

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

24

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2018

Date:

April 13th 2018

Abbreviated issuer name:

FAMUR S.A.

Subject:

Resolutions passed by FAMUR Extraordinary General Meeting on April 13th 2018

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 April 13th 2018, together with the results of voting on the resolutions.

Legal basis: Par. 38.1.7 of the Minister of Finance's Regulation on current and periodic reports 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.

Appendices

File	Description
13.04.18-podjęte uchwały.pdf	Resolutions passed by FAMUR Extraordinary General Meeting on April 13th 2018

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 13th 2018	Adam Toborek	Vice President of the Management Board	
April 13th 2018	Zdzisław Szypuła	Vice President of the Management Board	

RESOLUTION NO. 1
of the Extraordinary General Meeting of FAMUR S.A.
held on April 13th 2018

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

In a secret ballot, 433,090,060 valid votes were cast in favour of the resolution by shareholders holding a total of 433,090,060 (four hundred and thirty-three million, ninety thousand and sixty) shares, on which valid votes were cast and which represented 77.41% (seventy-seven point forty-one per cent) of the share capital and carried the right to 433,090,060 valid votes. The votes cast in favour of the resolution represented 100% (one hundred per cent) 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.
held on April 13th 2018

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.-----

In an open ballot, 433,090,060 valid votes were cast in favour of the resolution by shareholders holding a total of 433,090,060 shares, on which valid votes were cast and which represented 77.41% of the share capital and carried the right to 433,090,060 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.
held on April 13th 2018

to demerge KOPEX Spółka Akcyjna of Katowice by transferring a part of its assets to FAMUR Spółka Akcyjna of Katowice and amend the Articles of Association accordingly-----

The Extraordinary General Meeting of FAMUR Spółka Akcyjna of Katowice (the “Acquirer” or “FAMUR S.A.”) resolves as follows:-----

Section 1

1. Acting under Art. 541 of the Commercial Companies Code, the General Meeting shall hereby approve the demerger plan agreed by the Demerged Company and the Acquirer on June 29th 2017, providing for the demerger of KOPEX S.A. of Katowice, entered in the Business Register of the National Court Register under No. KRS 0000026782, (the “Demerged Company” or “KOPEX S.A.”) through transfer of a part of the Demerged Company’s assets to FAMUR Spółka Akcyjna of Katowice, attached to the minutes of/notary deed concerning the General Meeting as Appendix 1 (the “Demerger Plan”) and shall approve the amendments to the Articles of Association of the Acquirer indicated in Section 3 below. -----
2. The Demerger shall be effected pursuant to Art. 529.1.4 of the Commercial Companies Code through transfer of a part of the Demerged Company’s assets in the form of an organised part of its business, comprising in particular the operating assets and shares in companies involved in the manufacture, maintenance and distribution of mining machinery and in production or investment processes, including without limitation: the manufacturing plants (currently located in Zabrze and Rybnik: KOPEX S.A. Kombajny Zabrzeńskie, Przenośniki Ryfama, Zabrze Branch, KOPEX S.A.

Hydraulika, Zabrze Branch, and KOPEX S.A. Obudowy TAGOR, Zabrze Branch), and an organised real property investment business comprising a complex of investment properties with related assets and liabilities, as well as all shares in Polish and foreign companies described in detail in the Demerger Plan, to the existing company. i.e. FAMUR S.A. (a demerger through spin-off). -----

3. The spin-off shall be effected after registering the reduction of the Demerged Company's share capital, on the day of registration of the increase in the Acquirer's share capital (the "Demerger Date"). -----

Section 2

1. In connection with the demerger through spin-off of the Demerged Company's certain assets to the Acquirer, the share capital of the Acquirer shall be increased by PLN **153,227.12** (one hundred and fifty-three thousand, two hundred and twenty-seven zloty, 12/100), from PLN 5,594,405.00 (five million, five hundred and ninety-four thousand, four hundred and five zloty) to PLN **5,747,632.12** (five million, seven hundred and forty-seven thousand, six hundred and thirty-two zloty, 12/100), by way of issue of 15,322,712 (fifteen million, three hundred and twenty-two thousand, seven hundred and twelve) Series F ordinary bearer shares, with a par value of PLN 0.01 (one grosz) per share (the "Demerger Shares"). -----
2. The Demerger Shares shall be paid for by contributing to the Acquirer the Demerged Company's certain assets in the form of an organised part of its business, comprising in particular the operating assets and shares in companies involved in the manufacture, maintenance and distribution of mining machinery and in production or investment processes, including without limitation: the manufacturing plants (currently located in Zabrze and Rybnik: KOPEX S.A. Kombajny Zabrzeńskie, Przenośniki Ryfama, Zabrze Branch, KOPEX S.A. Hydraulika, Zabrze Branch, and KOPEX S.A. Obudowy TAGOR, Zabrze Branch), and an organised real property investment business comprising a complex of investment properties with related assets and liabilities, as well as all shares in certain Polish and foreign companies described in detail in the Demerger Plan attached to the minutes of/notary deed concerning the General Meeting as Appendix 1, with the net value of those assets totalling PLN 253,376,460.50; the issue price per Demerger Share is the quotient of the above net asset value and the number of the new shares. -----

3. The Demerger Shares shall confer the right to share in distributions from the Acquirer's profit as of the financial year in which the Demerger Date takes place. -----
4. The Demerger Shares shall be allotted to the shareholders of the Demerged Company in accordance with the rules set out in the Demerger Plan, subject to Section 2.5. -----
5. The Acquirer, as a shareholder of the Demerged Company, shall not receive its own shares as a result of the Demerger. -----
6. The share premium shall be allocated to the share premium account. -----

Section 3

1. Art. 6.1 of the Acquirer's Articles of Association shall be amended to reflect the capital increase referred to in Section 2 above and shall read as follows: -----

"1. The share capital of the Company amounts to PLN 5,747,632.12 (five million, seven hundred and forty-seven thousand, six hundred and thirty-two zloty, 12/100) and is divided into:

- 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; -----*
- d) *43,677,000 (forty-three million, six hundred and seventy-seven thousand) Series D ordinary bearer shares; -----*
- e) *29,293,500 (twenty-nine million, two hundred and ninety-three thousand, five hundred) Series E ordinary registered shares, to be converted into bearer shares at the shareholder's request; -----*
- f) *15,322,712 (fifteen million, three hundred and twenty-two thousand, seven hundred and twelve) Series F ordinary bearer shares." -----*

Section 4

1. The Extraordinary General Meeting hereby approves, and the Management Board of the Acquirer shall hereby be authorised and obliged to take, all practical and legal steps to implement this Resolution, and in particular to take steps designed to: -----

- a) Register in the National Court Register the share capital increase effected through the issue of Series F shares, as well as the amendments to the Acquirer's Articles of Association related to the demerger of the Demerged Company;-----
- b) Convert Series F shares into book-entry form and execute an agreement with the Central Securities Depository of Poland on registration of those shares with the securities depository, as referred to in Art. 5 of the Act on Trading in Financial Instruments;-----
- c) Introduce Series F shares to trading on the regulated market of the Warsaw Stock Exchange; -----
- d) Specify the Reference Date referred to in the Demerger Plan. -----

Section 5

1. This Resolution shall become effective as of its date.-----
2. The spin-off shall be effected after registering the reduction of the Demerged Company's share capital in the business register of the National Court Register, on the day of registration of the increase in the Acquirer's share capital (the "Demerger Date"). -----

In view of the wording of Art. 541.4 of the Commercial Companies Code, the Chairperson of the General Meeting ordered that the above resolution shall be voted on by way of block voting. Separate blocks were formed according to the types of shares, one for Series A, B, C and D bearer shares and one for Series E registered shares. -----

In an open ballot, 403,796,560 votes were cast in favour of the resolution by the group of shareholders holding Series A, B, C and D bearer shares, who held a total of 403,796,560 (four hundred and three million, seven hundred and ninety-six thousand, five hundred and sixty) shares, on which valid votes were cast and which represented 72.18% of the share capital and carried the right to 403,796,560 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. -----

In an open ballot, 29,293,500 votes were cast in favour of the resolution by the group of shareholders holding Series E registered shares, who held a total of 29,293,500 (twenty-nine million, two hundred and ninety-three thousand, five hundred) shares, on

which valid votes were cast and which represented 5.24% of the share capital and carried the right to 29,293,500 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.-----

As the resolution was passed unanimously within each group, the Chairperson of the General Meeting declared resolution No. 3 to have been adopted unanimously.-----