareholders holding a total of 430,644,897 votes participated in the voting.

430,644,897 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 430,644,897 shares, from which valid votes were cast and which represented 74.93% of the share capital and carried the right to 430,644,897 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously.-----

#### **RESOLUTION NO. 16**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Supervisory Board in respect of his duties-----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Czesław Kisiel in respect of his duties as Deputy Chairman of the Supervisory Board in the period from January 1st to December 31st 2017.-----
2. This Resolution shall become effective as of its date.-----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 17**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Supervisory Board in respect of his duties-----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Wojciech Gelner in respect of his duties as Member of the Supervisory Board in the period from January 1st to June 27th 2017. -----
2. This Resolution shall become effective as of its date. -----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 18**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Supervisory Board in respect of his duties----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Bogusław Galewski in respect of his duties as Member of the Supervisory Board in the period from January 1st to October 17th 2017. -----
2. This Resolution shall become effective as of its date. -----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

#### **RESOLUTION NO. 19**

#### **of the Annual General Meeting of FAMUR S.A. of June 29th 2018**

**to grant discharge** to a member of the Supervisory Board in respect of her duties-----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Ms Karolina Blacha-Cieślak in respect of her duties as Member of the Supervisory Board in the period from January 1st to June 27th 2017. -----
2. This Resolution shall become effective as of its date. -----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 20**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Supervisory Board in respect of his duties-----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Jacek Leonkiewicz in respect of his duties as Member of the Supervisory Board in the period from June 27th to December 31st 2017. -----
2. This Resolution shall become effective as of its date.-----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 21**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**



**to grant discharge** to a member of the Supervisory Board in respect of his duties----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Jacek Leonkiewicz in respect of his duties as Member of the Supervisory Board in the period from June 27th to December 31st 2017.---
2. This Resolution shall become effective as of its date. -----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 22**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Supervisory Board in respect of his duties-----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Michał Nowak in respect of his duties as Member of the Supervisory Board in the period from October 18th to December 31st 2017.-----
2. This Resolution shall become effective as of its date.-----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 23**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Supervisory Board in respect of his duties-----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Mr Robert Rogowski in respect of his duties as Member of the Supervisory Board in the period from October 18th to December 31st 2017.-----
2. This Resolution shall become effective as of its date.-----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**RESOLUTION NO. 24**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**to grant discharge** to a member of the Supervisory Board in respect of her duties -----

1. Acting pursuant to Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice grants discharge to Ms Dorota Wyjadłowska in respect of her duties as Member of the Supervisory Board in the period from October 18th to December 31st 2017. -----
2. This Resolution shall become effective as of its date. -----

438,751,752 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 438,751,752 shares, from which valid votes were cast and which represented 76.34% of the share capital and carried the right to 438,751,752 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

**Resolutions put to vote but not passed by the Annual General Meeting  
held on June 29th 2018**

**RESOLUTION NO. 25  
of the Annual General Meeting of FAMUR S.A.  
of June 29th 2018**

**concerning:** amendments to the Articles of Association -----

**SECTION 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice resolves that after Art. 8, Art. 8a shall be added, reading as follows: ---

“1. TDJ Equity I Sp. z o.o. (KRS No. 0000475347) shall hold the personal rights referred to in Art. 10 and Art. 13 of the Company’s Articles of Association provided that TDJ Equity I Sp. z o.o. holds shares representing at least 20% (twenty per cent) of the share capital.-----

“2. Amendments to Art. 8a, Art. 10 and Art.13 of the Company’s Articles of Association shall require a majority of 4/5 (four-fifths) of the votes cast. -----

“3. In the event of expiry or waiver of the personal rights, the provisions of the Articles of Association relating to such expired personal rights shall be replaced by the applicable relevant provisions of the Commercial Companies Code or relevant provisions of the Articles of Association.” -----

**Section 2**

This Resolution shall come into force as of its date, with effect as of the entry of the amendments in the National Court Register. -----

The resolution was not adopted due to the lack of the required majority of votes. -----

**RESOLUTION NO. 26**  
**of the Annual General Meeting of FAMUR S.A.**  
**of June 29th 2018**

**concerning:** amendments to the Articles of Association -----

**SECTION 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice resolves that Article 10 shall read as follows: -----

“1. The Management Board shall be composed of one to seven members. -----

“2. The number of Management Board members shall be determined by TDJ Equity I Sp. z o.o. by delivering a written statement to the Company. If TDJ Equity I sp. z o.o. does not exercise this right, the number of Management Board members shall determined by the Supervisory Board.  
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“3. Subject to the provisions of Article 8a, TDJ Equity I Sp. z o.o. shall have the right to independently appoint and dismiss up to four members of the Management Board. The personal right shall also include the right to appoint President of the Management Board from among members of the Management Board.-----

“4. TDJ Equity I Sp. z o.o. shall exercise the personal right provided for in item 3 by delivering to the Company a signed written statement on appointment or dismissal of Management Board members or on appointment or dismissal of the President of the Management Board, with the signature certified by a notary public. The statement referred to in the preceding sentence shall be accompanied by the consent of the person named in the statement to accept the position of a member or of the President of the Management Board. -----

“5. If, within 30 days of expiry of the mandate the President of the Management Board or of dismissal of the President by TDJ Equity I sp. z o.o., TDJ Equity I sp. z o.o. in its capacity as a shareholder does not exercise the right to appoint a member of the Management Board or

appoint President of the Management Board from among members of the Management Board, then such appointments shall be made by the Supervisory Board.-----

“6. The other members of the Management Board shall be appointed and dismissed by the Supervisory Board.-----

7. When appointing members of the Management Board, the Supervisory Board shall specify the function that the appointed person will perform on the Management Board, subject to items 2-5 above.-----

“8. The term of office of the Management Board is three years.-----

“9. A Member of the Management Board may resign from their position at any time. A resignation should be submitted to the Company in writing.”-----

## **Section 2**

This Resolution shall come into force as of its date, with effect as of the entry of the amendments in the National Court Register.-----

The resolution was not adopted due to the lack of the required majority of votes.-----

## **RESOLUTION NO. 27**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**concerning:** amendments to the Articles of Association -----

## **SECTION 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice resolves that Article 13 shall read as follows:-----

“1. The Supervisory Board shall be composed of six members appointed for a joint two-year term of office.-----

“2. Subject to the provisions of Article 8a, TDJ Equity I Sp. z o.o. shall have the right to independently appoint and dismiss three members of the Supervisory Board.-----

“3. Irrespective of the manner of appointing a Supervisory Board member, TDJ Equity I Sp. z o.o. shall have the right to appoint one of the Supervisory Board members as Chairperson of the Supervisory Board.-----

“4. TDJ Equity I Sp. z o.o. shall exercise the personal right provided for in item 2 or 3 by delivering to the Company a signed written statement on appointment or dismissal of Supervisory Board members or on appointment or dismissal of the Chairperson of the Supervisory Board, with the signature certified by a notary public. The statement referred to in the preceding sentence shall be accompanied by the consent of the person named in the statement to accept the position of a member or of the Chairperson of the Management Board.-----

“5. If, within 30 days of expiry of the mandate of a Supervisory Board member appointed by TDJ Equity I Sp. z o.o. or expiry of the mandates of all members of the Supervisory Board, TDJ Equity I sp. z o.o. does not exercise the personal right specified in item 2 in whole or in part, then the General Meeting shall appoint members of the Supervisory Board to the positions not filled by TDJ Equity I sp. z o.o. If the situation described in the first sentence occurs, the Management Board shall immediately convene the General Meeting.-----

“6. If, within 30 days from dismissal or expiry of the mandate of the Chairperson of the Supervisory Board, TDJ Equity I sp. z o.o. in its capacity as a shareholder does not exercise the right to appoint the Chairperson from among the Supervisory Board members appointed by TDJ Equity I sp. z o.o, then the Supervisory Board shall appoint the Chairperson.-----

“7. The other Supervisory Board members shall be appointed and dismissed by the General Meeting.-----

“8. The Supervisory Board may establish special committees, with committee members appointed from among the Supervisory Board members.”-----

## Section 2

This Resolution shall come into force as of its date, with effect as of the entry of the amendments in the National Court Register. -----

The resolution was not adopted due to the lack of the required majority of votes. -----

**RESOLUTION NO. 28**  
**of the Annual General Meeting of FAMUR S.A.**  
**of June 29th 2018**

**concerning:** amendments to the Articles of Association -----

**SECTION 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice resolves that Article 14.1 shall read as follows: -----

“1. The Supervisory Board shall appoint the Chairperson and Deputy Chairperson of the Supervisory Board from among its members, subject to Articles 13.2–13.6.” -----

**Section 2**

This Resolution shall come into force as of its date, with effect as of the entry of the amendments in the National Court Register. -----

The resolution was not adopted due to the lack of the required majority of votes.-----

**RESOLUTION NO. 29**  
**of the Annual General Meeting of FAMUR S.A. of June 29th 2018**

**concerning:** amendments to the Articles of Association -----

**SECTION 1**



Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice resolves that Article 17.1.1 shall read as follows: -----

“1) appointment and dismissal of Supervisory Board members, subject to Articles 13.2–13.6 hereof” -----

**Section 2**

This Resolution shall come into force as of its date, with effect as of the entry of the amendments in the National Court Register. -----

The resolution was not adopted due to the lack of the required majority of votes.-----

**RESOLUTION NO. 30**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**concerning:** amendments to the Articles of Association -----

**SECTION 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice resolves that Article 17.3 shall read as follows: -----

“3. A resolution of the General Meeting to dismiss or suspend a member of the Management Board shall require a majority of 4/5 (four-fifths) of the votes cast.” -----

**Section 2**

This Resolution shall come into force as of its date, with effect as of the entry of the amendments in the National Court Register. -----

The resolution was not adopted due to the lack of the required majority of votes. -----

**RESOLUTION NO. 31**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**concerning:** amendments to the Articles of Association -----

**SECTION 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice resolves that Article 17.3 shall be renumbered as Article 17.4. -----

**Section 2**

This Resolution shall come into force as of its date, with effect as of the entry of the amendments in the National Court Register. -----

The resolution was not adopted due to the lack of the required majority of votes. -----

**RESOLUTION NO. 32**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**concerning:** amendments to the Articles of Association -----

**SECTION 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice resolves that Article 17.4 shall be renumbered as Article 17.5.-----

**Section 2**

This Resolution shall come into force as of its date, with effect as of the entry of the amendments in the National Court Register. -----

The resolution was not adopted due to the lack of the required majority of votes. -----

**RESOLUTION NO. 33**

**of the Annual General Meeting of FAMUR S.A.**

**of June 29th 2018**

**concerning:** amendments to the Articles of Association

**SECTION 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice resolves that Article 17.5 shall be renumbered as Article 17.6.-----

**Section 2**

This Resolution shall come into force as of its date, with effect as of the entry of the amendments in the National Court Register. -----

The resolution was not adopted due to the lack of the required majority of votes.-----