

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

35

/

2018

Date:

May 30th 2018

Abbreviated issuer name:

FAMUR S.A.

Subject:

Draft resolutions and documents to be considered at FAMUR Annual General Meeting on June 29th 2018

Legal basis:

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

Text of the report:

Acting under Par. 19.1.2 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 March 29th 2018 (Dz.U. of 2018, item 757, of April 20th 2018), the Management Board of FAMUR S.A. of Katowice (the "Company") hereby publishes the draft resolutions and other documents to be considered at the Company's Annual General Meeting convened at the Company's registered office for June 29th 2018.

Appendices

File	Description
FAMUR Draft resolutions for FAMUR AGM 29 06 2018.pdf	Draft resolutions for FAMUR Annual General Meeting convened for June 29th 2018
Supervisory Board Report.pdf	Report of the Supervisory Board 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
(postal code)	(city/town)
Armii Krajowej	51
(street)	(number)
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(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 30th 2018	Bartosz Bielak	Vice President of the Management Board	
May 30th 2018	Olga Panek	Commercial Proxy	

**Draft resolutions
for the Annual General Meeting
of FAMUR S.A. convened for June 29th 2018**

Re item 2 of the agenda:

**RESOLUTION NO. 1
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018**

to appoint the Chairperson of the Annual General Meeting

1. Acting pursuant to Art. 409.1 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice appoints Mr/Ms ... as Chairperson of the General Meeting.
2. This Resolution shall become effective as of its date.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).
The resolution has been / has not been passed.

Grounds for the draft resolution:

The resolution is of a procedural nature. The Commercial Companies Code requires the General Meeting to appoint its Chairperson.

Re item 4 of the agenda:

**RESOLUTION NO. 2
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018**

to appoint a Ballot Counting Committee

1. The Annual General Meeting of FAMUR S.A. of Katowice appoints a Ballot Counting Committee comprising: ...
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

The resolution is of a procedural nature.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).
The resolution has been / has not been passed.

Re item 7 of the agenda:

RESOLUTION NO. 3
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to approve the Company's financial statements for 2017

1. Acting pursuant to Art. 395.2.1 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice approves the financial statements for the financial year 2017, including:
 - Statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of PLN **2,055,358,526.71**;
 - statement of profit or loss for the period from January 1st to December 31st 2017, showing a net profit of PLN **41,125,287.05**,
 - statement of comprehensive income for the period from January 1st to December 31st 2017, showing total comprehensive income of PLN **40,623,575.47**;
 - statement of changes in equity for the financial year from January 1st to December 31st 2017, showing an increase in equity of PLN **434,050,283.45**;
 - Statement of cash flows for the financial year from January 1st to December 31st 2017, showing a net increase in cash of PLN **136,673,934.77**;
 - Notes, including a summary of the adopted accounting policies and other explanatory notes.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

According to Art. 395.2.1 of the Commercial Companies Code, the agenda of the annual general meeting should include review and approval of the Directors' Report on the Company's operations and the Company's financial statements for the last financial year. The data included in the Directors' Report on the Company's operations and the Company's financial statements was reviewed by a qualified auditor and the Company's Supervisory Board.

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

The resolution has been / has not been passed.

Re item 8 of the agenda:

RESOLUTION NO. 4
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to approve the Directors' Report on the Company's and the Group's operations in 2017

1. Acting on the basis of Art. 395.2.1 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice approves the Directors' Report on the Company's and Group's operations in 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

According to Art. 395.2.1 of the Commercial Companies Code, the agenda of the annual general meeting should include review and approval of the Directors' Report on the Company's operations and the Company's financial statements for the last financial year. The data included in the Directors' Report

on the Company's operations and the Company's financial statements was reviewed by a qualified auditor and the Company's Supervisory Board.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).
The resolution has been / has not been passed.

Re item 9 of the agenda:

RESOLUTION NO. 5
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to approve the Non-Financial Statement of FAMUR S.A.

1. Acting on the basis of Art. 395.2.1 of the Commercial Companies Code, in conjunction with Art. 49b.1, Art. 49b.9 and Art. 52.3.2 of the Accounting Act, the Annual General Meeting of FAMUR S.A. of Katowice approves the Non-Financial Statement of FAMUR S.A. for 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.1 of the Commercial Companies Code, in conjunction with Art. 49b.1, Art. 49b.9 and Art. 52.3.2 of the Accounting Act, the agenda of the annual general meeting must include review and approval of the non-financial statement.

The open/secret ballot was carried out among shareholders holding a total of ... shares, on which valid votes were cast and which represented ... of the share capital and carried the right to ... valid votes. votes were cast in favour of the resolution (...% of all the votes cast), there were ... abstentions (...% of all the votes cast) and ... votes against the resolution (... % of all the votes cast).
The resolution has been / has not been passed.

Re item 10 of the agenda:

RESOLUTION NO. 6
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to allocate net profit for the financial year 2017

1. Acting pursuant to Art. 395.2.2 of the Commercial Companies Code, the Annual General Meeting of FAMUR S.A. of Katowice resolves to transfer the total net profit generated by the Company in the financial year ended December 31st 2017, of PLN 41,125,287.05, to the Company's reserve funds.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

The General Meeting's resolution to transfer the Company's net profit for the financial year 2017 to the Company's reserve funds was passed in the exercise of the Annual General Meeting's powers stipulated in the Commercial Companies Code.

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

The resolution has been / has not been passed.

Re item 11 of the agenda:

RESOLUTION NO. 7
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to approve the consolidated financial statements for 2017

1. Acting on the basis of Art. 395.2.1 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice approves the consolidated financial statements for the financial year 2017, including:
 - statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of **PLN 3,138,065 thousand**;
 - statement of profit or loss for the financial year from January 1st to December 31st 2017, showing a net profit of **PLN 56,830 thousand**;
 - statement of comprehensive income for the period from January 1st to December 31st 2017, showing total comprehensive income of **PLN 57,718 thousand**;
 - statement of changes in equity for the financial year from January 1st to December 31st 2017, showing an increase in equity of **PLN 556,775 thousand**;
 - statement of cash flows for the financial year from January 1st to December 31st 2017, showing a net increase in cash of **PLN 247,818 thousand**;
 - notes, including a summary of the adopted accounting policies and other explanatory notes.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

The Group's full-year consolidated financial statements are subject to approval by the approving body of the parent, i.e. the General Meeting of FAMUR S.A. Pursuant to Art. 395.5 of the Commercial Companies Code, the agenda of the annual general meeting may include review and approval of a group's consolidated financial statements. The data included in the consolidated financial statements and the Directors' Report on the Group's operations was reviewed by a qualified auditor and the Company's Supervisory Board.

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

The resolution has been / has not been passed.

Re item 12 of the agenda:

RESOLUTION NO. 8
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to approve the Non-Financial Statement of the Group

1. Acting on the basis of Art. 395.2.1 of the Commercial Companies Code, in conjunction with Art. 49b.1, Art. 49b.9 and Art. 52.3.2 of the Accounting Act, the Annual General Meeting of FAMUR S.A. of Katowice approves the Non-Financial Statement of the Group for 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.1 of the Commercial Companies Code, in conjunction with Art. 49b.1, Art. 49b.9 and Art. 52.3.2 of the Accounting Act, the agenda of the annual general meeting must include review and approval of the non-financial statement.

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

The resolution has been / has not been passed.

Re item 13 of the agenda:

RESOLUTION NO. 9
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Management Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Mirosław Bendzera** in respect of his duties as President of the Management Board in the period from January 1st to December 1st 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 10
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Management Board in respect of her duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Ms Beata Zawiszowska** in respect of her duties as Vice President of the Management Board in the period from January 1st to December 31st 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 11
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Management Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Zbigniew Fryzowicz** in respect of his duties as Vice President of the Management Board in the period from January 1st to December 31st 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 12
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Management Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge**

to Mr Zdzisław Szypuła in respect of his duties as Vice President of the Management Board in the period from January 1st to December 31st 2017.

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

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

**RESOLUTION NO. 13
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018**

to grant discharge to a member of the Management Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Dawid Gruszczyk** in respect of his duties as Vice President of the Management Board in the period from January 1st to December 31st 2017.

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

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

**RESOLUTION NO. 14
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018**

to grant discharge to a member of the Management Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Bartosz Bielak** in respect of his duties as Vice President of the Management Board in the period from September 1st to December 31st 2017.

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

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 15
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Supervisory Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Tomasz Domogała** in respect of his duties as Chairman of the Supervisory Board in the period from January 1st to December 31st 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 16
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Supervisory Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Czesław Kisiel** in respect of his duties as Deputy Chairman of the Supervisory Board in the period from January 1st to December 31st 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 17
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Supervisory Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Wojciech Gelnier** in respect of his duties as Member of the Supervisory Board in the period from January 1st to June 27th 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 18
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Supervisory Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Bogusław Galewski** in respect of his duties as Member of the Supervisory Board in the period from January 1st to October 17th 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 19
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Supervisory Board in respect of her duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Ms Karolina Blacha-Cieřlik** in respect of her duties as Member of the Supervisory Board in the period from January 1st to June 27th 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 20
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Supervisory Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Jacek Leonkiewicz** in respect of his duties as Member of the Supervisory Board in the period from June 27th to December 31st 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 21
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Supervisory Board in respect of her duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Ms Magdalena Zajączkowska-Ejsymont** in respect of her duties as Member of the Supervisory Board in the period from June 27th to December 31st 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 22
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Supervisory Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Michał Nowak** in respect of his duties as Member of the Supervisory Board in the period from October 18th to December 31st 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

RESOLUTION NO. 23
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018

to grant discharge to a member of the Supervisory Board in respect of his duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Mr Robert Rogowski** in respect of his duties as Member of the Supervisory Board in the period from October 18th to December 31st 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

**RESOLUTION NO. 24
of the Annual General Meeting of FAMUR S.A.
dated June 29th 2018**

to grant discharge to a member of the Supervisory Board in respect of her duties

1. Acting on the basis of Art. 395.2.3 of the Commercial Companies Code and Art. 17 of the Company's Articles of Association, the Annual General Meeting of FAMUR S.A. of Katowice **grants discharge to Ms Dorota Wyjadłowska** in respect of her duties as Member of the Supervisory Board in the period from October 18th to December 31st 2017.
2. This Resolution shall become effective as of its date.

Grounds for the draft resolution:

Pursuant to Art. 395.2.3 of the Commercial Companies Code, granting discharge to members of the Company's governing bodies in respect of their duties requires the General Meeting's resolution.

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

The resolution has been / has not been passed.

**Report of the Supervisory Board of FAMUR S.A.
on the activities of the Supervisory Board and on the assessment of the
separate and consolidated financial statements, Directors' Report on the
Company's and the Group's operations, the Management Board's
recommendation concerning distribution of profit for the financial year
2017, and of the Company's position, prepared for the Annual General
Meeting**

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District Court for Katowice-Wschód in Katowice, 8th Commercial
Division of the National Court Register
Share capital: PLN 5,747,632.12, paid in full.

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I. REPORT OF THE SUPERVISORY BOARD ON ITS ACTIVITIES IN 2017

1. LEGAL BASIS

This Report has been prepared in accordance with:

- a. Art. 382.3 of the Commercial Companies Code;
- b. Art. 15.2.1 of the Company's Articles of Association;
- c. Section 7.2 of the Rules of Procedure for the Company's Supervisory Board.

2. COMPOSITION OF THE SUPERVISORY BOARD

In 2017, the Supervisory Board was composed of five (5) persons in the period from January 1st to November 17th 2017 and of seven (7) persons in the period from November 18th 2017 to December 31st 2017. Thus, the requirements concerning the number of Supervisory Board members necessary for the Supervisory Board to validly perform its duties, laid down in the Commercial Companies Code and the Company's Articles of Association, were met.

As at January 1st 2017, the Supervisory Board was composed of:

1. Tomasz Domogała – Chairman of the Supervisory Board
2. Czesław Kisiel – Deputy Chairman of the Supervisory Board
3. Karolina Blacha-Cieślik – Member of the Supervisory Board
4. Wojciech Gelner – Member of the Supervisory Board
5. Bogusław Galewski – Member of the Supervisory Board

On June 27th 2017, the Company's Annual General Meeting passed resolutions to appoint the following persons to the Supervisory Board for the new term of office: Tomasz Domogała, Czesław Kisiel, Bogusław Galewski, Jacek Leonkiewicz, and Magdalena Zajączkowska-Ejsymont.

Bogusław Galewski tendered his resignation as member of the Supervisory Board, with effect as of October 17th 2017. On October 18th 2017, Robert Rogowski, Dorota Wyjadłowska and Michał Nowak were appointed to the Supervisory Board under resolutions of the Extraordinary General Meeting.

Robert Rogowski and Dorota Wyjadłowska meet the independence criteria, as laid down in the Act on Statutory Auditors, Auditing Firms, and Public Oversight of May 11th 2017.

As at December 31st 2017, the Supervisory Board was composed of:

- | | |
|-----------------------------------|--|
| 1. Tomasz Domogała | – Chairman of the Supervisory Board |
| 2. Czesław Kisiel | – Deputy Chairman of the Supervisory Board |
| 3. Jacek Leonkiewicz | – Member of the Supervisory Board |
| 4. Magdalena Zajązkowska-Ejsymont | – Member of the Supervisory Board |
| 5. Robert Rogowski | – Member of the Supervisory Board |
| 6. Dorota Wyjadłowska | – Member of the Supervisory Board |
| 7. Michał Nowak | – Member of the Supervisory Board |

On October 20th 2017, an Audit Committee was appointed within the Supervisory Board. The Audit Committee was composed of Robert Rogowski, Dorota Wyjadłowska and Jacek Leonkiewicz.

In the scope of the practices and procedures set out in Art. 130.1.5–7 of the Act on Statutory Auditors, Auditing Firms, and Public Oversight, in 2017 the Audit Committee adopted:

- a policy for selection of an auditing firm to perform audits,
- the auditing firm selection procedure,
- a policy for the provision of non-audit services by the auditing firm, its affiliates and members of its network.

In 2017, the Supervisory Board of FAMUR S.A. also passed resolutions appointing:

- the Nomination and Remuneration Committee of the Company’s Supervisory Board, composed of Czesław Kisiel (Chairman of the Committee), Magdalena Zajązkowska-Ejsymont and Jacek Leonkiewicz. The Committee’s task is to support the Supervisory Board in performing its duties, including control and supervision, particularly of the remuneration system (remuneration and bonus policies for key management personnel, variable remuneration components policy for key management personnel), as well as appointment of Management Board members.
- the Strategy and Investment Committee of the Company’s Supervisory Board, composed of Czesław Kisiel (Chairman of the Committee), Magdalena Zajązkowska-Ejsymont and Jacek Leonkiewicz. The Committee’s task is to support the Supervisory Board in the performance of its duties, including control and supervision. In particular, it issues opinions on strategies or investments and divestments.

The reports on the operations of the Audit Committee, the Nomination and Remuneration Committee and the Strategy and Investment Committee were presented to the Supervisory Board.

3. SUPERVISION PROCEDURES

In accordance with the provisions of the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the Supervisory Board, in 2017 the Supervisory Board exercised supervision over the Company's operations. The Supervisory Board performed its duties mainly by way of passing resolutions, by written ballot and during meetings. The Supervisory Board maintained regular contact with the Company's Management Board.

4. SUPERVISORY BOARD'S OPERATIONS IN THE REPORTING PERIOD

In 2017, as in previous years, the Supervisory Board dealt with both the strategic matters and the Company's day-to-day operations.

In particular, the Supervisory Board focused on:

- analysis of the sources and terms of financing proposed by the Management Board,
- assessment of the Company's financial statements for 2016, the Directors' Report on the Company's operations, the Management Board's proposal concerning distribution of profit, and the Supervisory Board's report on the assessment,
- assessment of the financial statements of the Group for 2016 and the Directors' Reports on the Group's operations in 2016,
- report on the Supervisory Board's activities in 2016,
- issuing opinions on draft resolution of the Company's General Meeting,
- review of offers submitted by auditors and appointment of auditor,
- issuing opinions on the demerger of KOPEX S.A.,
- discussing the remuneration and bonus policies for members of the Management Board,
- approval of disposal of real property,
- approval of acquisition of new shares in a subsidiary,
- approval of the establishment of a limited liability company and the acquisition of shares in that company's share capital by FAMUR S.A.,
- approval of the purchase of shares in KOPEX S.A. of Katowice,
- approval of the conclusion of a shareholder agreement,
- approval of the decision to extend the duration of the Notes Programme.

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II. SUPERVISORY BOARD'S REPORT ON THE ASSESSMENT OF THE FINANCIAL STATEMENTS AND THE DIRECTORS' REPORT ON THE OPERATIONS IN 2017

1. SUPERVISORY BOARD'S REPORT ON THE ASSESSMENT OF THE COMPANY'S SEPARATE FINANCIAL STATEMENTS FOR 2017 AND THE GROUP'S CONSOLIDATED FINANCIAL STATEMENTS FOR 2017

In accordance with Art. 382.3 of the Commercial Companies Code and with the Company's Articles of Association, the Supervisory Board reviewed and assessed the separate financial statements and the consolidated financial statements for the financial year from January 1st to December 31st 2017.

In its assessment of the financial statements, the Supervisory Board took into consideration the findings of the auditor's report on the audit.

The auditor appointed by the Supervisory Board audited the Company's and the Group's financial statements for the reporting period from January 1st to December 31st 2017. In the auditor's opinion, the audited separate and consolidated financial statements for 2017, including the financial figures and the accompanying explanations:

- give a true and fair view of the assets and financial position of the Company and its Group as at December 31st 2017, as well as of their financial performance in the financial year from January 1st to December 31st 2017;
- have been prepared in accordance with the International Accounting Standards, the International Financial Reporting Standards, the related interpretations issued in the form of the European Commission's regulations, and the adopted accounting policies;
- comply in form and content with the applicable laws and regulations and with the Company's Articles of Association.

The Supervisory Board, relying on its own findings and the auditor's conclusions from the audit of the financial statements, approves the presented separate financial statements, comprising:

- statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of **PLN 2,055,358,526.71**;
- statement of profit or loss for the period from January 1st to December 31st 2017, showing a net profit of **PLN 41,125,287.05**;
- statement of comprehensive income for the period from January 1st to December 31st 2017, showing total comprehensive income of **PLN 40,623,575.47**;

- statement of changes in equity for the financial year from January 1st to December 31st 2017, showing an increase in equity of **PLN 434,050,283.45**;
- statement of cash flows for the financial year from January 1st to December 31st 2017, showing a net increase in cash of **PLN 136,673,934.77**;
- notes, including a summary of the adopted accounting policies and other explanatory notes.

The Supervisory Board, relying on its own findings and the auditor's conclusions from the audit of the financial statements, approves the presented consolidated financial statements, comprising:

- statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of **PLN 3,138,065 thousand**;
- statement of profit or loss for the financial year from January 1st to December 31st 2017, showing a net profit of **PLN 56,830 thousand**;
- statement of comprehensive income for the period from January 1st to December 31st 2017, showing total comprehensive income of **PLN 57,718 thousand**;
- statement of changes in equity for the financial year from January 1st to December 31st 2017, showing an increase in equity of **PLN 556,775 thousand**;
- statement of cash flows for the financial year from January 1st to December 31st 2017, showing a net increase in cash of **PLN 247,818 thousand**;
- notes, including a summary of the adopted accounting policies and other explanatory notes.

2. SUPERVISORY BOARD'S REPORT ON THE ASSESSMENT OF THE DIRECTORS' REPORT ON THE COMPANY'S OPERATIONS IN 2017 AND ASSESSMENT OF THE DIRECTORS' REPORT ON THE OPERATIONS OF THE FAMUR GROUP IN 2017

Acting pursuant to Art. 382.3 of the Commercial Companies Code and in compliance with the Company's Articles of Association, the Supervisory Board reviewed and assessed the Directors' Report on the Company's and the Group's operations in 2017.

The Supervisory Board states that the information contained in the Directors' Report is consistent with the information presented in the (separate and consolidated) financial statements and with the factual state of affairs. The presented data shows the position of the Company and the Group, as well as all important events.

ASSESSMENT OF THE PROPOSAL CONCERNING ALLOCATION OF THE COMPANY'S PROFIT FOR 2017

In 2017, FAMUR S.A. earned a net profit of **PLN 41,125,287.05**.

In performance of its duties under the Articles of Association, the Supervisory Board reviewed the Management Board's proposal to allocate the entire net profit of the Company for the financial year ended December 31st 2017 to the Company's statutory reserve funds.

The Supervisory Board issued a positive opinion on the proposal submitted by the Management Board.

III. CONCLUSIONS

The Supervisory Board collectively supervised the Management Board's activities in the financial year 2017 and performed its duties in accordance with the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the Supervisory Board.

Considering the results of the assessment of the (separate and consolidated) financial statements and the Directors' Report on the operations of the Company and the Group in 2017, and taking into account the overall conditions and circumstances in which the Company operated in 2017, the Supervisory Board recommends that the Annual General Meeting of FAMUR S.A.:

- a) approve the Company's separate financial statements for 2017,
- b) approve the Group's consolidated financial statements for 2017,
- c) approve the Directors' Report on the operations of the Company and the Group in 2017,
- d) adopt a resolution on allocation of profit, as proposed by the Management Board,
- e) grant discharge to members of the Company's Management Board in respect of their performance of duties in 2017.

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IV. SUPERVISORY BOARD'S ASSESSMENT OF THE COMPANY'S AND THE GROUP'S STANDING IN 2017

1. ASSESSMENT OF THE COMPANY'S AND THE GROUP'S STANDING

In 2017, the FAMUR Group generated consolidated revenue of PLN 1,459m, up by 42% (PLN 430m) year on year. Such large increase was attributable to the consolidation of the KOPEX Group. The growth of consolidated revenue was also an effect of large contracts performed by FAMUR S.A. In addition to finished goods, leases of shearer loaders and roadheaders, and merchandise and materials, the Group's revenue came largely from sales of spare parts as well as other products and services.

After 12 months of 2017, the FAMUR Group posted a consolidated gross profit of more than PLN 298m, earning a gross margin of 20.4%. The Group's gross profit in 2017 amounted to PLN 136.9m, while in 2016 it was PLN 158m. The gross margin of 9.4% achieved in 2017 was lower than in 2016, when it came in at 15.3%. The drop in profit was caused by several factors, including chiefly higher costs of labour and services, as well as growing prices of raw materials in 2017 (mainly steel and other materials used in production). The above factors impacted many industries in Poland and resulted from the dynamics in domestic industrial output last year.

In 2017, the Group centralised sales, sales support, co-operation and logistics. It developed an optimum operating structure model and assigned functions to individual plants of the Group, which allowed it to effectively manage its assets. On May 7th 2018, i.e. after the reporting date, it completed the process, started in 2017, to consolidate the FAMUR and KOPEX Groups – Poland's two leading manufacturers of mining machinery and equipment. 2017 saw the parallel processes of the Company's integration with the Kopex Group and consolidation of the Surface segment.

In 2017, FAMUR S.A.'s revenue was PLN 941.5m, up 21% year on year. The Company earned a gross profit of PLN 124.7m, reaching a gross profit margin of 13.2% (2016: 15%). Net other income/expenses and net finance income/costs in 2017 were both negative, having come in at PLN -32.1m and PLN -16.2m, respectively. FAMUR S.A.'s net profit attributable to owners of the parent for 2017 was PLN 41.1m, down by 31% year on year, mainly as a result of one-off events. Total assets were PLN 2,055m, which represented a 28% increase on 2016, mainly reflecting the issue of Series D and Series E shares carried out for the purposes of KOPEX acquisition and FAMUR's business expansion.

Financial stability and diversified financing sources are the FAMUR Group's priorities. The sources of funding are well diversified and secure, owing, among other things, to the Notes Programme launched in December 2015 and extended until December 31st 2018. As at the end of 2017, the FAMUR Group's liquidity position was safe.

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In view of the foregoing, the Supervisory Board gives a positive opinion on the Company's standing, including on formulation of a new development strategy, focused on global growth and expansion.

The Supervisory Board approves of the Company's fulfilment of the disclosure obligations related to compliance with the corporate governance principles set out in the WSE Rules and legal regulations concerning current and periodic information to be disclosed by issuers of securities.

2. EVALUATION OF THE INTERNAL AUDIT SYSTEM AND THE MATERIAL RISK MANAGEMENT SYSTEM

Responsibility for the internal audit system and its operational effectiveness in the processes of preparing financial statements lies with the Management Board of the Company. The Company has no separate internal audit function, and all internal control, risk management and compliance functions are performed within the corporate controlling and legal departments.

Monitoring of the effectiveness of the internal control and risk management systems as well as of the internal audit function, including with respect to financial reporting, is also performed by the Audit Committee.

The Supervisory Board approves of the internal audit and risk management systems in place at the Company.

3. SUMMARY

The Supervisory Board's assessment of the Company's standing indicates no threats to the Company continuing as a going concern. The Supervisory Board approves of the Management Board's activities in 2017 and therefore recommends that the Annual General Meeting grant discharge to members of the Management Board in respect of their performance of duties in 2017.

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