

Draft resolutions of the Extraordinary General Meeting

The Management Board of FEERUM Spółka Akcyjna with its registered office in Chojnów, address: ul. Okrzei 6, 59-225 Chojnów, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register, under KRS number 0000280189 (hereinafter the "Company"), makes the content public draft resolutions of the Extraordinary General Meeting of the Company convened for February 6, 2017 at 9:00 am at the registered office of the Company in Chojnów at ul. Okrzei 6.

Ad 2 of the agenda:

Resolution No. [λ]
Of the Extraordinary General Meeting of the company
Feerum Spółka Akcyjna with its registered office in Chojnów
of February 6, 2017
regarding the election of the Chairman of the Extraordinary General Meeting

§ 1.

"Based on Article. 409 § 1 of the Code of Commercial Companies, the Extraordinary General Meeting of Shareholders elects Ms / Mr [λ] as the Chairman of the Extraordinary General Meeting of Shareholders of FEERUM S.A. "

§ 2.

The resolution comes into force on the day of its adoption.

Ad 4 of the agenda:

Resolution No. []
Of the Extraordinary General Meeting of the company
Feerum Spółka Akcyjna with its registered office in Chojnów
of February 6, 2017
on the election of the Returning Committee

§ 1.

"The Extraordinary General Meeting of the Company decides to revoke the secrecy of voting on the election of the Returning Committee and call to the Returning Committee Ms / Mr [λ]."

§ 2.

The resolution comes into force on the day of its adoption.

Ad 5 of the agenda:

Resolution No. []
Of the Extraordinary General Meeting of the company
Feerum Spółka Akcyjna with its registered office in Chojnów
of February 6, 2017
regarding the adoption of the agenda

§ 1.

"The Extraordinary General Meeting of the Company adopts the agenda in the following wording:

1. Opening of the General Meeting;
2. Election of the Chairman of the General Meeting;
3. Preparing the attendance list, confirming the correctness of convening the General Meeting and its ability to adopt resolutions;
4. Election of the Returning Committee;
5. Adoption of the agenda of the General Meeting;
6. Adoption of a resolution on 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;
7. Adoption of a resolution regarding the increase of the Company's share capital through the issuance of series G shares, excluding the pre-emptive right of the existing shareholders and the amendment of the Company's Articles of Association;
8. Free applications;
9. Closing the General Meeting. "

§ 2.

The resolution comes into force on the day of its adoption
Ad 6 agenda:

Resolution No. []
Of the Extraordinary General Meeting of the company
Feerum Spółka Akcyjna with its registered office in Chojnów
of February 6, 2017

regarding the increase of 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

Acting on the basis of art. 430 § 1, 431 § 1 and § 2 point 1), 432 § 1 and § 2, 433 § 2 of the Code of Commercial Companies and § 11 point 1 lit. e) and f) of the Statute, the Extraordinary General Meeting of Feerum S.A. with its registered office in Chojnów (the "Company") hereby resolves as follows:

§ 1.

1. The share capital of the Company is increased from PLN 33,382,706.00 (thirty three million three hundred eighty two thousand seven hundred and six zlotys) to PLN 36,720,974.50 (thirty six million seven hundred twenty thousand nine hundred seventy four zlotys and PLN 50/100), that is by PLN 3,338,288.50 (in words: three million three hundred and thirty-eight thousand two hundred and sixty-eight and PLN 50/100), by way of issue 953,791 (in words: nine hundred and fifty-three thousand seven hundred and ninety-one) F series ordinary bearer shares with a nominal value of PLN 3.50 (in words: three and PLN 50/100) each ("Series F Shares").
2. Series F shares may be paid only with cash contributions.

3. Series F shares are ordinary bearer shares.
4. Series F shares will participate in the dividend starting from distributions from profit, which will be allocated for distribution for the financial year 2016, ie from January 1, 2016, on the same terms as all other shares of the Company. However, if the Series F Shares are registered on securities accounts after the date on which the shareholders entitled to participate in the profit for the financial year 2016 will be determined, the Series F Shares will participate in the dividend for the first time, starting with payments from profit for the 2017 financial year, ie from January 1, 2017.
5. Based on art. 433 § 2 of the Code of Commercial Companies, after hearing the written opinion of the Company's Management Board justifying the reasons for depriving the right to subscribe for Series F Shares and indicating the principles of determining the issue price of the above-mentioned In the interest of the Company, the current shareholders of the Company are deprived of the pre-emptive right to Series F Shares. The opinion of the Management Board justifying the reasons for depriving the subscription right and indicating the principles for determining the issue price of Series F Shares is attached to this resolution.
6. The issue of Series F Shares will take place in the form of a private subscription within the meaning of art. 431 § 2 point 1 of the Code of Commercial Companies, addressed to no more than 149 (in words: one hundred and forty-nine) selected entities, indicated by the Management Board.
7. A written acceptance of the offer regarding the subscription of shares and signing of the agreement on taking up shares under a private subscription should take place no later than on April 30, 2017.
8. The General Meeting of the Company authorizes the Management Board of the Company to perform all factual and legal actions, not reserved by the mandatory provisions of law, the Company's Articles of Association or this resolution to the powers of the General Meeting or the Supervisory Board, necessary to conduct a private subscription of Series F Shares, dematerialization of Series F Shares and obtaining their admission and introduction to trading on the WSE regulated market, in particular to:
 - a) determination of the issue price of Series F Shares, with the reservation that the issue price of Series F Shares will be equal to the selling price of the Company's existing shares, which some shareholders of the Company will offer to selected investors as part of the private placement through an accelerated book-building process;
 - b) defining the entities to which the offer to subscribe for Series F Shares will be sent,
 - c) take all actions necessary for the dematerialization of Series F Shares,
 - d) take all actions necessary to admit and introduce Series F Shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.

§ 2.

The General Meeting of the Company hereby decides to apply for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange SA. Series F shares

§ 3.

The General Meeting of the Company hereby decides on the dematerialization of Series F Shares within the meaning of the provisions of the Act of July 29, 2005 on Trading in Financial Instruments (consolidated text, Journal of Laws of 2016, item 1636, as amended).

§ 4.

In connection with the increase of the Company's share capital through the issue of Series F Shares, § 7 para. 1 of the Articles of Association of the Company, which reads as follows:

“§ 7

1. *The share capital of the Company amounts to PLN 36,720.974.50 (thirty-six million seven hundred and twenty thousand nine hundred and seventy four zlotys 50/100) and is divided into 10,491,707 (in words: ten million four hundred ninety one thousand seven hundred and seven) shares with a nominal value of PLN 3.50 (in words: three zlotys and fifty groszy) each share, including:*
 - (a) 1,000,000 (one million) ordinary bearer series A shares from number A-1 to A-1,000,000,*
 - (b) 335,000 (in words: three hundred and thirty-five thousand) ordinary bearer shares of series B from No. B-1 to B-335,000,*
 - (c) 3,035,301 (in words: three million sixty thousand three hundred and one) registered shares of series C from No. C-1 to C-3,060,301,*
 - (d) 2,942.615 (in words: two million, nine hundred and forty-two thousand, six hundred and fifteen) registered shares series D from No. D-1 to D-2.942.615,*
 - (e) 2,200,000 (in words: two million two hundred thousand) ordinary bearer series E shares with numbers from E-1 to E-2.200.000,*
 - (f) 953.791 (in words: nine hundred and fifty-three thousand seven hundred and ninety-one) ordinary bearer series F shares numbered from F-1 to F-953.791. "*
2. The Supervisory Board is authorized to determine the consolidated text of the Articles of Association, taking into account the change referred to in § 4 para. 1 of this resolution.

§ 5.

This resolution shall enter into force on the day of its adoption, and in the scope of amendments to the Company's statute on the day of registration of these changes by the registry court.

Ad 7 agenda:
Resolution No. []

**Of the Extraordinary General Meeting of the company
Feerum Spółka Akcyjna with its registered office in Chojnów
of February 6, 2017**

regarding the increase of the Company's share capital by way of issuing series G shares,
excluding the pre-emptive right of the existing shareholders and amending the Company's
Articles of Association

Acting on the basis of art. 430 § 1, 431 § 1 and § 2 point 1), 432 § 1 and § 2, 433 § 2 and Art. 310 § 2 in conj. from Article 431 § 7 of the Code of Commercial Companies and § 11 item 1 lit. e) and f) of the Statute, the Extraordinary General Meeting of Feerum S.A. with its registered office in Chojnów (the "Company") hereby resolves as follows:

Provided that the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register, by April 30, 2017 will register the increase in the Company's share capital made on the basis of Resolution No. [λ] of the Extraordinary General Meeting of the Company of February 6, 2017 in the matter of 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:

§ 1.

1. The share capital of the Company is increased from PLN 36,720.974.50 (thirty-six million seven hundred twenty-seven thousand nine hundred seventy-four and 50/100 PLN) to the amount not less than PLN 36,720,978.00 (thirty-six million seven hundred twenty thousand nine hundred and seventy eight zlotys) and not more than PLN 38,285,478 (say: thirty eight million two hundred eighty five thousand four hundred seventy eight zlotys), that is by an amount not less than 3.50 zlotys (in words: three and 50) 100 zlotys) and not more than 1.564.503,50 zlotys (in words: one million five hundred sixty four thousand five hundred three and 50/100 zlotys), by issuing not less than 1 (in words: one) and not more than 447.001 (in words: : four hundred and forty seven thousand one) ordinary registered shares of series G with a nominal value of PLN 3.50 (in words: three zlotys and 50/100 zlotys) each ("A" series G series).
2. Series G shares may be paid only with cash contributions before the registration of the share capital increase by the competent registry court.
3. Series G shares are ordinary registered shares.
4. Series G shares will participate in the dividend starting from distributions from profit, which will be allocated for distribution for the financial year 2016, ie from January 1, 2016, on the same terms as all other shares of the Company. However, if the share capital increase resulting from the issue of Series G Shares takes place after the date on which the shareholders entitled to participate in the profit for the financial year 2016 will be determined, the Series G Shares will participate for the first time in the dividend, starting from the payments from profit for the financial year 2017, ie from January 1, 2017.
5. Based on art. 433 § 2 of the Code of Commercial Companies, after hearing the written opinion of the Company's Management Board justifying the reasons for depriving the right to subscribe for Series G Shares and indicating the principles of setting the issue price of the above-mentioned In the interest of the Company, the current shareholders of the Company are deprived of the pre-emptive right to Series G Shares. The opinion of the Management Board justifying the reasons for depriving the subscription right and

indicating the principles for determining the issue price of Series G Shares is attached to this resolution.

6. The Series G Shares will be issued in the form of a private subscription within the meaning of art. 431 § 2 point 1 of the Code of Commercial Companies, addressed to no more than 149 (in words: one hundred and forty-nine) selected entities, indicated by the Management Board.
7. The General Meeting of the Company authorizes the Management Board of the Company to take all actions related to the increase of the Company's share capital as well as the issue and private offer of Series G Shares, in particular to:
 - (a) determination of the final issue price of Series G Shares, with the reservation that the final issue price of Series G Shares will be equal to the issue price of Series F shares issued on the basis of Resolution No. [λ] of the Extraordinary General Meeting of the Company of February 6, 2017 regarding the capital increase the Company's share by issuing series F shares, excluding the pre-emptive right of the existing shareholders and amending the Company's Articles of Association,
 - (b) submitting a declaration on the amount of the issued share capital, pursuant to art. 310 § 2 and § 4 in conj. from art. 431 § 7 of the Code of Commercial Companies,
 - (c) submitting a declaration on the amount of the issued share capital, pursuant to art. 310 § 2 and § 4 in conj. from art. 431 § 7 of the Code of Commercial Companies,...
 - (d) determine the final amount by which the Company's share capital is to be increased, whereby the sum specified in such a sum can not be lower than the minimum sum or higher than the maximum sum of this increase specified in § 1 para. 1 of this resolution.

§ 2.

1. In connection with the increase of the Company's share capital through the issuance of Series G Shares, § 7 para. 1 of the Articles of Association of the Company, which reads as follows:

„§ 7

1. The share capital of the Company is not less than PLN 36,728,978.00 (say: thirty six million seven hundred twenty thousand nine hundred seventy eight zlotys) and not more than PLN 38,285,478 (say: thirty eight million two hundred eighty five thousand four hundred seventy eight zlotys) and is divided into no less than 10,491,708 (in words: ten million four hundred ninety one thousand seven hundred and eight) and no more than 10,938,708 (in words: ten million four hundred ninety one thousand seven hundred and eight) shares with a nominal value of PLN 3.50 (in words: three zlotys and fifty penny), each action, including:
 - (a) 1,000,000 (one million) ordinary bearer series A shares from number A-1 to A-1,000,000,
 - (b) 335,000 (in words: three hundred and thirty-five thousand) ordinary bearer shares of series B from No. B-1 to B-335,000,
 - (c) 3,035,301 (in words: three million sixty thousand three hundred and one) registered shares of series C from No. C-1 to C-3,060,301,
 - (d) 2,942.615 (in words: two million, nine hundred and forty-two thousand, six hundred and fifteen) registered shares series D from No. D-1 to D-2.942.615,

(e) 2,200,000 (in words: two million two hundred thousand) ordinary bearer series E shares with numbers from E-1 to E-2.200.000,
(f) 953.791 (in words: nine hundred and fifty-three thousand seven hundred and ninety-one) ordinary bearer series F shares numbered from F-1 to F-953.791,
(g) not less than 1 (in words: one) and not more than 447.001 (in words: four hundred and forty seven thousand one) ordinary registered shares of series G, numbers from G-1 to G-447.001. "

2. The Supervisory Board is authorized to establish the consolidated text of the Articles of Association, taking into account the change referred to in § 2 para. 1 of this resolution and the statement of the Management Board referred to in § 1 para. 7 lit. (b) this resolution.

3. § 3.

This resolution shall enter into force on the day of registration by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register, registration of the increase in the Company's share capital made on the basis of Resolution No. [λ] of the Extraordinary General Meeting of the Company of February 6, 2017 on increase of the Company's share capital by issuing series F shares with the exclusion of the pre-emptive right of the existing shareholders and change in the Articles of Association, and in the scope of amendments to the Company's statute resulting from this resolution, on the registration of these changes by the registry court.