

## POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

13

/

2016

Date:

March 7th 2016

Abbreviated issuer name

FAMUR S.A.

Subject

Resolutions adopted by the Extraordinary General Meeting of FAMUR S.A. on March 7th 2016

Legal basis

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

Text of the report:

Acting on the basis of Par. 38.1.7 and 38.1.8 of the Regulation of the Minister of Finance on current and periodic information to be published by issuers of securities, dated February 19th 2009, the Management Board of FAMUR S.A. of Katowice publishes the resolutions adopted by the Company's Extraordinary General Meeting held on March 7th 2016 at the Company's registered office in Katowice, along with the appendices.

Appendices

File	Description
FAMUR SA_Text of adopted EGM resolutions 7.03.2016.pdf	March 7th 2016 Text of the resolutions adopted by the Extraordinary General Meeting of FAMUR S.A.

FAMUR Spółka Akcyjna	(full issuer name)
FAMUR S.A.	Electromechanical (ele)
(abbreviated issuer name)	(sector according to the WSE)
40-698	Katowice, Poland
(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
March 7th 2016	Beata Zawiszowska	Vice President of the Management Board	
March 7th 2016	Olga Panek	Commercial Proxy	

EXCERPT FROM THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING  
(Resolutions adopted by the Extraordinary General Meeting of FAMUR S.A. on March 7th 2016)

**RESOLUTION NO. 1**

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

**dated March 7th 2016**

**to** appoint the Chairperson of the Extraordinary General Meeting

1. Acting on the basis of Art. 409.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Ms Karolina Blacha-Cieślik as the Chairperson of the General Meeting.
2. This Resolution shall become effective as of its date.

427,969,875 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 427,969,875 (four hundred and twenty-seven million, nine hundred and sixty nine thousand, eight hundred and seventy five) shares, on which valid votes were cast and which represented 88.88% (eighty-eight and eighty-eight hundredths percent) of the share capital and carried the right to 427,969,875 valid votes. The votes cast in favour of the resolution constituted 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was adopted unanimously.

**RESOLUTION NO. 2**

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

**dated March 7th 2016**

**not to** appoint a Ballot Counting Committee

1. The Extraordinary General Meeting of FAMUR S.A. of Katowice decides not to appoint a Ballot Counting Committee.
2. This Resolution shall become effective as of its date.

379,828,875 (three hundred and seventy nine million, eight hundred and twenty eight thousand, eight hundred and seventy five) valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 427,969,875 shares, on which valid votes were cast and which represented 88.88% of the share capital and carried the right to 427,969,875 votes.

The votes in favour of the resolution represented 88.75% (eighty eight and seventy five hundredth percent) of votes cast. 48,141,000 (forty eight million, one hundred and forty one thousand) votes were cast against the resolution. There were no abstentions. The Chairperson declared that the resolution was passed by the required majority.

**RESOLUTION NO. 3**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**dated March 7th 2016**

**to merge FAMUR S.A. with Famur Brand Sp. z o.o.**

1. Acting on the basis of Art. 506 and Art. 492.1.1) of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice:
  - a) approves the Merger Plan of FAMUR S.A. of Katowice and Famur Brand Sp. z o.o. of Katowice, as agreed and adopted on December 17th 2015 by the merging companies; the text of the Merger Plan is attached to this Resolution;
  - b) approves the merger of FAMUR S.A. of Katowice (the Acquirer) and Famur Brand Sp. z o.o. of Katowice (the Acquiree) through the transfer of all assets of Famur Brand Sp. z o.o. to FAMUR S.A. on the terms and conditions set forth in the Merger Plan referred to in a) above.
2. The Extraordinary General Meeting authorises and obliges the Management Board to take all steps necessary to carry out the merger process in accordance with this Resolution and the applicable laws and regulations.
3. This Resolution shall become effective as of its date.

427,969,875 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 427,969,875 shares on which valid votes were cast and which represented 88.88% of the share capital and carried the right to 427,969,875 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 adopted unanimously.

# **FAMUR**

## **Merger Plan**

*AGREED ON DECEMBER 17TH 2015 BETWEEN:*

**FAMUR S.A. OF KATOWICE**

*AND*

**FAMUR BRAND SP. Z O.O. OF KATOWICE**

**FAMUR BRAND Sp. z o.o.**

**FAMUR S.A.** 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, holding Industry Identification Number (REGON) 270641528 and Tax Identification Number (NIP) 634-012-62-46, with the share capital of PLN 4,815,000.00, paid in full,

and

**FAMUR Brand Sp. z o.o.** with its registered office at ul. Armii Krajowej 51, 40-698 Katowice, entered into 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) 0000482519, holding Industry Identification Number (REGON) 243398508 and Tax Identification Number (NIP) 634-282-20-56, with the share capital of PLN 2,005,000.00,

*acting on the basis of Art. 498 of the Commercial Companies Code, hereby agree to the following plan to merge the two companies:*

## **1. INFORMATION ON THE COMPANIES PARTICIPATING IN THE MERGER:**

### **1.1. ACQUIRER:**

- **Type: Joint stock company, 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, a public company within the meaning of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005 (Dz.U. No. 185, item 1439)**
- **Company name:** FAMUR Spółka Akcyjna
- **Registered address:** ul. Armii Krajowej 51, 40-698 Katowice.

### **1.2. ACQUIREE:**

- **Type: Limited liability company, 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) 0000482519**
- All shares in the share capital of Famur Brand Sp. z o.o. are held by FAMUR S.A. (the Acquirer), which is the company's sole shareholder.
- **Company name:** Famur Brand Spółka z ograniczoną odpowiedzialnością
- **Registered address:** ul. Armii Krajowej 51, 40-698 Katowice

## **2. MERGER PROCEDURE:**

- 2.1. The merger will be effected in accordance with Art. 492.1.1) of the Commercial Companies Code, i.e. through the transfer of all assets of the Acquiree – Famur Brand Sp. z o.o. of Katowice, to the Acquirer – FAMUR S.A. of Katowice.
- 2.2. As the Acquiree is wholly-owned by the Acquirer, the merger will be a simplified process conducted in accordance with Art. 516.6 of the Commercial Companies Code, that is without:
  - a) increasing the share capital of the Acquirer,
  - b) allotting shares in the Acquirer to the shareholders of the Acquiree,
  - c) specifying in the Merger Plan the share exchange ratio between the Acquiree and Acquirer shares,
  - d) specifying in the Merger Plan rules governing the allotment of Acquirer shares,
  - e) specifying in the Merger Plan the date as of which Acquirer shares allotted to shareholders of the Acquiree participate in distributions of the Acquirer's profit,
  - f) having the Merger Plan examined by an expert,
  - g) the obligation to prepare the reports referred to in Art. 501 of the Commercial Companies Code by the Management Boards of the merging companies.
- 2.3. Pursuant to Art. 14.5 of the Polish Act on Competition and Consumer Protection of February 16th 2007, the merger of FAMUR S.A. and Famur Brand Sp. z o.o., as a concentration of entrepreneurs from the same group, is not required to be notified to the President of the Polish Office of Competition and Consumer Protection (UOKiK).

## **3. AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE ACQUIRER:**

- 3.1. As the merger will be carried out pursuant to Art. 515.1 of the Commercial Companies Code, i.e. without increasing the share capital of the Acquirer, and that the merger will not give rise to any new circumstances that would need to be disclosed in the Articles of Association of the Acquirer, the Articles of Association of FAMUR S.A. of Katowice will not be amended in connection with the merger. Therefore, no amendments will be made to the Articles of Association of the Acquirer the draft of which would need to be attached to the Merger Plan in accordance with Art. 499.2.2) of the Commercial Companies Code.

## **4. RIGHTS GRANTED BY THE ACQUIRER TO THE SHAREHOLDERS OF, AND PERSONS HOLDING SPECIAL RIGHTS IN, THE ACQUIREE:**

- 4.1. No special rights in the Acquirer are planned to be granted to the shareholders of the Acquiree, persons holding special rights in the Acquiree, or to any other persons in connection with the merger.

## **5. SPECIAL BENEFITS FOR MEMBERS OF THE GOVERNING BODIES OF THE ACQUIREE AND THE ACQUIRER AND FOR OTHER PERSONS INVOLVED IN THE MERGER:**

- 5.1. No special benefits are planned to be granted to members of the governing bodies of the Acquiree, the Acquirer or any other persons participating in the merger.

## **6. APPENDICES**

- 6.1 Draft resolution of the General Meeting of the Acquirer – Appendix 1.
- 6.2 Draft resolution of the General Meeting of the Acquiree – Appendix 2.
- 6.3 Determination of the value of the Acquiree's assets – Appendix 3.
- 6.4 The Acquiree's statement on its financial position, prepared for the purposes of the merger – Appendix 4.

## **7. ANNOUNCEMENT OF THE Merger Plan**

Pursuant to Art. 500.2<sup>1</sup> of the Commercial Companies Code, this Merger Plan will be disclosed to the public free of charge on the merging companies' websites ([www.famur.com.pl](http://www.famur.com.pl) and [www.brand.famur.com](http://www.brand.famur.com)), therefore it is not required to be published in the official gazette *Monitor Sądowy i Gospodarczy*.

This Merger Plan has been made in four counterparts, two for each party.

*Agreed and signed in Katowice on December 17th 2015.*

**DRAFT RESOLUTION OF THE GENERAL MEETING OF THE ACQUIRER**

***Draft Resolution No. ...  
of the Extraordinary General Meeting of  
FAMUR S.A.  
of ...***

**to merge FAMUR S.A. with Famur Brand Sp. z o.o.**

**Section 1**

1. *Acting on the basis of Art. 506 and Art. 492.1.1) of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice:*
  - a) *approves the Merger Plan of FAMUR S.A. of Katowice and Famur Brand Sp. z o.o. of Katowice, as agreed and adopted on December ... 2015 by the merging companies; the text of the Merger Plan is attached to this Resolution;*
  - b) *approves the merger of FAMUR S.A. of Katowice (the Acquirer) and Famur Brand Sp. z o.o. of Katowice (the Acquiree) through the transfer of all assets of Famur Brand Sp. z o.o. to FAMUR S.A. on the terms and conditions set forth in the Merger Plan referred to in a) above.*
2. *The Extraordinary General Meeting authorises and obliges the Management Board to take all steps necessary to carry out the merger process in accordance with this Resolution and the applicable laws and regulations.*

**Section 2**

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

Legal Counsel  
Karolina Blacha-Cieřlik  
Kt 3306  
[illegible signature]

## DRAFT RESOLUTION OF THE GENERAL MEETING OF THE ACQUIREE

**Draft Resolution No. ...  
of the Extraordinary General Meeting of  
Famur Brand Sp. z o.o.  
of ...**

**to merge FAMUR S.A. with Famur Brand Sp. z o.o.**

### **Section 1**

1. *Acting on the basis of Art. 506 of the Commercial Companies Code, the Extraordinary General Meeting of Famur Brand Sp. z o.o. of Katowice:*
  - a) *approves the Merger Plan of FAMUR S.A. of Katowice and Famur Brand Sp. z o.o. of Katowice, as agreed and adopted on December ... 2015 by the merging companies; the text of the Merger Plan is attached to this Resolution;*
  - b) *approves the merger of FAMUR S.A. of Katowice (the Acquirer) and Famur Brand Sp. z o.o. of Katowice (the Acquiree) through the transfer of all assets of Famur Brand Sp. z o.o. to FAMUR S.A. on the terms and conditions set forth in the Merger Plan referred to in a) above.*
2. *The Extraordinary General Meeting authorises and obliges the Management Board to take all steps necessary to carry out the merger process in accordance with this Resolution and the applicable laws and regulations.*

### **Section 2**

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

Legal Counsel  
Karolina Blacha-Cieslik  
Kt. 3306  
[illegible signature]

Appendix 3 to the Merger Plan  
of FAMUR S.A. of Katowice and Famur Brand Sp. z o.o. of Katowice, agreed and adopted on December  
17th 2015

**DETERMINATION OF THE VALUE OF THE ACQUIREE'S ASSETS AS AT NOVEMBER 30TH 2015**

Legal Counsel  
Karolina Blacha-Ciešlik  
Kt. 3306  
*[illegible signature]*

**VALUE OF THE ASSETS OF FAMUR BRAND SPÓŁKA Z OGRANICZONA ODPOWIEDZIALNOŚCIĄ**  
**as at November 30th 2015**

ASSETS	217,260,612.93
LIABILITIES AND PROVISIONS FOR LIABILITIES	1,143,105.71
NET ASSETS	216,117,507.22

Joanna Manek  
FK  
*[illegible signature]*

Vice President of the  
Management Board  
Henryk Sok  
*[illegible signature]*

President of the  
Management Board  
Zbigniew Fryzowicz  
*[illegible signature]*

President of the  
Management Board  
Miroslaw Bendzera  
*[illegible signature]*

President of the  
Management Board  
Beata Zawiszowska  
*[illegible signature]*

#### 4.1 Acquirer – FAMUR S.A.

As the Acquirer is a public company and, in accordance with the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies, it publishes and makes available to shareholders its half-year financial statements, no information on its financial position for the purposes of the merger is required to be prepared on the basis of Art. 499.4 of the Commercial Companies Code.

#### 4.2 Acquiree – Famur Brand Sp. z o.o.

Famur Brand Sp. z o.o, with its registered office at ul. Armii Krajowej 51, Katowice, entered into the Business Register of the National Court Register maintained by the District Court for Katowice-Wschód in Katowice under No. (KRS) 0000482519, represents that the information on the company's financial position, prepared for the purposes of the merger as at November 30th 2015 using the same methods and the same format as those used to prepare the company's most recent annual statement of financial position, is as follows:

Legal Counsel  
Karolina Blacha-Ciešlik  
Kt. 3306  
*[illegible signature]*

**STATEMENT ON THE FINANCIAL POSITION OF THE ACQUIREE, PREPARED FOR THE PURPOSES OF  
THE MERGER AS AT NOVEMBER 30TH 2015**

Legal Counsel  
Karolina Blacha-Ciešlik  
K1 3306  
*[Illegible signature]*

**FAMUR BRAND SP. Z O.O.****STATEMENT OF FINANCIAL POSITION****End of period  
Nov 30 2015****Assets**

<b>I. Non-current assets</b>	125,551,373.00
1. Intangible assets, including:	125,483,750.00
- goodwill	0.00
2. Property, plant and equipment	0.00
2.1. Property, plant and equipment	0.00
2.2. Property, plant and equipment under construction	0.00
3. Long-term receivables	0.00
3.1. From related entities	0.00
3.2. From other entities	0.00
4. Long-term investments	0.00
4.1. Properties	0.00
4.2. Intangible assets	0.00
4.3. Non-current financial assets	0.00
a) in related entities, including:	0.00
- shares in subordinated entities accounted for using the equity method	0.00
- shares in non-consolidated subsidiaries and jointly-controlled entities	0.00
b) in other entities	0.00
4.4. Other long-term investments	0.00
5. Other non-current assets (prepayments and accrued income)	0.00
6. Deferred tax assets	67,623.00
<b>II. Current assets</b>	91,709,239.93
1. Inventories	0.00
2. Short-term receivables	32101.00
2.1. Finance lease receivables	0.00
2.2. Trade receivables	0.00
2.3. Tax receivable, including:	32101.00
2.3.1. Current tax assets	32101.00
2.4. Other receivables	0.00
3. Current available-for-sale financial assets	0.00
3 1. 3. Current available-for-sale financial assets related to Group entities	0.00
3 2. Current available-for-sale financial assets related to other entities	0.00
4. Current assets held for sale	0.00
5. Other current financial assets	91,615,930.96
5 1. Other current financial assets related to Group entities	91,615,930.96
5 2. Other current financial assets related to other entities	0.00
6. Cash and cash equivalents	61,207.97
7. Other current assets (prepayments and accrued income)	0.00
8. Non-current assets classified as held for sale	0.00
8.1 Assets purchased from Group entities	0.00
8.2 Assets purchased from other entities	0.00
<b>Total assets</b>	<b>217,260,612.93</b>

Joanna Manek

FK

*[illegible signature]*

Vice President of the  
Management Board  
Henryk Sok  
*[illegible signature]*

President of the  
Management Board  
Zbigniew Fryzowicz  
*[illegible signature]*

President of the  
Management Board  
Miroslaw Bendzera  
*[illegible signature]*

President of the  
Management Board  
Beata Zawiszowska  
*[illegible signature]*

STATEMENT OF FINANCIAL POSITION	End of period Nov 30 2015
<b>Equity and liabilities</b>	
<b>I. Equity</b>	<b>216,117,507.22</b>
1. Share capital	2,005,000.00
2. Called-up share capital not paid (negative value)	0.00
3. Treasury shares (negative value)	0.00
4. Statutory reserve funds	213,115,000.00
5. Revaluation capital reserve	0.00
6. Other capital reserves	0.00
7. Translation reserve	0.00
a) foreign exchange gains	0.00
b) foreign exchange losses	0.00
8. Retained earnings	997,507.22
9. Distributions from net profit during the year (negative value)	0.00
<b>A. Equity attributable to owners of the Parent</b>	<b>216,117,507.22</b>
<b>B. Non-controlling interests</b>	<b>0.00</b>
<b>II. Liabilities and provisions for liabilities</b>	<b>1,143,105.71</b>
1. Provisions for liabilities	326,027.00
1.1. Deferred tax liabilities	326,027.00
1.2. Provision for retirement and similar benefits	<b>0.00</b>
a) non-current	0.00
b) current	0.00
1.3. Other provisions	0.00
a) non-current	0.00
b) current	0.00
2. Non-current liabilities	<b>0.00</b>
2.1. Bank borrowings and other debt instruments	0.00
2.2. Non-current lease liabilities	0.00
2.3. Other non-current liabilities	0.00
3. Current liabilities	817,078.71
31. Trade payables:	1,205.17
3.1.1. To related entities	1,205.17
3.1.2 To other entities	0.00
3 2. Prepayments received for deliveries	0.00
3.3 Wages and salaries	465.56
3.4. Tax payable, including:	815,407.98
3.4.1 Current tax liabilities	0.00
3.5. Current finance lease liabilities	0.00
3.6. Current bank borrowings and other debt instruments	0.00
3.7. Other	0.00
4. Other liabilities (prepayments and accrued income)	0.00
<b>III. Liabilities directly related to non-current assets classified as held for sale</b>	<b>0.00</b>
<b>Total equity and liabilities</b>	<b>217,260,612.93</b>

Joanna Manek

FK

*[illegible signature]*

Vice President of the  
Management Board  
Henryk Sok  
*[illegible signature]*

President of the  
Management Board  
Zbigniew Fryzowicz  
*[illegible signature]*

President of the  
Management Board  
Mirosław Bendzera  
*[illegible signature]*

President of the  
Management Board  
Beata Zawiszowska  
*[illegible signature]*