

**JUSTIFICATION TO  
DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING CONVENED  
FOR 29 JUNE 2020**

**Ad point 2 of the Agenda**

**“Resolution No. 1/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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.”

*Justification: a resolution of a technical and organizational nature.*

**Ad point 4 of the Agenda**

**“Resolution No. 2/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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.”

*Justification: a resolution of a technical and organizational nature.*

**Ad point 5 of the Agenda**

**“Resolution No. 3/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 2019 and financial statement of the Company for financial year 2019 and consolidated financial statement of the Capital Group of the Company for financial year 2019;
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 2019;
8. Adoption of the resolution on distribution of profit generated by the Company in financial year 2019;
9. Adoption of the resolution on acknowledgement of the fulfillment of duties by members of the Management Board of the Company for financial year 2019;
10. Adoption of the resolution on acknowledgement of the fulfillment of duties by members of the Supervisory Board of the Company for financial year 2019;
11. Adoption of the resolutions on the dismissal of the Supervisory Board's member;
12. Adoption of the resolutions on the appointment of the Supervisory Board's member;
13. Adoption of the resolution on amendment of the Articles of Association of the Company;
14. Closing of the Ordinary General Meeting.

## §2

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

*Justification: a resolution of a technical and organizational nature.*

### **Ad point 6 of the Agenda**

**“Resolution No. 4/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 2019 and the  
financial statement of the Company for the financial year 2019 and the consolidated  
financial statement of Capital Group of the Company for the financial year 2019**

## §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 2019.

## §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. section 1 letter (a) of Articles of Association of the Company, after consideration, decides to approve financial statement of the Company for financial year 2019, which includes:

- 1) balance sheet prepared as of 31 December 2019, showing total assets and liabilities of PLN 240,840 thousand (in words: two hundred and forty million eight hundred and forty thousand Polish zloty),
- 2) profit and loss account for the period from 1 January 2019 to 31 December 2019, showing a net profit of PLN 18,520 thousand (in words: eighteen million five hundred and twenty thousand Polish zloty),
- 3) total income statement for the period from 1 January 2019 to 31 December 2019, showing total profit in the amount of PLN 18,520 thousand (in words: eighteen million five hundred and twenty thousand Polish zloty),
- 4) statement of changes in equity for the period from 1 January 2019 to 31 December 2019, showing an increase in equity by the amount of PLN 18,520 thousand (in words: eighteen million five hundred and twenty thousand Polish zloty),
- 5) cash flow statement for the period from 1 January 2019 to 31 December 2019, showing an increase in cash by the amount of PLN 6.636 thousand (in words: six million six hundred and thirty six 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 2019, which includes:

- 1) consolidated balance sheet prepared as of 31 December 2019, showing total assets and liabilities of PLN 249,427 thousand (in words: two hundred and forty nine million four hundred and twenty seven thousand Polish zloty),

- 2) consolidated profit and loss account for the period from 1 January 2019 to 31 December 2019, showing a net profit of PLN 18,594 thousand (in words: eighteen million five hundred and ninety four thousand Polish zloty),
- 3) consolidated total income statement for the period from 1 January 2019 to 31 December 2019, showing total profit in the amount of PLN 18,594 thousand (in words: eighteen million five hundred and ninety four thousand Polish zloty),
- 4) consolidated statement of changes in equity for the period from 1 January 2019 to 31 December 2019, showing an increase in equity by the amount of PLN 18,594 thousand (in words: eighteen million five hundred and ninety four thousand Polish zloty),
- 5) consolidated cash flow statement for the period from 1 January 2019 to 31 December 2019, showing an increase in cash by the amount of PLN 6,537 thousand (in words: six million five hundred and thirty seven 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.”

*Justification: resolution adopted by ordinary general meeting in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code and the Accounting Act.*

#### **Ad point 7 to the Agenda**

**“Resolution No. 5/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 2019**

#### §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 2019, the financial statements of the Company and Capital Group of the Company for the financial year 2019 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 2019.

#### §2

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

Justification: resolution adopted by ordinary general meetings in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code.

**Ad point 8 to the Agenda**

**“Resolution No. 6/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
on distribution of profit generated by the Company  
in financial year 2019**

**§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 2019 in the amount of PLN 18,519,780.09 (in words: eighteen million five hundred and nineteen thousand seven hundred and eighty zloty nine grosz) in the following way:

1. the amount of PLN 13,750,822.09 (in words: thirteen million seven hundred and fifty thousand eight hundred and twenty-two zloty nine grosz) shall be allocated to the supplementary capital;
2. the amount of PLN 4,768,958.00 (in words: four million seven hundred and sixty-eight thousand nine hundred and fifty-eight zloty) shall be paid out as dividend, which represents a dividend in amount of PLN 0.50 (in words: fifty grosz) per share.

**§2**

The date on which the list of shareholders entitled to pay dividends for the financial year ended on 31 December 2019 is determined for 6 July 2020. The dividend payment date is set for 30 September 2020.

**§3**

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

Justification: resolution adopted by ordinary general meetings in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code.

The proposed period of time between the date of determining the right to dividend and the date of dividend payment is longer than the period of 15 working days recommended by the Best Practice Code for WSE Listed Companies. Setting a longer period between these dates is justified by the increased demand for working capital anticipated by the Company in the nearest future (the period of intensified construction works in the spring and summer).

**Ad point 9 to the Agenda**

**“Resolution No. 7/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 2019**

**§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 2019.

**§2**

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

*Justification: resolution adopted by ordinary general meetings in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code.*

**“Resolution No. 8/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
on approval of the performance of duties carried out by  
Mr. Piotr Wieleśik  
as Member of the Management Board of the Company  
in the financial year 2019**

**§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 Wieleśik as Member of the Management Board of the Company in the financial year 2019.

**§2**

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

*Justification: resolution adopted by ordinary general meetings in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code.*

**Ad point 10 of the Agenda**

**“Resolution No. 9/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 2019**

**§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 2019.

**§2**

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

*Justification: resolution adopted by ordinary general meetings in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code.*

**“Resolution No. 10/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
on approval of the performance of duties carried out by  
Mr. Jakub Marcinowski  
as Member of the Supervisory Board of the Company  
in the financial year 2019**

**§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 Marcinowski as Member of the Supervisory Board of the Company in the financial year 2019.

**§2**

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

*Justification: resolution adopted by ordinary general meetings in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code.*

**“Resolution No. 11/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 2019**

**§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 2019.

**§2**

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

Justification: resolution adopted by ordinary general meetings in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code.

**“Resolution No. 12/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 2019**

**§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 2019.

**§2**

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

Justification: resolution adopted by ordinary general meetings in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code.

**“Resolution No. 13/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
on approval of the performance of duties carried out by  
Mr. Szymon Adamczyk  
as Member of the Supervisory Board of the Company in the financial year 2019**

**§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. Szymon Adamczyk as Member of the Supervisory Board of the Company in the financial year 2019.

**§2**

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

Justification: resolution adopted by ordinary general meetings in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code.

**“Resolution No. 14/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 2019**



## §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 2019.

## §2

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

Justification: resolution adopted by ordinary general meetings in order to close and settle the financial year in accordance with Article 395 of the Commercial Companies Code.

### **Ad point 11 of the Agenda**

**“Resolution No. 15/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 Mrs. Magdalena Łabudzka-Janusz from the Supervisory Board of the Company.

## §2

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

Justification: making changes in the composition of the Supervisory Board is an authorization of the General Meeting of the Company. The purpose of introducing changes in the composition of the Supervisory Board is to strengthen supervision in the Company. Additionally, please note that on 28 April 2020, the term of office of the current Members of the Supervisory Board expired and they currently perform their function based on their mandate. Therefore, in the opinion of the Company’s Management Board, it is reasonable to appoint Members of the Supervisory Board for a new term of office without waiting for the expiry of their mandates next year.

**“Resolution No. 16/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 Mr. Maciej Kowalski from the Supervisory Board of the Company.

## §2

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

Justification: making changes in the composition of the Supervisory Board is an authorization of the General Meeting of the Company. The purpose of introducing changes in the composition of the Supervisory Board is to strengthen supervision in the Company. Additionally, please note that on 28 April 2020, the term of office of the current Members of the Supervisory Board expired and they currently perform their function based on their mandate. Therefore, in the opinion of the Company’s Management Board, it is reasonable to appoint Members of the Supervisory Board for a new term of office without waiting for the expiry of their mandates next year.

**“Resolution No. 17/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 Mr. Henryk Chojnacki from the Supervisory Board of the Company.

## §2

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

Justification: making changes in the composition of the Supervisory Board is an authorization of the General Meeting of the Company. The purpose of introducing changes in the composition of the Supervisory Board is to strengthen supervision in the Company. Additionally, please note that on 28 April 2020, the term of office of the current Members of the Supervisory Board expired and they currently perform their function based on their mandate. Therefore, in the opinion of the Company’s Management Board, it is reasonable to appoint Members of the Supervisory Board for a new term of office without waiting for the expiry of their mandates next year.

**“Resolution No. 18/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 Mr. Jakub Marcinowski from the Supervisory Board of the Company.

## §2

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

Justification: making changes in the composition of the Supervisory Board is an authorization of the General Meeting of the Company. The purpose of introducing changes in the composition of the Supervisory Board is to strengthen supervision in the Company. Additionally, please note that on 28 April 2020, the term of office of the current Members of the Supervisory Board expired and they currently perform their function based on their mandate. Therefore, in the opinion of the Company's Management Board, it is reasonable to appoint Members of the Supervisory Board for a new term of office without waiting for the expiry of their mandates next year.

**“Resolution No. 19/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 Mr. Szymon Adamczyk from the Supervisory Board of the Company.

**§2**

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

Justification: making changes in the composition of the Supervisory Board is an authorization of the General Meeting of the Company. The purpose of introducing changes in the composition of the Supervisory Board is to strengthen supervision in the Company. Additionally, please note that on 28 April 2020, the term of office of the current Members of the Supervisory Board expired and they currently perform their function based on their mandate. Therefore, in the opinion of the Company's Management Board, it is reasonable to appoint Members of the Supervisory Board for a new term of office without waiting for the expiry of their mandates next year.

**Ad point 12 of the Agenda**

**“Resolution No. 20/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 for new, 5 years, joint term.

**§2**

The Ordinary General Meeting of the Company, acting pursuant to Article 392 § 1 of the Commercial Companies Code and § 18. of the Company's Articles of Association, grants the Member of Supervisory Board remuneration in the amount of [●], payable [●].

### §3

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

Justification: making changes in the composition of the Supervisory Board is an authorization of the General Meeting of the Company. The purpose of introducing changes in the composition of the Supervisory Board is to strengthen supervision in the Company. Additionally, please note that on 28 April 2020, the term of office of the current Members of the Supervisory Board expired and they currently perform their function based on their mandate. Therefore, in the opinion of the Company's Management Board, it is reasonable to appoint Members of the Supervisory Board for a new term of office without waiting for the expiry of their mandates next year. Additionally, it should be noted that in accordance with Article 392 §1 of the Commercial Companies Code in conjunction with §18 of the Company's Articles of Association, Supervisory Board members may receive remuneration. The amount of remuneration is determined by a resolution of the General Meeting of the Company. It is the Company's standard practice to remunerate Supervisory Board members. Therefore, the Management Board of the Company proposes in the resolution on appointment of the Supervisory Board members to grant them remuneration. Specific proposals in this respect should be submitted by the shareholders during the Ordinary General Meeting of the Company.

**“Resolution No. 21/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 for new, 5 years, joint term.

### §2

The Ordinary General Meeting of the Company, acting pursuant to Article 392 § 1 of the Commercial Companies Code and § 18. of the Company's Articles of Association, grants the Member of Supervisory Board remuneration in the amount of [●], payable [●].

### §3

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

Justification: making changes in the composition of the Supervisory Board is an authorization of the General Meeting of the Company. The purpose of introducing changes in the composition of the Supervisory Board is to strengthen supervision in the Company. Additionally, please note that on 28 April 2020, the term of office of the current Members of

the Supervisory Board expired and they currently perform their function based on their mandate. Therefore, in the opinion of the Company's Management Board, it is reasonable to appoint Members of the Supervisory Board for a new term of office without waiting for the expiry of their mandates next year. Additionally, it should be noted that in accordance with Article 392 §1 of the Commercial Companies Code in conjunction with §18 of the Company's Articles of Association, Supervisory Board members may receive remuneration. The amount of remuneration is determined by a resolution of the General Meeting of the Company. It is the Company's standard practice to remunerate Supervisory Board members. Therefore, the Management Board of the Company proposes in the resolution on appointment of the Supervisory Board members to grant them remuneration. Specific proposals in this respect should be submitted by the shareholders during the Ordinary General Meeting of the Company.

**“Resolution No. 22/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 for new, 5 years, joint term.

**§2**

The Ordinary General Meeting of the Company, acting pursuant to Article 392 § 1 of the Commercial Companies Code and § 18. of the Company's Articles of Association, grants the Member of Supervisory Board remuneration in the amount of [●], payable [●].

**§3**

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

Justification: making changes in the composition of the Supervisory Board is an authorization of the General Meeting of the Company. The purpose of introducing changes in the composition of the Supervisory Board is to strengthen supervision in the Company. Additionally, please note that on 28 April 2020, the term of office of the current Members of the Supervisory Board expired and they currently perform their function based on their mandate. Therefore, in the opinion of the Company's Management Board, it is reasonable to appoint Members of the Supervisory Board for a new term of office without waiting for the expiry of their mandates next year. Additionally, it should be noted that in accordance with Article 392 §1 of the Commercial Companies Code in conjunction with §18 of the Company's Articles of Association, Supervisory Board members may receive remuneration. The amount of remuneration is determined by a resolution of the General Meeting of the Company. It is the Company's standard practice to remunerate Supervisory Board members. Therefore, the Management Board of the Company proposes in the resolution on appointment of the Supervisory Board members to grant them remuneration. Specific proposals in this respect

should be submitted by the shareholders during the Ordinary General Meeting of the Company.

**“Resolution No. 23/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 for new, 5 years, joint term.

**§2**

The Ordinary General Meeting of the Company, acting pursuant to Article 392 § 1 of the Commercial Companies Code and § 18. of the Company’s Articles of Association, grants the Member of Supervisory Board remuneration in the amount of [●], payable [●].

**§3**

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

Justification: making changes in the composition of the Supervisory Board is an authorization of the General Meeting of the Company. The purpose of introducing changes in the composition of the Supervisory Board is to strengthen supervision in the Company. Additionally, please note that on 28 April 2020, the term of office of the current Members of the Supervisory Board expired and they currently perform their function based on their mandate. Therefore, in the opinion of the Company’s Management Board, it is reasonable to appoint Members of the Supervisory Board for a new term of office without waiting for the expiry of their mandates next year. Additionally, it should be noted that in accordance with Article 392 §1 of the Commercial Companies Code in conjunction with §18 of the Company’s Articles of Association, Supervisory Board members may receive remuneration. The amount of remuneration is determined by a resolution of the General Meeting of the Company. It is the Company’s standard practice to remunerate Supervisory Board members. Therefore, the Management Board of the Company proposes in the resolution on appointment of the Supervisory Board members to grant them remuneration. Specific proposals in this respect should be submitted by the shareholders during the Ordinary General Meeting of the Company.

**“Resolution No. 24/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
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 for new, 5 years, joint term.

## §2

The Ordinary General Meeting of the Company, acting pursuant to Article 392 § 1 of the Commercial Companies Code and § 18. of the Company's Articles of Association, grants the Member of Supervisory Board remuneration in the amount of [●], payable [●].

## §3

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

*Justification: making changes in the composition of the Supervisory Board is an authorization of the General Meeting of the Company. The purpose of introducing changes in the composition of the Supervisory Board is to strengthen supervision in the Company. Additionally, please note that on 28 April 2020, the term of office of the current Members of the Supervisory Board expired and they currently perform their function based on their mandate. Therefore, in the opinion of the Company's Management Board, it is reasonable to appoint Members of the Supervisory Board for a new term of office without waiting for the expiry of their mandates next year. Additionally, it should be noted that in accordance with Article 392 §1 of the Commercial Companies Code in conjunction with §18 of the Company's Articles of Association, Supervisory Board members may receive remuneration. The amount of remuneration is determined by a resolution of the General Meeting of the Company. It is the Company's standard practice to remunerate Supervisory Board members. Therefore, the Management Board of the Company proposes in the resolution on appointment of the Supervisory Board members to grant them remuneration. Specific proposals in this respect should be submitted by the shareholders during the Ordinary General Meeting of the Company.*

### **Ad point 13 of the Agenda**

**“Resolution No. 25/2020  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 29 June 2020  
on amendment of the Articles of Association of the Company**

## §1

The Ordinary General Meeting of the Company, acting pursuant to Article 430 § 1 of the of Commercial Companies Code and § 11. section 1 letter (e) of the Company's Articles of Association, amends the Company's Articles of Association as follows:

### **I.**

§ 6. section 1 of the Company's Articles of Association shall have the following new wording:

*“1. The business activity of the Company is:*

*(a) manufacture of other tanks, reservoirs and containers of metal (PKD 25.29.Z),*

- (b) *manufacture of instruments and appliances for measuring, testing and navigation (PKD 26.51.Z),*
- (c) *manufacture of lifting equipment and gripping devices (PKD 28.22.Z),*
- (d) *manufacture of industrial cooling and ventilation equipment (PKD 28.25.Z),*
- (e) *manufacture of machinery for food, beverage and tobacco processing (PKD 28.93.Z),*
- (f) *repair and maintenance of machinery (PKD 33.12.Z),*
- (g) *installation of industrial machinery and equipment and outfit (PKD 33.20.Z),*
- (h) *electrical installation (PKD 43.21.Z),*
- (i) *other specialised construction activities not elsewhere classified (PKD 43.99.Z),*
- (j) *other credit granting (PKD 64.92.Z),*
- (k) *manufacture of metal structures and parts of structures (PKD 25.11.Z),*
- (l) *manufacture of ovens, furnaces and furnace burners (PKD 28.21.Z),*
- (m) *manufacture of other general-purpose machinery not elsewhere classified (PKD 28.29.Z),*
- (n) *manufacture of agricultural and forestry machinery (PKD 28.30.Z),*
- (o) *manufacture of other special-purpose machinery not elsewhere classified (PKD 28.99.Z),*
- (p) *freight transport by road (PKD 49.41.Z),*
- (q) *buying and selling of own real estate (PKD 68.10.Z),*
- (r) *rental and operating of own or leased real estate (PKD 68.20.Z),*
- (s) *accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.20.Z),*
- (t) *business and other management consultancy activities (PKD 70.22.Z),*
- (u) *engineering activities and related technical consultancy (PKD 71.12.Z),*
- (v) *research and experimental development on biotechnology (PKD 72.11.Z),*
- (w) *other research and experimental development on natural sciences and engineering (PKD 72.19.Z),*
- (x) *specialised design activities (PKD 74.10.Z),*
- (y) *other professional, scientific and technical activities not elsewhere classified (PKD 74.90.Z),*



- (z) *leasing of intellectual property and similar products, except copyrighted works (PKD 77.40.Z),*
- (aa) *works related to construction of transmission pipelines and distribution networks (PKD 42.21.Z),*
- (bb) *works related to construction of telecommunications and electricity lines (PKD 42.22.Z),*
- (cc) *works related to construction of other civil engineering projects not elsewhere classified (PKD 42.99.Z),*
- (dd) *demolition (PKD 43.11.Z),*
- (ee) *site preparation (PKD 43.12.Z),*
- (ff) *plumbing, heat and air-conditioning installation (PKD 43.22.Z),*
- (gg) *other construction installation (PKD 43.29.Z),*
- (hh) *other building completion and finishing (PKD 43.39.Z),*
- (ii) *architectural activities (PKD 71.11.Z),*
- (jj) *other technical testing and analysis (PKD 71.20.B),*
- (kk) *other personal service activities not elsewhere classified (PKD 96.09.Z)."*

**Justification: The amendment proposed in point I of Resolution No. 25 includes an extension of the Company's scope of business activity, which will correspond to the Company's actual business activity.**

## II.

§ 7. section 1 of the Company's Articles of Association shall have the following new wording:

*"1. The Company's share capital amounts to PLN 33,382,706.00 (in words: thirty three million three hundred and eighty two thousand seven hundred and six Polish zloty) and is divided into 9,537,916 (in words: nine million five hundred and thirty seven thousand nine hundred and sixteen) shares with a nominal value of PLN 3.50 (in words: three zloty fifty grosz) each, including:*

- a) 1,000,000 (one million) A series bearer shares,*
- b) 335,000 (in words: three hundred and thirty-five thousand) B series bearer shares,*
- c) 3,060,301 (in words: three million sixty thousand three hundred and one) C series bearer shares,*
- d) 2,942,615 (in words: two million nine hundred forty two thousand six hundred fifteen) D series bearer shares,*
- e) 2,200,000 (in words: two million two hundred thousand) E series bearer shares."*

**Justification: Item II of the resolution includes a technical change consisting in deleting the word “ordinary” and the numbering of the series of shares.**

### III.

In § 7. of the Company’s Articles of Association section 4 shall be deleted, in consequence sections 5 and 6 of that paragraph shall be numbered 4 and 5 respectively.

**Justification: Paragraph 4 is no longer needed, because it concerns the change in the status of series C and D shares from registered shares to bearer shares with the effect as of dematerialization. This happened in the past. The renumbering is a consequence of the deletion of paragraph 4.**

### IV.

§ 13. section 1 of the Company’s Articles of Association shall have the following new wording:

*“1. The Supervisory Board consists of 5 (five) to 7 (seven) members.”*

**Justification: To enable the General Meeting to increase numbers of members of the Supervisory Board.**

### V.

§ 13. section 5. of the Company’s Articles of Association shall have the following new wording:

*“5. As long as the Company's shares are traded on the regulated market, at least 2 (two) members of the Supervisory Board meet the independence criteria set out in Article 129 section 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision (“Act on Statutory Auditors”). At least two independent members should also meet 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.”*

**Justification: The purpose of this amendment is to amend the Company’s Articles of Association in line with the provisions in force.**

### VI.

In § 13. of the Company’s Articles of Association, after section 7 section 8 shall be added with the following wording:

*“8. If the mandate of a member of the Supervisory Board elected by the General Meeting expires due to his death, due to the resignation of a member of the Supervisory Board or for any other reason, the remaining members of the Supervisory Board may appoint a new member of the Supervisory Board, who will perform his duties until the next General Meeting elects a member of the Supervisory Board.”*

**Justification: The above amendment enables the operating of the Supervisory Board in the period between the resignation of a Supervisory Board member and the next General Meeting.**

## VII.

§ 14. section 3 of the Company's Articles of Association shall have the following new wording:

*“3. The Supervisory Board may appoint committees or committees (including the Remuneration Committee), both permanent and to clarify individual issues, provided that the subject of their work falls within the competence of the Supervisory Board. The Supervisory Board shall determine the organization, operation and powers of the aforementioned committees or committees and shall appoint and dismiss their members.”*

**Justification: The amendment only includes the deletion of the Audit Committee from the scope of paragraph 3. The Audit Committee will regulate the new paragraph 14a.**

## VIII.

After § 14., § 14a. shall be added, with the following wording:

*„§ 14a.*

- 1. As long as the Company's shares are traded on the regulated market, the Supervisory Board shall appoint an Audit committee consisting of at least 3 (three) members meeting the requirements set forth in the Act on Statutory Auditors, and at least 2 (two), including the chairman of the Audit committee meeting the independence criteria set forth in the Act on Statutory Auditors. In addition, the chairman of the Audit Committee meets the independence criteria set forth 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 Statutory Auditors.*
- 3. The Supervisory Board shall adopt the by-laws of the Audit Committee.”*

**Justification: The purpose of this amendment is to amend the Company's Articles of Association in line with the provisions in force.**

## § 2

The Company's Supervisory Board shall be authorized to determine the consolidated text of the amended Company's Articles of Association.

## § 3

This Resolution shall come into force on the date of its adoption, with the reservation that the amendments to the Company's Articles of Association specified in § 1 above shall come into force, pursuant to Article 430 § 1 of the Commercial Companies Code, on the date of their registration by the registry court.”