

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

19

/

2016

Date: April 18th 2016

Abbreviated issuer name

FAMUR S.A.

Subject

Draft resolutions for Extraordinary General Meeting of FAMUR S.A.

Legal basis

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

Text of the report:

Acting under Par. 38.1.3 of the Minister of Finance's Regulation 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, dated February 19th 2009 (Dz.U. of 2009, No. 33, item 259), the Management Board of FAMUR S.A. of Katowice hereby publishes draft resolutions to be considered at the Extraordinary General Meeting convened for May 20th 2016.

Appendices

File	Description
FAMUR_SA_Draft resolutions for the EGM_May 20 2016.pdf	Draft resolutions for the EGM of FAMUR S.A., to be held on May 20th 2016

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
April 18th 2016	Zbigniew Fryzowicz	Vice President of the Management Board	
April 18th 2016	Olga Panek	Commercial Proxy	

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**DRAFT RESOLUTIONS
OF THE EXTRAORDINARY GENERAL MEETING OF
FAMUR S.A. TO BE HELD ON MAY 20th 2016**

**RESOLUTION NO. 1
of the Extraordinary General Meeting of FAMUR S.A.,
dated May 20th 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 Mr/Ms as the Chairperson of the General Meeting.

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

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

The resolution has been / has not been passed.

RESOLUTION NO. 2
of the Extraordinary General Meeting of FAMUR S.A.,
dated May 20th 2016

to appoint a Ballot Counting Committee

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

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

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

The resolution has been / has not been passed.

RESOLUTION No. 3 of the Extraordinary General
Meeting of FAMUR S.A., dated May 20th 2016

to merge FAMUR S.A. with ELGÓR + ZAMET Sp. z o.o., and to amend Art. 6.1 of the Articles of Association of FAMUR S.A.

1. Acting on the basis of Art. 506 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 ELGÓR+ZAMET Sp. z o.o. of Piekary Śląskie, as agreed and adopted by the merging companies on January 15th 2016; the text of the Merger Plan is attached to this Resolution;
 - b) resolves to merge FAMUR S.A. of Katowice (the Acquirer) and ELGÓR+ZAMET Sp. z o.o. of Piekary Śląskie (the Acquiree) through the transfer of all assets of ELGÓR+ZAMET Sp. z o.o. of Piekary Śląskie to FAMUR S.A. of Katowice on the terms set forth in the Merger Plan referred to in a) above;
 - c) and agrees to the amendment of the Articles of Association of FAMUR S.A. in accordance with the draft amendments attached as Appendix 5 to the Merger Plan.
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

1. In connection with the approved merger of FAMUR S.A. and ELGÓR+ZAMET Sp. z o.o., to be effected as stipulated in Section 1 of this Resolution, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to increase the share capital of FAMUR S.A. by PLN 49,700.00 (forty-nine thousand, seven hundred złoty), from PLN 4,815,000.00 (four million, eight hundred and fifteen thousand złoty) to PLN 4,864,700.00 (four million, eight hundred and sixty-four thousand, seven hundred złoty) by way of issue of 4,970,000 (four million, nine hundred and seventy thousand) Series C ordinary bearer shares (the **Merger Shares**) with a par value of PLN 0.01 (1/100 złoty) per share, and total par value of PLN 49,700.00 (forty-nine thousand, seven hundred złoty).

2. There are no special rights attached to the Merger Shares. The Shares shall carry the right to dividend starting from the date of registration of the merger referred to in Section 1 of this Resolution.
3. The Merger Shares shall be allotted to the shareholders of ELGÓR+ZAMET Sp.z o.o., other than FAMUR S.A., as follows:
ZAMET Sp. z o.o.,
- | | |
|-----------------------|-------------------------------------------------------------------------|
| i. Andrzej Czechowski | 595,000 (five hundred and ninety-five thousand) shares; |
| ii. Dawid Gruszczyk | 1,575,000 (one million, five hundred and seventy-five thousand) shares; |
| iii. Bolesław Kleszko | 805,000 (eight hundred and five thousand) shares; |
| iv. Wojciech Malinga | 1,400,000 (one million, four hundred thousand) shares; |
| v. Joachim Sońnica | 595,000 (five hundred and ninety-five thousand) shares; |
4. All the Merger Shares, i.e. 4,970,000 (four million, nine hundred and seventy thousand) Series C ordinary bearer shares, shall be converted into book-entry form and steps shall be taken to seek their admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange.
5. The Management Board is hereby authorised and obligated to take all practical and legal steps necessary to implement this Resolution, which shall include conversion of Series C shares into book-entry form, execution of an agreement with the Central Securities Depository of Poland on registration of the shares in the depository for securities, and any other steps necessary to have the Series C shares admitted and introduced to trading on the regulated market operated by the Warsaw Stock Exchange.

Section 3

In connection with the provisions of Section 2 of this Resolution, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 6.1 of the Company's Articles of Association, which shall read as follows:

"The share capital of the Company amounts to PLN 4,864,700.00 (four million, eight hundred and sixty-four thousand, seven hundred złoty) and is divided into 486,470,000 (four hundred and eighty-six million, four hundred and seventy thousand) shares, including:

- a) 432,460,830 (four hundred and thirty-two million, four hundred and sixty thousand, eight hundred and thirty) Series A ordinary bearer shares,*
- b) 49,039,170 (forty-nine million, thirty-nine thousand, one hundred and seventy) Series B ordinary bearer shares,*
- c) 4,970,000 (four million, nine hundred and seventy thousand) Series C ordinary bearer shares."*

Section 4

This Resolution shall take effect as of its date, and with respect to its Sections 2 and 3 – with effect from the date of registration of the share capital increase hereunder in the Business Register of the National Court Register.

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