

The Management Board of FEERUM S.A. (the “**Issuer**” or “**Company**”), on the basis of Art. 399 § 1 in connection with Art. 395 and Art. 402<sup>1</sup> of the Polish Commercial Companies Code convenes the Ordinary General Meeting of the Company (the “**Ordinary General Meeting**”) for 18 June 2018, 11.00 AM, which will take place in Chojnów, at 6 Okrzei St.

**Agenda:**

1. Opening the Ordinary General Meeting;
2. Election of the Chairperson 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 reviewing 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 reviewing and approval of the reports 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 Management Board of the Company for financial year 2017;
10. Adoption of the resolution on acknowledgement of the fulfilment of duties by members Supervisory Board of the Company for financial year 2017;
11. Closing of the Ordinary General Meeting.

## **ELIGIBLE TO PARTICIPATE AT THE ORDINARY GENERAL MEETING**

According to the Art. 406<sup>1</sup> – 406<sup>3</sup> of Polish Commercial Companies Code, the right to participate at the Ordinary General Meeting have only the persons who are shareholders in the Company sixteen days prior to the date of the Ordinary General Meeting, i.e. 2 June 2018 (the “**Registration Day**”) and person entitled under dematerialized bearer shares, if this person notify not earlier than after the announcement of the convocation of the Ordinary General Meeting and not later than on the first business day after the Registration Day – the entity that operates a securities account issue a registered certificate confirming the right about his intention to participate in the Ordinary General Meeting, in accordance with Art. 406<sup>3</sup> § 2 of the Polish Commercial Companies Code.

The list of shareholders entitled to participate in the Ordinary General Meeting will be available in the Management Board’s office in Chojnów, address: ul. Okrzei 6, for 3 business days prior the Ordinary General Meeting.

The Shareholder is entitled to demand the Company to send him the list of shareholders entitled to participate at the Ordinary General Meeting, via e-mail on the declared address.

## **DESCRIPTION OF THE PARTICIPATION AND EXERCISING THE VOTE RIGHT PROCEDURE**

### **The right to place a certain matters in the agenda**

The shareholder or shareholders representing at least one twentieth of the share capital may request that certain matters be placed on the agenda of that Ordinary General Meeting. The abovementioned request shall be reported no later than twenty one days prior the date of the Ordinary General Meeting, i.e. 28 May 2018, to the Management Board of the Company.

The request should include a justification or a draft resolution of the proposed point of the agenda. The request may be fulfil with the Company’s register seat in writing at the address: 59-225 Chojnów, Okrzei 6 Street or in the electronic form to the e-mail address of the company: [biuro@feerum.pl](mailto:biuro@feerum.pl).

The shareholder/shareholders should prove its/their ownership of the appropriate number of shares at the date of submission the request attaching a certificate of the deposit, an appropriate certificate from the brokerage house confirming the appropriate number of shares or other documents equivalent certificate, in case of shareholders being legal entities and partnerships, should be also confirmed the right to act on behalf of this entity attaching a current copy of the excerpt from National Court Register.

In case of shareholders submitting request using an electronic means of communication, the documents should be sent in the PDF format.

The Management Board with undue delay, but no later than eighteen days prior to the date of the Ordinary General Meeting, i.e. 31 May 2018, announces changes to the agenda introduced upon shareholders request. The announcement is made in a manner proper to convene the Ordinary General Meeting.

**The right to express draft resolutions on matters included in the agenda for the Ordinary General Meeting or matters, which should be added to the Ordinary General Meeting agenda prior to the date of the Ordinary General Meeting**

A shareholder or shareholders representing at least one twentieth of the share capital of the Company are entitled to submit notification in writing before the Ordinary General Meeting to the registered office of the Company to the address: Chojnów 59-225, Okrzei 6 Street or via means of electronic communication to the email address of the Company: biuro@feerum.pl, draft resolutions concerning the agenda of the Ordinary General Meeting which should be added to the Ordinary General Meeting agenda.

Just as in point above, the shareholder/shareholders should prove its/their ownership of the appropriate number of shares at the date of submission the request attaching a certificate of the deposit, an appropriate certificate from the brokerage house confirming the appropriate number of shares or other documents equivalent certificate, in case of shareholders being legal entities and partnerships, should be also confirmed the right to act on behalf of this entity attaching a current copy of the excerpt from National Court Register. In case of shareholders submitting request using an electronic means of communication, the documents should be sent in the PDF format.

**The right to submit draft resolutions related to the matters concluded in the agenda during the Ordinary General Meeting**

Each of shareholders being entitled to participate in the Ordinary General Meeting is entitled, during the Ordinary General Meeting, to propose draft resolutions concerning matters placed in the agenda.

**Manner of exercising voting rights by the its attorney-in-fact and notify the Company via using an electronic communication to grant the its attorney-in-fact as well as fulfilling the vote by its attorney-in-fact form**

Shareholder being a natural person shall participate in the Ordinary General Meeting and exercise a voting right personally or by its attorney-in-fact. Shareholder being not a natural person may participate in the Ordinary General Meeting and exercise voting rights by persons entitled to submitting statements of intent on its behalf or by a its attorney-in-fact.

The Company will take an appropriate actions in order to identify the shareholder and the its attorney-in-fact to verify the validity of power of attorney granted in an electronic form. This verification may rely particularly on feedback question in electronic form or via telephone refer to the shareholder and/or the its attorney-in-fact in order to confirm the granting of power of attorney and its scope. The Company reserves that in the abovementioned case the failure to answer the questions asked during the verification, will be treated as a lack of possibility to verify the granting power of attorney and will be constituted grounds for refusal to admission the its attorney-in-fact to participating in the Ordinary General Meeting. After arriving at the Ordinary General Meeting, and before signing the present list, the its attorney-in-fact should present an original identity document listed in the form of power of attorney to

confirm the identity of the its attorney-in-fact. The Shareholders and the its attorneys-in-fact should possess a valid identity card.

The member of the Management Board of the Company and the Company's employee may be the attorney-in-fact at the Ordinary General Meeting.

The power of attorney shall be drawn up in writing or in electronic form and attached to the Protocol of the Ordinary General Meeting. The right to grant a further power of attorney shall result from the contents of the power of attorney.

The person/persons granting power of attorney on behalf of the shareholder being not a natural person shall prove a current copies of the relevant registers, replacing persons authorized to represent those of entities.

The Company shall be informed about granting the power of attorney in electronic form by means of electronic communication in the form of e-mail sent at least one day prior to the date of the Ordinary General Meeting, at an address of the company: [biuro@feerum.pl](mailto:biuro@feerum.pl) making every effort in order to carry out effective verification of validity of power of attorney. The information about granting power of attorney shall contains details of the its attorney-in-fact and the principal (first name, last name, PESEL No., address, phone and e-mail address both). The information about granting power of attorney should contain its scope, i.e. indicate the number of shares for who the voting right will be executed and the date and names of the general meeting of the Company, on which these voting rights will be executed.

The content of the power of attorney shall be an appendix to the e-mail (in PDF form).

The its attorney-in-fact of a legal persons or partnerships shall present valid extracts from the proper registers confirming their right to represent these entities. The vote by the its attorney-in-fact form is published on the website at the address: [www.feerum.pl](http://www.feerum.pl)

### **Possibility and a manner to participate in the Ordinary General Meeting by using electronic means of communication**

The Company does not provide any opportunities to participate at the Ordinary General Meeting by means of electronic communication.

### **The manner of speaking during the Ordinary General Meeting by means of electronic communication**

The Company does not provide any opportunities to speaking at the Ordinary General Meeting by means of electronic communication.

### **The manner of exercising the voting right via a correspondence**

Company does not allow to exercise its voting rights via a correspondence or means of electronic communication.

**Indication where and how a person being entitled to attend at the Ordinary General Meeting may obtain full text of the documents, which will be presented during the Ordinary General Meeting, and draft resolutions or, if it is not provided to making**

**resolutions, comments of the Management Board or the Supervisory Board regarding issues being in the agenda of the Ordinary General Meeting, which will be put to the agenda prior to the date of the Ordinary General Meeting**

Person being entitled to attend the Ordinary General Meeting shall obtain full text of the documents, which will be presented at the Ordinary General Meeting and draft resolutions in the registered office of the Company's at address: Chojnów 59-225, Okrzei 6 Street or on the Company's website at: [www.feerum.pl](http://www.feerum.pl).

All information regarding the Ordinary General Meeting are available on the website of the Company: [www.feerum.pl](http://www.feerum.pl), under "Investor Relations".

Draft resolutions are attached to this report.