

## **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 18 June 2018, 11.00 AM, in the Company’s registered seat, in Chojnów at 6 Okrzei St.

### **Ad point 2 of the Agenda**

**“Resolution No. 1/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
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. 2/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
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. 3/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
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 2017 and financial statements of the Company and consolidated financial statement of the Capital Group of the Company for financial year 2017;
7. Adoption of the resolution on consideration and approval of the report of the Supervisory Board of the Company for financial year 2017;
8. Adoption of the resolution on distribution of profit generated by the Company in financial year 2017;
9. Adoption of the resolution on acknowledgement of the fulfilment of duties by members of the Management Board of the Company for financial year 2017;
10. Adoption of the resolution on acknowledgement of the fulfilment of duties by members of the Supervisory Board of the Company for financial year 2017;
11. 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. 4/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
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 2017 and the  
financial statements of the Company and the consolidated financial statements of  
Capital Group of the Company for the financial year 2017**

## §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 2017.

## §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 statements of the Company for financial year 2017, which includes:

- 1) balance sheet prepared as of 31 December 2017, showing total assets and liabilities of PLN 181,754 thousand (in words: one hundred and eighty one million seven hundred and fifty four thousand Polish zloty),
- 2) profit and loss account for the period from 1 January 2017 to 31 December 2017, showing a net profit of PLN 3,553 thousand (in words: three million five hundred and fifty three thousand Polish zloty),
- 3) total income statement for the period from 1 January 2017 to 31 December 2017, showing total profit in the amount of PLN 3,553 thousand (in words: three million five hundred and fifty three thousand Polish zloty),
- 4) statement of changes in equity for the period from 1 January 2017 to 31 December 2017, showing an increase in equity by the amount of PLN 3,553 thousand (in words: three million five hundred and fifty three thousand Polish zloty),
- 5) cash flow statement for the period from 1 January 2017 to 31 December 2017, showing an increase in cash by the amount of PLN 450 thousand (in words: four hundred and fifty 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 statements of the Capital Group of the Company for financial year 2017, which includes:

- 1) consolidated balance sheet prepared as of 31 December 2017, showing total assets and liabilities of PLN 193,859 thousand (in words: one hundred and ninety three million eight hundred and fifty nine thousand Polish zloty),
- 2) consolidated profit and loss account for the period from 1 January 2017 to 31 December 2017, showing a net profit of PLN 4,469 thousand (in words: four million four hundred and sixty nine thousand Polish zloty),
- 3) consolidated total income statement for the period from 1 January 2017 to 31 December 2017, showing total profit in the amount of PLN 4,469 thousand (in words: four million four hundred and sixty nine thousand Polish zloty),
- 4) consolidated statement of changes in equity for the period from 1 January 2017 to 31 December 2017, showing an increase in equity by the amount of PLN 4,469 thousand (in words: four million four hundred and sixty nine thousand Polish zloty),

- 5) consolidated cash flow statement for the period from 1 January 2017 to 31 December 2017, showing an increase in cash by the amount of PLN 455 thousand (in words: four hundred and fifty five 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. 5/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
on consideration and approval of the report of the Supervisory Board on the activity for  
the financial year 2017**

#### §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, approved the report of the Supervisory Board on the activity for the financial year 2017, 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 2017, the financial statements of the Company and Capital Group of the Company for the financial year 2017 and motion of the Management Board of the Company on coverage of loss and the evaluation of situation of the Company in the financial year 2017.

#### §2

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

#### **Ad point 8 to the Agenda**

**“Resolution No. 6/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
on distribution of profit generated by the Company  
in financial year 2017**

#### §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 2017 in the amount of PLN 3,553 thousand (in words: three million five hundred and fifty three 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. 7/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
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 2017**

**§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 2017.

**§2**

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

**“Resolution No. 8/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
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 2017**

**§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 2017.

**§2**

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

**Ad point 10 of the Agenda**

**“Resolution No. 9/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
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 2017**

**§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 2017.

**§2**

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

**“Resolution No. 10/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
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 2017**

**§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 2017.

**§2**

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

**“Resolution No. 11/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
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 2017**

**§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 2017.

**§2**

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

**“Resolution No. 12/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
on approval of the performance of duties carried out by  
Mr. Maciej Janusz  
as Member of the Supervisory Board of the Company  
in the period from 1 January 2017 to 30 October 2017**

**§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 Janusz as Member of the Supervisory Board of the Company in the period from 1 January 2017 to 30 October 2017.

**§2**

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

**“Resolution No. 13/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
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 2017**

**§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 2017.

**§2**

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

**“Resolution No. 14/2018  
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów  
dated 18 June 2018  
on approval of the performance of duties carried out by  
Mr. Henryk Chojnowski  
as Member of the Supervisory Board of the Company  
in the period from 30 October 2017 to 31 December 2017**

**§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 period from 30 October 2017 to 31 December 2017.

**§2**

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