

DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING

The Management Board of FEERUM S.A. ("Issuer" or "Company"), makes public the content of the draft resolutions of the Extraordinary General Meeting of the Company convened for October 30, 2017 at 9.00 at the registered office of the Issuer in Chojnów at ul. Okrzei 6.

Ad point 2 of the agenda

**Resolution no 1/2017
Of the Extraordinary General Meeting of FEERUM S.A. based in Chojnów
from October 30, 2017
regarding the election of the Chairman of the Extraordinary General Meeting of the
Company**

§1

Of the Extraordinary General Meeting of FEERUM S.A. based in Chojnów from October 30, 2017 regarding the election of the Chairman of the Extraordinary General Meeting of the Company

§2

The resolution comes into force upon its adoption.

Ad point 4 of the agenda

**Resolution no 2/2017
Of the Extraordinary General Meeting of FEERUM S.A. based in Chojnów
from October 30, 2017
regarding the election of the Returning Committee**

§1

The Extraordinary General Meeting of the Company, pursuant to §22 of the "Regulations of the General Meeting of FEERUM Spółka Akcyjna with its registered office in Chojnów", decides to appoint the Scrutinizing Committee to you [and] Mr / Mrs [•].

§2

The resolution comes into force upon its adoption.

Ad point 5 of the agenda

**Resolution no 3/2017
Of the Extraordinary General Meeting of FEERUM S.A. based in Chojnów
from October 30, 2017
regarding the adoption of the agenda**

§1

The Extraordinary General Meeting of the Company, pursuant to §25 of the "Regulations of the General Meeting of FEERUM Spółka Akcyjna with its registered office in Chojnów", hereby adopts the following agenda:

1. Opening the debates of the Extraordinary General Meeting of the Company;
2. Election of the Chairman of the Extraordinary General Meeting of the Company;
3. Preparing the attendance list, confirming the correctness of convening the Extraordinary General Meeting of the Company and its ability to adopt resolutions;
4. Election of the Returning Committee;
5. Adoption of the agenda of the Extraordinary General Meeting of the Company;
6. Adoption of a resolution regarding the change in the Articles of Association of the Company;
7. Adoption of resolutions regarding changes in the composition of the Company's Supervisory Board;
8. Adoption of resolutions regarding the remuneration of newly appointed Members of the Company's Supervisory Board;
9. Adoption of a resolution regarding the repeal of the resolutions of the Extraordinary General Meeting of the Company of March 3, 2017;
10. Closing the debates of the Extraordinary General Meeting of the Company.

§2

The resolution comes into force upon its adoption.

Ad point 6 of the agenda

Resolution no 4/2017
Of the Extraordinary General Meeting of FEERUM S.A. based in Chojnów
from October 30, 2017
regarding the change in the Articles of Association of the Company

The Extraordinary General Meeting of the Company, acting pursuant to art. 430 § 1 and 5 of the Code of Commercial Companies and § 11 para. 1 lit. e) of the Company's Statute, it resolves as follows:

§1

1. The Company's Articles of Association are amended in such a way that:
 1. § 7. sec. 1. The Statutes of the Company are replaced by the following:

"The share capital of the Company amounts to PLN 33,382,706.00 (say: thirty three million three hundred and eighty two thousand seven hundred and six zlotys) and is divided into 9.537.916 (in words: nine million five hundred thirty seven thousand nine hundred sixteen) shares with a nominal value PLN 3.50 (in words: three zlotys and fifty groszy) each action, including:

 - (a) 1,000,000 (one million) series A bearer shares,
 - (b) 335,000 (in words: three hundred and thirty-five thousand) series B bearer shares,
 - (c) 3,035,301 (in words: three million sixty thousand three hundred and one) series C bearer shares,
 - (d) 2,942,615 (in words: two million, nine hundred and forty-two thousand, six hundred and fifteen) series D bearer shares,
 - (e) 2,200,000 (in words: two million two hundred thousand) Series E bearer shares."
2. § 7. paragraph. 4. Company Statute;
3. § 13. paragraph. 1 of the Articles of Association of the Company is replaced by the following:
4. "The Supervisory Board consists of 5 (five) to 7 (seven) members."
5. § 13. sec. 5. The Statutes of the Company are replaced by the following:
6. "As long as the Company's shares are traded on the regulated market, at least two (two) members of the Supervisory Board meet the independence criteria set out in Article 129 (3) of the Act of 11 May 2017 on statutory auditors, audit firms and public supervision (Journal of Laws, item 1089) ("Act on Registered Auditors")

At least two independent members should also meet the independence criteria set out in the corporate governance rules or good practices of the company in force, whose shares are listed on a regulated market on which the Company will be listed."

7. 7. § 14. para. 3. The Statutes of the Company are replaced by the following:
"The Supervisory Board may appoint committees or committees (including the Remuneration Committee), both permanent and to clarify particular issues, as long as the subject matter of their work falls within the competence of the Supervisory Board. committees or committees, and recalls and dismisses their members. "
8. After § 14., § 14a is added, worded as follows:
 - "1. As long as the Company's shares are traded on the regulated market, the Supervisory Board appoints an audit committee composed of at least 3 (three) of its members, meeting the requirements set out in the Act on Certified Auditors, and at least 2 (two), including the chairman of the audit committee, meets the independence criteria set out in the Auditors' Audit Act, the Audit Committee Chairman also meets the independence criteria set out in the corporate governance rules or good practices applicable to companies whose shares are listed on the regulated market on which the Company will be listed .
 2. The Audit Committee performs the tasks specified in the Act on Chartered Auditors.
 3. The Supervisory Board sets the rules of the audit committee. "

§2

1. 1. The Supervisory Board of the Company is authorized to determine the consolidated text of the amended Articles of Association.
2. This resolution shall enter into force on the day of its adoption, with the reservation that changes to the Company's statute referred to in § 1 above shall come into force, in accordance with art. 430 § 1 of the Code of Commercial Companies, as of the date of their registration by the registry court.

Ad point 7 of the agenda

Resolution no 5/2017
Of the Extraordinary General Meeting of FEERUM S.A. based in Chojnów
from October 30, 2017
regarding the dismissal of a Member of the Supervisory Board of the Company

§1

The Extraordinary General Meeting of the Company, acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 11 para. 1 lit. c) of the Articles of Association of the Company hereby refers you [•] from the composition of the Company's Supervisory Board.

§2

The resolution comes into force upon its adoption.

Ad point 7 of the agenda

Resolution no 6/2017
Of the Extraordinary General Meeting of FEERUM S.A. based in Chojnów
from October 30, 2017
regarding the appointment of a Member of the Supervisory Board of the Company

§1

The Extraordinary General Meeting of the Company, acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 11 para. 1 lit. c) of the Company's Articles of Association hereby appoints you [•] to the Supervisory Board of the Company.

§2

The resolution comes into force upon its adoption.

Ad point 8 of the agenda

Resolution no 7/2017
Of the Extraordinary General Meeting of FEERUM S.A. based in Chojnów
from October 30, 2017
in determining the remuneration of a newly appointed Member of the Supervisory Board of the Company

§1

The Extraordinary General Meeting of the Company, acting pursuant to art. 392 § 1 of the Code of Commercial Companies and § 11 para. 1 lit. c) of the Company's Statute, hereby decides to set a quarterly remuneration of a newly appointed Member of the Company's Supervisory Board, your [...] PLN 2,000,000 (in words: two thousand zlotys) per quarter.

§2

The resolution comes into force upon its adoption.

Ad point 9 of the agenda

Resolution no 8/2017

**Of the Extraordinary General Meeting of FEERUM S.A. based in Chojnów
from October 30, 2017**

**regarding the repeal of the resolutions of the Extraordinary General Meeting of the
Company of March 3, 2017.**

§1

The Extraordinary General Meeting of the Company hereby repeals:

1. Resolution No. 7 of the Extraordinary General Meeting of Feerum Spółka Akcyj-na with its registered office in Chojnów of March 3, 2017 regarding increasing the Company's share capital by issuing series F shares, excluding the pre-emptive right of the existing shareholders and amending the Company's Articles of Association; and
2. Resolution No. 7 of the Extraordinary General Meeting of Feerum Spółka Akcyj-na with its registered office in Chojnów of 03 March 2017 on increasing the Company's share capital by issuing series G shares, excluding the pre-emptive rights of existing shareholders and amending the Company's Articles of Association.

§2

The resolution comes into force upon its adoption.