

DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING

The Management Board of FEERUM S.A. (the “**Company**” or the “**Issuer**”), hereby presents draft resolutions of the Ordinary General Shareholders’ Meeting of the Company convened for 10 June 2019, 9.00 AM, in the Company’s registered seat, in Chojnów at 6 Okrzei St.

Ad point 2 of the Agenda

**“Resolution No. 1/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on election of the Chairman of the Ordinary General Meeting of Company**

§1

Pursuant to Art. 409 § 1 of the Commercial Companies Code the Ordinary General Meeting appoints Mrs./Mr. [●] as the Chairman of the Ordinary General Meeting of the Company.

§2

This resolution comes into force on the date of its adoption.”

Ad point 4 of the Agenda

**“Resolution No. 2/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on election of the Returning Committee**

§1

Pursuant to §22 of “Bylaws of the General Meeting of FEERUM S.A. with its registered seat in Chojów” the Ordinary General Meeting appoints Mrs./Ms. [●] and Mrs./Ms. [●] to the Returning Committee.

§2

This resolution comes into force on the date of its adoption.”

Ad point 5 of the Agenda

**“Resolution No. 3/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on adoption of the agenda of the Ordinary General Meeting**

§1

Pursuant to §25 of “Bylaws of the General Meeting of FEERUM S.A. with its registered seat in Chojów” the Ordinary General Meeting hereby accepts the following agenda:

1. Opening the Ordinary General Meeting;
2. Election of the Chairman of the Ordinary General Meeting;

3. Drawing up attendance list, asserting that the Ordinary General Meeting has been convened correctly and is capable of adopting resolutions;
4. Election of the Returning Committee;
5. Adoption of the agenda of the Ordinary General Meeting;
6. Adoption of the resolution on consideration and approval of the report of the Management Board from the operations of the Company and Capital Group of the Company for financial year 2018 and financial statement of the Company for financial year 2018 and consolidated financial statement of the Capital Group of the Company for financial year 2018;
7. Adoption of the resolution on consideration and approval of the report of the Supervisory Board of the Company together with the report of the Audit Committee for financial year 2018;
8. Adoption of the resolution on distribution of profit generated by the Company in financial year 2018;
9. Adoption of the resolution on acknowledgement of the fulfillment of duties by members of the Management Board of the Company for financial year 2018;
10. Adoption of the resolution on acknowledgement of the fulfillment of duties by members of the Supervisory Board of the Company for financial year 2018;
11. Adoption of the resolution on the dismissal of the Supervisory Board's member;
12. Adoption of the resolution on the appointment of the Supervisory Board's member;
13. Adoption of the resolution on the remuneration of the Supervisory Board's members;
14. Closing of the Ordinary General Meeting.

§2

This resolution comes into force on the date of its adoption.”

Ad point 6 of the Agenda

**“Resolution No. 4/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on consideration and approval of the report of the Management Board on the activity of
the Company and Capital Group of the Company for the financial year 2018 and the
financial statement of the Company for the financial year 2018 and the consolidated
financial statement of Capital Group of the Company for the financial year 2018**

§1

The Ordinary General Meeting of the Company, pursuant to article 395 § 2 point 1 and under Art. 395 § 5 of the Commercial Companies Code and § 11 paragraph 1 letter (a) of the

Articles of Association of the Company, after consideration, decides to approve the report of the Management Board on the activity of the Company and Capital Group of the Company for the financial year 2018.

§2

The Ordinary General Meeting of the Company, acting according to Art. 395 § 2 point 1 of the Commercial Companies Code, Art. 53 section 1 of the Accounting Act and § 11 paragraph 1 letter (a) of Articles of Association of the Company, after consideration, decides to approve financial statement of the Company for financial year 2018, which includes:

- 1) balance sheet prepared as of 31 December 2018, showing total assets and liabilities of PLN 214,576 thousand (in words: two hundred and fourteen million five hundred and seventy six thousand Polish zloty),
- 2) profit and loss account for the period from 1 January 2018 to 31 December 2018, showing a net profit of PLN 6,478 thousand (in words: six million four hundred and seventy eight thousand Polish zloty),
- 3) total income statement for the period from 1 January 2018 to 31 December 2018, showing total profit in the amount of PLN 6,478 thousand (in words: six million four hundred and seventy eight thousand Polish zloty),
- 4) statement of changes in equity for the period from 1 January 2018 to 31 December 2018, showing an increase in equity by the amount of PLN 6,478 thousand (in words: six million four hundred and seventy eight thousand Polish zloty),
- 5) cash flow statement for the period from 1 January 2018 to 31 December 2018, showing an increase in cash by the amount of PLN 315 thousand (in words: three hundred and fifteen thousand Polish zloty)
- 6) additional notes, comprising a summary of significant accounting policies and other explanatory information.

§3

The Ordinary General Meeting of the Company, acting according to Art. 395 § 5 of the Commercial Companies Code, Art. 63c section 4 of the Accounting Act, after consideration, decides to approve consolidated financial statement of the Capital Group of the Company for financial year 2018, which includes:

- 1) consolidated balance sheet prepared as of 31 December 2018, showing total assets and liabilities of PLN 220,808 thousand (in words: two hundred and twenty million eight hundred and eight thousand Polish zloty),
- 2) consolidated profit and loss account for the period from 1 January 2018 to 31 December 2018, showing a net profit of PLN 7,492 thousand (in words: seven million four hundred and ninety two thousand Polish zloty),

- 3) consolidated total income statement for the period from 1 January 2018 to 31 December 2018, showing total profit in the amount of PLN 7,492 thousand (in words: seven million four hundred and ninety two thousand Polish zloty),
- 4) consolidated statement of changes in equity for the period from 1 January 2018 to 31 December 2018, showing an increase in equity by the amount of PLN 7,492 thousand (in words: seven million four hundred and ninety two thousand Polish zloty),
- 5) consolidated cash flow statement for the period from 1 January 2018 to 31 December 2018, showing an increase in cash by the amount of PLN 442 thousand (in words: four hundred and forty two thousand Polish zloty),
- 6) additional notes, comprising a summary of significant accounting policies and other explanatory information.

§4

This resolution comes into force on the date of its adoption.”

Ad point 7 to the Agenda

**“Resolution No. 5/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on consideration and approval of the report of the Supervisory Board of the Company
together with the report of the Audit Committee for the financial year 2018**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 382 § 3 and Art. 395 § 5 the Polish Commercial Companies Code, after consideration, approves the report of the Supervisory Board of the Company, which includes report on the results of the evaluation of the report of the Management Board of the Company on the activity of the Company and Capital Group of the Company for the financial year 2018, the financial statements of the Company and Capital Group of the Company for the financial year 2018 and motion of the Management Board of the Company on distribution of profit and the evaluation of situation of the Company and the report of the Audit Committee for the financial year 2018.

§2

This resolution comes into force on the date of its adoption.”

Ad point 8 to the Agenda

**“Resolution No. 6/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on distribution of profit generated by the Company
in financial year 2018**

§1

Pursuant to Art. 395 § 2 point 2 of the Commercial Companies Code the Ordinary General Meeting of the Company, decides to transfer profit generated by the Company in financial year 2018 in the amount of PLN 6,478 thousand (in words: six million four hundred and seventy eight thousand Polish zloty) to the supplementary capital of the Company.

§2

This resolution comes into force on the date of its adoption.”

Ad point 9 to the Agenda

**“Resolution No. 7/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on approval of the performance of duties carried out by
Mr. Daniel Janusz
as the President of the Management Board of the Company
in the financial year 2018**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, hereby approves the performance of duties carried out by Mr. Daniel Janusz as the President of the Management Board of the Company in the financial year 2018.

§2

This resolution comes into force on the date of its adoption.”

**“Resolution No. 8/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on approval of the performance of duties carried out by
Mr. Piotr Wielesik
as Member of the Management Board of the Company
in the financial year 2018**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, hereby approves the performance of duties carried out by Mr. Piotr Wielesik as Member of the Management Board of the Company in the financial year 2018.

§2

This resolution comes into force on the date of its adoption.”

Ad point 10 of the Agenda

**“Resolution No. 9/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on approval of the performance of duties carried out by
Mrs. Magdalena Łabudzka-Janusz
as Member of the Supervisory Board of the Company
in the financial year 2018**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, hereby approves the performance of duties carried out by Mrs. Magdalena Łabudzka-Janusz as Member of the Supervisory Board of the Company in the financial year 2018.

§2

This resolution comes into force on the date of its adoption.”

**“Resolution No. 10/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on approval of the performance of duties carried out by
Mr. Jakub Marcinkowski
as Member of the Supervisory Board of the Company
in the financial year 2018**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, hereby approves the performance of duties carried out by Mr. Jakub Marcinkowski as Member of the Supervisory Board of the Company in the financial year 2018.

§2

This resolution comes into force on the date of its adoption.”

**“Resolution No. 11/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on approval of the performance of duties carried out by
Mr. Maciej Kowalski
as Member of the Supervisory Board of the Company
in the financial year 2018**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, hereby approves the performance of duties carried out by Mr. Maciej Kowalski as Member of the Supervisory Board of the Company in the financial year 2018.

§2

This resolution comes into force on the date of its adoption.”

**“Resolution No. 12/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on approval of the performance of duties carried out by
Mr. Jerzy Suchnicki
as Member of the Supervisory Board of the Company in the financial year 2018**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, hereby approves the performance of duties carried out by Mr. Jerzy Suchnicki as Member of the Supervisory Board of the Company in the financial year 2018.

§2

This resolution comes into force on the date of its adoption.”

**“Resolution No. 13/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on approval of the performance of duties carried out by
Mr. Henryk Chojnowski
as Member of the Supervisory Board of the Company
in the financial year 2018**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, hereby approves the performance of duties carried out by Mr. Henryk Chojnowski as Member of the Supervisory Board of the Company in the financial year 2018.

§2

This resolution comes into force on the date of its adoption.”

Ad point 11 of the Agenda

**“Resolution No. 14/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on the dismissal of the Supervisory Board’s Member**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 385 § 1 of the Commercial Companies Code and § 13 sec. 2 of the Articles of Association of the Company, hereby dismisses [●] from the Supervisory Board of the Company.

§2

This resolution comes into force on the date of its adoption.”

Ad point 12 of the Agenda

**“Resolution No. 15/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on the appointment of the Supervisory Board’s Member**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 385 § 1 of the Commercial Companies Code and § 13 sec. 2 of the Articles of Association of the Company, hereby appoints [●] as Member of the Supervisory Board of the Company.

§2

This resolution comes into force on the date of its adoption.”

Ad point 13 of the Agenda

**“Resolution No. 16/2019
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 10 June 2019
on the remuneration of the Supervisory Board’s Members**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 392 § 1 of the Commercial Companies Code and §18 of the Articles of Association of the Company, hereby determines the following remuneration of Members of the Supervisory Board of the Company:

1. the Chairman of the Supervisory Board [●] – remuneration in the amount [●] payable [●],
2. the deputy Chairman of the Supervisory Board [●] – remuneration in the amount [●] payable [●],
3. Member of the Supervisory Board [●] – remuneration in the amount [●] payable [●],
4. Member of the Supervisory Board [●] – remuneration in the amount [●] payable [●],
5. Member of the Supervisory Board [●] – remuneration in the amount [●] payable [●].

§2

The following are repealed: resolutions no. 21, no. 23, no. 24 and no. 25 of the Ordinary General Meeting of the Company dated 28 April 2015 and resolution no. 7/2017 of the Extraordinary General Meeting of the Company dated 30 October 2017 on determining the remuneration of Members of the Supervisory Board.

§3

This resolution comes into force on [●].”