

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

20

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2017

Date: May 9th 2017

Abbreviated issuer name
FAMUR S.A.

Subject

Notice of 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:

The Management Board of FAMUR S.A. ("Company") announces that in the afternoon on May 8th 2017 it received a request from TDJ Equity I sp. z .o.o. (the "Shareholder") to convene an Extraordinary General Meeting, with the agenda including a resolution to increase the Company's share capital. The purpose of the requested share capital increase is to ensure successful completion of the Company's share issue in order to raise capital, while ensuring the liquidity of the issue shares. The Shareholder proposed to sell a part of its existing shareholding (by way of invitations addressed to selected investors) with simultaneous subscription for the new shares by TDJ Equity I sp. z o.o. The Shareholder plans to sell up to 15% of the shares, but not more than the number of shares to be issued in connection with the planned capital increase. TDJ Equity I sp. z o.o. has declared that it intends to acquire the number of shares in the increased share capital of FAMUR S.A. exactly equal to the number of shares to be sold by TDJ Equity sp. z o.o. on the stock exchange, at the price corresponding to the price at which the shares would be sold. The Shareholder's request together with the other materials will be published on the Company's website.

Therefore, the Management Board of FAMUR Spółka Akcyjna of Katowice gives notice of an Extraordinary General Meeting to be held at 10:00 am on June 5th 2017, at FAMUR Spółka Akcyjna's registered office at ul. Armii Krajowej 51, Katowice.

Appendices

File	Description
Notice of FAMUR SA EGM.pdf	Notice of Extraordinary 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
May 9th 2017	Mirosław Bendzera	President of the Management Board	
May 9th 2017	Zbigniew Fryzowicz	Vice President of the Management Board	

Legal basis: Par. 38.1.1) and Par. 38.1.2) 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, in conjunction with Art. 402¹ of the Commercial Companies Code

The Management Board announces that in the afternoon on May 8th 2017 it received a request from TDJ Equity I sp. z .o.o. (the “Shareholder”) to convene an Extraordinary General Meeting, with the agenda including a resolution to increase the Company’s share capital. The purpose of the requested share capital increase is to ensure successful completion of the Company’s share issue in order to raise capital, while ensuring the liquidity of the issue shares. The Shareholder proposed to sell a part of its existing shareholding (by way of invitations addressed to selected investors) with simultaneous subscription for the new shares by TDJ Equity I sp. z o.o. The Shareholder plans to sell up to 15% of the shares, but not more than the number of shares to be issued in connection with the planned capital increase. TDJ Equity I sp. z o.o. has declared that it intends to acquire the number of shares in the increased share capital of FAMUR S.A. exactly equal to the number of shares to be sold by TDJ Equity sp. z o.o. on the stock exchange, at the price corresponding to the price at which the shares would be sold.

The Shareholder’s request together with the other materials will be published on the Company’s website.

Therefore, **the Management Board of FAMUR Spółka Akcyjna of Katowice gives notice of the Extraordinary General Meeting to be held at 10:00 am on June 5th 2017 at FAMUR Spółka Akcyjna’s registered office at ul. Armii Krajowej 51, Katowice, with the following agenda:**

1. Opening of the Extraordinary General Meeting (EGM).
2. Election of the Chair.
3. Confirmation that the EGM has been properly convened and has the capacity to pass resolutions.
4. Appointment of the Ballot Counting Committee.
5. Presentation to the EGM of the Management Board’s opinion providing grounds for full waiver of the existing shareholders’ pre-emptive rights to acquire new Series D and Series E shares, as well as the method of determining their issue price.
6. Passing a resolution to increase the Company’s share capital through the issue of Series D and Series E shares by way of a private placement with the existing shareholders’ pre-emptive rights waived in full, to convert Series D and Series E shares into book-entry form and introduce them to trading on the regulated market operated by the Warsaw Stock Exchange, and to amend the Articles of Association.
7. Passing a resolution to authorise the Supervisory Board to prepare a consolidated text of the amended Articles of Association.
8. Closing of the EGM.

Existing wording of Art. 6.1 of FAMUR S.A.’s Articles of Association:	Text of the proposed amendment to Art. 6.1 of FAMUR S.A.’s Articles of Association:
<p>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:</p> <p>a) 432,460,830 (four hundred and thirty-two million, four hundred and sixty thousand, eight hundred and thirty) Series A ordinary bearer shares,</p> <p>b) 49,039,170 (forty-nine million, thirty-nine thousand, one hundred and seventy) Series B ordinary bearer shares,</p>	<p>The share capital of the Company amounts to no less than PLN 4,864,700.01 (four million, eight hundred and sixty four thousand, seven hundred złoty, one grosz) and no more than 5,594,405.00 (five million, five hundred and ninety-four thousand, four hundred and five złoty) and is divided into:</p> <p>a) 432,460,830 (four hundred and thirty-two million, four hundred and sixty thousand, eight hundred and thirty) Series A ordinary bearer shares,</p> <p>b) 49,039,170 (forty-nine million, thirty-nine thousand, one hundred and seventy) Series B ordinary bearer shares,</p>

<p>c) 4,970,000 (four million, nine hundred and seventy thousand) Series C ordinary bearer shares.</p>	<p>c) 4,970,000 (four million, nine hundred and seventy thousand) Series C ordinary bearer shares, d) no more than 43,677,000 (forty-three million, six hundred and seventy-seven thousand) Series D ordinary bearer shares, e) no more than 29,293,500 (twenty-nine million, two hundred and ninety-three thousand, five hundred) Series E ordinary registered shares, with the proviso that at the shareholder's request they will be converted into bearer shares.</p>
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Pursuant to Art. 402(2) of the Commercial Companies Code, the Company presents procedures governing participation in the Extraordinary General Meeting and exercise of voting rights:

1. The right to participate in the General Meeting

Pursuant to Art. 406(1) of the Commercial Companies Code, only persons who were Company shareholders 16 days prior to the date of the General Meeting, i.e. as at May 20th 2017 (the record date), have the right to participate in the Meeting.

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

- a) company name, registered office, address and stamp of the certificate issuer and the certificate's number,
- b) number of the shares,
- c) type and code of the shares,
- d) registered office and address of FAMUR S.A.,
- e) par value of the shares,
- f) full name or company name of the holder of rights attached to the shares,
- g) registered office (domicile) and address of the holder of rights attached to the shares,
- h) reason for issuing the certificate,
- i) date and place of issuing the certificate,
- j) signature of the person authorised to issue the certificate.

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

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

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

Pursuant to Art. 401.1 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be included on the agenda of the General Meeting. Such request should be submitted to the Management Board at least twenty-one days prior to the scheduled date of the General Meeting.

The request should contain reasons or a draft resolution regarding the proposed agenda item. The Management Board will announce changes to the agenda made at the request of shareholders as soon as practicable, but no later than eighteen days before the scheduled date of the General Meeting. Any such changes must be announced in the same manner as the notice of the General Meeting. The request should be submitted in writing at the Company's registered office at ul. Armii Krajowej 51, 40-698 Katowice, Poland, or sent in electronic form as a PDF file to: famur@famur.com.pl.

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

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

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

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

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

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

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

Pursuant to Art. 401.4 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the Company's share capital may, prior to the date of the General Meeting, submit to the Company (in writing or by electronic means) draft resolutions concerning any matters which have been placed or are to be placed on the Meeting's agenda. Draft resolutions should be submitted in writing at the Company's registered office at ul. Armii Krajowej 51, 40-698 Katowice, Poland, or sent in electronic form as a PDF file to: famur@famur.com.pl. The Company will immediately publish such draft resolutions on its website <http://www.famur.com>. Draft resolutions may be submitted in the form of a correctly completed and signed form, downloaded from the Company's website, provided that the form and all the attached documents submitted by electronic means must be delivered as attachments in PDF format. Draft resolutions will be published immediately on the Company's website, at <http://www.famur.com>. Separate forms for shareholders who are natural persons and for shareholders other than natural persons are available at the Company's website.

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

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

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

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

As permitted under Art. 401.5 of the Commercial Companies Code, during the General Meeting shareholders may propose draft resolutions concerning matters included on the agenda.

5. Voting by proxy

- a) Pursuant to Art. 412 of the Commercial Companies Code, shareholders may attend the General Meeting of FAMUR S.A. and exercise their voting rights in person or by proxy. Powers of proxy must be granted in writing or in electronic form. Representatives of legal entities should present valid copies of entries in the relevant registers, specifying authorised representatives of the legal entities. Persons not included in a copy of the register entry should present a relevant power of proxy signed by authorised representatives of the entity. A proxy may exercise all rights of a shareholder at the General Meeting unless the power of proxy states otherwise. A proxy may:
 - grant further powers of proxy if this is permitted under the power of proxy (subject to Art. 412(2).3 of the Commercial Companies Code, which prohibits granting further powers of proxy by proxies who are members of the Company's Management or Supervisory Boards, Company employees or members of the governing bodies or employees of a Company's subsidiary company or subsidiary cooperative);
 - represent multiple shareholders and vote the shares of the individual shareholders differently.

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

- b) Members of the Company's Management Board and Company employees may act as shareholders' proxies at the General Meeting. If a member of the Management or Supervisory Board or a Company employee is appointed proxy for the General Meeting, the appointment will only be valid for that General Meeting. The proxy must inform the shareholder of any circumstances that give or may give rise to a conflict of interest, and must vote in accordance with the shareholder's instructions. Granting further powers of proxy is not permitted.
- c) A power of proxy to attend the General Meeting and exercise voting rights must be granted in writing, in electronic form or using the online form available from the Company's website at <http://www.famur.com>. A power of proxy granted in electronic form will not require a secure electronic signature verifiable with a valid qualified certificate. The fact that a power of proxy has been granted in electronic form or using the online form available from the Company's website at <http://www.famur.com> must be notified to the Company via electronic mail to the address famur@famur.com.pl. An electronic power of proxy should enable identification of the

shareholder and the proxy. A power of proxy made in a foreign language should be translated into Polish by a sworn translator, otherwise it will have no legal effect. An electronic power of proxy must be submitted/sent to the Company from the shareholder's email address which has been verified and confirmed by the shareholder personally at the Company's registered office (the main office) or confirmed in a deed drawn up before a notary public, with its copy submitted to the Company. If an electronic power of proxy is submitted/sent to the Company from an address that has not been verified and confirmed by the shareholder in person, it must be enclosed with copies of the identity cards of the shareholder and the proxy, or – if the shareholder is a legal person – copies of the documents specifying the method of the shareholder's representation, along with copies of the identity cards of its authorised representatives and a copy of the identity card of the proxy.

For the purposes of drawing up an attendance list for the General Meeting, a proxy appointed by an electronic power of proxy must present a document confirming the appointment (a printout), enabling identification of the shareholder who appointed the proxy, along with an identity document of the proxy.

If a proxy voting form is to be used (the form is available from <http://www.famur.com>), the proxy must deliver the form to the Chair of the General Meeting before voting starts on the resolution which according to the shareholder's instructions is to be voted on by the proxy using the form. The Chair of the General Meeting will inform the General Meeting that a vote has been cast using a proxy voting form, which will provide the basis for counting it towards votes cast on the resolution. Proxy voting forms used to cast votes during the General Meeting will be attached to the minute book. Shareholders may, but need not, use the proxy voting form available from the Company, and casting valid votes by a proxy is not conditional on using the form. Using the form is a shareholder's right, not an obligation. Proxies must vote in accordance with the shareholders' instructions.

6. Attending the General Meeting by electronic means

The Company's Articles of Association do not provide shareholders with the option to attend the General Meeting by electronic means.

7. Speaking at the General Meeting by electronic means

The Company's Articles of Association do not provide shareholders with the option to speak at the General Meeting by electronic means.

8. Voting by post or by electronic means

The Company's Articles of Association do not provide shareholders with the option to vote by post or by electronic means.

9. Access to documents relating to the General Meeting

The complete documents to be presented to the General Meeting and the draft resolutions concerning matters which have been or are to be included on the agenda prior to the date of the General Meeting will be available from the Company's website <http://www.famur.com> from the date of notice of the General Meeting. The documents will be promptly updated to reflect any changes and revisions, in accordance with the Commercial Companies Code. Persons entitled to attend the General Meeting may obtain copies of the documents from the Company's registered office at ul. Armii Krajowej 51, 40-698 Katowice, Poland, Monday to Friday, 8 am to 3 pm. Any comments, opinions and explanations of the Management or Supervisory Boards concerning matters which have been or are to be included on the agenda prior to the date of the General Meeting will be posted on the Company's website promptly after they are issued.

10. List of persons entitled to attend the General Meeting

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

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

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

11. Shareholders communicating with the Company by electronic means

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

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

Where documents originally drawn up in a language other than Polish are sent by electronic means, they must be enclosed with their translations prepared by a sworn translator. All documents sent by shareholders to the Company or by the Company to shareholders in electronic form must be scanned documents in PDF format.

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

The Company's share capital is divided into **486,470,000** shares carrying **486,470,000** voting rights at the General Meeting, comprising:

- 1) 432,460,830 Series A ordinary bearer shares, carrying 432,460,830 voting rights at the General Meeting,
- 2) 49,039,170 Series B ordinary bearer shares, carrying 49,039,170 voting rights at the General Meeting,
- 3) 4,970,000 Series C ordinary bearer shares, carrying 4,970,000 voting rights at the General Meeting.