

**POLISH FINANCIAL SUPERVISION AUTHORITY**

Current Report No.

73

/

2017

Date:

October 18th 2017

Abbreviated issuer name

FAMUR S.A.

Subject

Resolutions passed by Extraordinary General Meeting of FAMUR S.A. on October 18th 2017

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. publishes, attached hereto, the resolutions passed by the Extraordinary General Meeting on October 18th 2017, together with the results of voting on the resolutions.

## Appendices

File	Description
17.06.27-raport podjęte uchwały.pdf	Resolutions passed by the Extraordinary General Meeting of FAMUR S.A. on October 18th 2017

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

**SIGNATURES OF AUTHORISED REPRESENTATIVES**

Date	Full name	Position	Signature
October 18th 2017	Zbigniew Fryzowicz	Vice President of the Management Board	
October 18th 2017	Olga Panek	Commercial Proxy	

**RESOLUTION NO. 1**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**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-Cieřlik** as Chairperson of the General Meeting.-----
2. This Resolution shall become effective as of its date. -----

In a secret ballot, 358,578,160 valid votes were cast in favour of the resolution by shareholders holding a total of 358,578,160 (three hundred and fifty-eight million, five hundred and seventy-eight thousand, one hundred and sixty) shares, on which valid votes were cast and which represented 64.10% (sixty-four point and ten hundredths percent) of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 100% (one hundred percent) of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared the resolution to have been adopted unanimously.-----

**RESOLUTION NO. 2**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**not to** appoint the 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. -----

In an open ballot, 358,578,160 valid votes were cast in favour of the resolution by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 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 the resolution to have been adopted unanimously.

**RESOLUTION NO. 3**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

to amend Art. 10.1 of the Company’s Articles of Association -----

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 10.1 of the Company's Articles of Association to read as follows:

*“1. The Management Board consists of one or more members.”-----*

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

357,492,396 (three hundred and fifty-seven million, four hundred and ninety-two thousand, three hundred and ninety-six) valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 99.70% (ninety-nine and seventy hundredths percent) of the votes cast as there were 1,085,764 (one million, eighty-five thousand, seven hundred and sixty-four) votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority.

**RESOLUTION NO. 4**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

to amend Art. 10.5 of the Company’s Articles of Association -----

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 10.5 of the Company's Articles of Association to read as follows:

*“5. A member of the Management Board may at any time resign from his or her position. The resignation shall be submitted to the Company in writing.”*-----

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

357,492,396 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 99.70% of the votes cast as there were 1,085,764 votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority.

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**RESOLUTION NO. 5**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**to amend Art. 11.1 of the Company’s Articles of Association** -----

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 11.1 of the Company's Articles of Association to read as follows:

*“1. Any representations on behalf of the Company shall be made by two Management Board members acting jointly or a Management Board member and a commercial proxy acting jointly, with the proviso that the commercial proxy may be an independent or a joint commercial proxy.”*

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

357,492,396 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 99.70% of the votes cast as there were 1,085,764 votes against the resolution and

no abstentions. The Chairperson declared the resolution to have been passed by the required majority.

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**RESOLUTION NO. 6**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**to amend Art. 13.1 of the Company’s Articles of Association -----**

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 13.1 of the Company's Articles of Association to read as follows:

*“1. The Supervisory Board consists of five or more members appointed for a joint two-year term of office.”-----*

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

357,492,396 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 99.70% of the votes cast as there were 1,085,764 votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority.

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**RESOLUTION NO. 7**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**to amend Art. 13 of the Company’s Articles of Association -----**

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art.

13 of the Company's Articles of Association by inserting, after par. 6, par. 7 reading as follows:---

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

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

357,492,396 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 99.70% of the votes cast as there were 1,085,764 votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority. -----

**RESOLUTION NO. 8**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**to amend Art. 14.2 of the Company’s Articles of Association -----**

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 14.2 of the Company's Articles of Association to read as follows:

*“2. The Supervisory Board operates in accordance with the rules of procedure adopted by the Supervisory Board.” —*

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

318,902,396 (three hundred and eighteen million, nine hundred and two thousand, three hundred and ninety-six) valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 88.94% (eighty-eight and ninety-four hundredths percent) of the votes cast as there were 39,675,764 (thirty-nine million, six hundred and seventy-five thousand, seven hundred and sixty-four)

votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority.

**RESOLUTION NO. 9**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

to amend Art. 15.2 of the Company’s Articles of Association -----

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 15.2 of the Company's Articles of Association to read as follows:-

*“2. The powers and responsibilities of the Supervisory Board include, without limitation, powers to:-----*

- 1) to assess financial statements of the Company, Directors’ Reports on the Company’s operations and Management Board’s proposals on allocation of profit or coverage of loss, and to submit annual reports on the assessment to the General Meeting,*
- 2) to appoint and remove Management Board members, -----*
- 3) to determine the number of Management Board members, -----*
- 4) to determine the rules of remuneration of Management Board members,-----*
- 5) to enter into agreements with Management Board members on behalf of the Company and to represent the Company in disputes with Management Board members,*
- 6) to grant consent for Management Board members to engage in competitive business activities or participate in competitive entities,-----*
- 7) to suspend Management Board members from duties for valid reasons, —*
- 8) to delegate Supervisory Board members to temporarily perform the duties of the Management Board members who are unable to perform their duties, have been suspended or removed from office, -----*
- 9) to assess financial statements and Directors' Reports on the operations of the Group, -----*
- 10) to approve the Rules of Procedure for the Management Board,-----*
- 11) to appoint the auditor of the Company’s financial statements,-----*
- 12) to grant consent to the acquisition or disposal of real estate or perpetual usufruct or an interest in real estate or perpetual usufruct, -----*

- 13) to approve annual budgets of the Company and the Group prepared by the Management Board, -----
- 14) approve operational strategies for the Company prepared by the Management Board, -  
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- 15) grant consent for the Company to acquire, dispose of or subscribe for shares in other companies, and for the Company to join companies as a shareholder or in a similar capacity, approve accounting policies,
- 16) to grant consent to the acquisition of assets if the value of the transaction exceeds PLN 10m, except for standard agreements, particularly agreements to acquire assets for the building, upgrading and maintaining plant and equipment to be leased out, concluded by the Company in the ordinary course of business, -----
- 17) grant consent to the contracting of bank or non-bank borrowings, issuance of bonds and conclusion of lease contracts where amounts of such transactions exceed the limit set out in the Company's budget approved by the Supervisory Board.”

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

324,792,396 (three hundred and twenty-four million, seven hundred and ninety-two thousand, three hundred and ninety-six) valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 90.58% (ninety and fifty-eight hundredths percent) of the votes cast as there were 1,085,764 votes against the resolution and 32,700,000 (thirty-two million, seven hundred thousand) abstentions. The Chairperson declared that the resolution was passed by the required majority.

**RESOLUTION NO. 10**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

to amend Art. 17.1 of the Company's Articles of Association -----

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 17.1 of the Company's Articles of Association to read as follows:

*“1. In addition to other matters set out in the applicable laws and other provisions hereof, the powers and responsibilities of the General Meeting include: .....*

- 1) appointment and removal of Supervisory Board members, subject to Art. 13.3–6 hereof;*
- 2) determination of the rules of remuneration of Supervisory Board members;.....*
- 3) determination of the amounts of remuneration for the Supervisory Board members delegated to individually perform certain supervisory functions on a permanent basis.“.....*

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

318,902,396 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 88.94% of the votes cast as there were 39,675,764 votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority. -----

**RESOLUTION NO. 11**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

to amend Art. 17 of the Company’s Articles of Association -----

1. Acting pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 17 of the Company's Articles of Association by inserting, after par. 3, par. 4 reading as follows: -----

*“4. Shareholders may attend a General Meeting via electronic means if the notice of the General Meeting provides for such an option. If such an option is allowed, the Company shall provide:-*

- a. a real-time broadcast of the General Meeting, or -----
- b. two-way real-time communication to ensure that shareholders can speak to the General Meeting from any location, or -----
- c. voting in person or by proxy at the General Meeting.” .....

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

357,492,396 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 99.70% of the votes cast as there were 1,085,764 votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority.

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**RESOLUTION NO. 12**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**to amend Art. 17 of the Company’s Articles of Association -----**

1. Acting on the basis of Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to amend Art. 17 of the Company's Articles of Association by inserting, after par. 4, par. 5 reading as follows:

*“5. The Company’s Management Board is authorised to define detailed rules of shareholders’ participation in the General Meeting, as described in par. 4, including the requirements and restrictions necessary to identify shareholders and ensure security of electronic communications.” .....*

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

357,492,396 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the

resolution represented 99.70% of the votes cast as there were 1,085,764 votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority.

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**RESOLUTION NO. 13**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**to** authorise the Supervisory Board to prepare a consolidated text of the amended Articles of Association

1. Acting pursuant to Art. 430.5 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice authorises the Supervisory Board to draw up a consolidated text of the amended Articles of Association. -----
2. The Resolution shall become effective as of its date.

318,902,396 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 88.94% of the votes cast as there were 39,675,764 votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority. -----

**RESOLUTION NO. 14**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**to** approve the Rules of Procedure for the Supervisory Board -----

1. Acting on the basis of Art. 17.1.2 of the Company's Articles of Association, the Extraordinary General Meeting of FAMUR S.A. of Katowice approves the "Rules of Procedure for the Supervisory Board of FAMUR S.A. of Katowice" adopted by the Supervisory Board on September 13th 2017, by resolution No. 309/XII/2017. The Rules of Procedure are appended to this resolution.
2. The Resolution shall become effective as of its date.

318,906,342 (three hundred and eighteen million, nine hundred and six thousand, three hundred and forty-two) valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 88.94% (eighty-eight and ninety-four hundredths percent) of the votes cast as there were 6,971,818 (six million, nine hundred and seventy-one thousand, eight hundred and eighteen) votes against the resolution and 32,700,000 abstentions. The Chairperson declared the resolution to have been passed by the required majority.

**RESOLUTION NO. 15**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

to determine the number of Supervisory Board members -----

1. Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 13.1 of the Company's Articles of Association, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves that the Company's Supervisory Board shall comprise seven (7) members. -----
2. The Resolution shall become effective as of its date.

357,496,342 (three hundred and fifty-seven million, four hundred and ninety-six thousand, three hundred and forty-two) valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 99.70% of the votes cast as there were 1,081,818 (one million, eighty-one thousand, eight hundred and eighteen) votes against the resolution and no abstentions. The Chairperson declared the resolution to have been passed by the required majority.

**RESOLUTION NO. 16**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

to change the composition of the Supervisory Board -----

1. Acting pursuant to Art. 385 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Mr Michał Nowak (personal identification number PESEL: 80102900815) to the Company's Supervisory Board. -----
2. This Resolution shall become effective as of its date. -----

351,602,396 (three hundred and fifty-one million, six hundred and two thousand, three hundred and ninety-six) valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 98.05% (ninety-eight and five hundredths percent) of the votes cast as there were 6,971,818 (six million, nine hundred and seventy-one thousand, eight hundred and eighteen) votes against the resolution and 3,946 abstentions. The Chairperson declared that the resolution was passed by the required majority.

**RESOLUTION NO. 17**  
**of the Extraordinary General Meeting of FAMUR S.A. of**  
**October 18th 2017**

to change the composition of the Supervisory Board --- -----

1. Acting pursuant to Art. 385 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Mr Robert Rogowski (personal identification number PESEL: 68092800331) to the Company's Supervisory Board.-----
2. This Resolution shall become effective as of its date. -----

351,602,396 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of

the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 98.05% of the votes cast as there were 6,971,818 votes against the resolution and 3,946 abstentions. The Chairperson declared the resolution to have been passed by the required majority.

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**RESOLUTION NO. 18**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**to change the composition of the Supervisory Board** -----

1. Acting pursuant to Art. 385 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Ms Dorota Wyjadłowska (personal identification number PESEL: 64041700622) to the Company's Supervisory Board. -----
2. This Resolution shall become effective as of its date. -----

351,602,396 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 98.05% of the votes cast as there were no votes against the resolution and 6,975,764 (six million, nine hundred and seventy-five thousand, seven hundred and sixty-four) abstentions. The Chairperson declared the resolution to have been passed by the required majority.

**RESOLUTION NO. 19**  
**of the Extraordinary General Meeting of FAMUR S.A.**  
**of October 18th 2017**

**to determine the rules of remuneration for Supervisory Board members** -----

1. Acting pursuant to Art. 392.1 of the Commercial Companies Code in conjunction with Art. 17.1.3 of the Company's Articles of Association, the Extraordinary General Meeting of FAMUR S.A. of Katowice resolves to change the amount of monthly remuneration of members of the FAMUR S.A. Supervisory Board determined by resolution No. 25 of the Annual General Meeting of FAMUR

S.A. of June 27th 2017 to determine the rules of remuneration for Supervisory Board members, and to set it as follows:-----

*“FAMUR Supervisory Board members shall receive gross monthly remuneration of PLN 500. FAMUR Audit Committee members shall receive additional gross monthly remuneration of PLN 500. “*-----

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

324,792,396 (three hundred and twenty-four million, seven hundred and ninety-two thousand, three hundred and ninety-six) valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 358,578,160 shares, on which valid votes were cast and which represented 64.10% of the share capital and carried the right to 358,578,160 valid votes. The votes cast in favour of the resolution represented 90.58% (ninety and fifty-eight hundredths percent) of the votes cast as there were 1,081,818 votes against the resolution and 32,703,946 (thirty-two million, seven hundred and three thousand, nine hundred and forty-six) abstentions. The Chairperson declared that the resolution was passed by the required majority.