

Draft resolutions of the Ordinary General Meeting

The Management Board of the company FEERUM S.A. with its registered office in Chojnów, address: ul. Okrzei 6, 59-225, Chojnów (Poland), entered into the National Court Register kept by the District Court for the Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register, under number 0000280189 (the “**Company**”), on the basis of Art. 399 § 1 in connection with Art. 395 and Art. 402¹ of Polish Commercial Companies Code (the “**CCC**”) convenes on 28 April 2015, 9.00 AM, the Ordinary General Meeting of the Company (hereinafter referred to as the “**OGM**”), which will take place in Chojnów, in the Company registered office.

Ad point 2 of the Agenda

“Resolution No. 1

The Ordinary General Meeting acting pursuant to Art. 409 § 1 of the Commercial Companies Code appoints Mrs./Mr. [●] as a Chairperson of the Company’s Ordinary General Meeting.”

Ad point 4 of the Agenda

“Resolution No. 2

The Ordinary General Meeting appoints Mrs./Ms. [●] and Mrs./Ms. [●] to the Returning Committee.”

Ad point 5 of the Agenda

“Resolution No. 3

In conjunction with § 25 of the Ordinary General Meeting Bylaws, the OGM hereby accepts the announced Agenda.”

Ad point 6 of the Agenda

“Resolution No. 4

The Ordinary General Meeting of FEERUM S.A., acting according to Art. 393 point 1 and Art. 395 § 2 point 1 of the Polish Commercial Companies Code, after reviewing the Management Board’s report from the operations of the Company for the year 2014 and the Company’s financial statements for the year 2014, ended 31 December 2014, hereby approves the Management Board’s report from the operation of the Company and the Company’s financial statement for the year 2014 comprising:

- 1) balance sheet prepared as at 31 December 2014, showing total assets and liabilities of PLN 144,222 thousand (in words: one hundred forty four million two hundred twenty two thousand Polish zloty),
- 2) profit and loss account for the period from 1 January 2014 to 31 December 2014, showing a net profit of PLN 6,947 thousand (in words: six million nine hundred forty seven thousand Polish zloty),

3) total income statement for the period from 1 January 2014 to 31 December 2014, showing total income in the amount of PLN 6,947 thousand (in words: six million nine hundred forty seven thousand Polish zloty),

4) statement of changes in equity for the period from 1 January 2014 to 31 December 2014, showing an increase in equity by the amount of PLN 7,021 thousand (in words: seven million twenty one thousand Polish zloty)

5) cash flow statement for the period from 1 January 2014 to 31 December 2014, showing a decrease in cash by the amount of PLN 10,064 thousand (say: ten million sixty four thousand Polish zloty)

6) additional notes, comprising a summary of significant accounting policies and other explanatory information.”

Ad point 7 to the Agenda

“Resolution No. 5

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 382 § 3 and Art. 395 § 5 the Polish Commercial Companies Code and in accordance with rule III.1.1 of “Code of Best Practice for Warsaw Stock Exchange Listed Companies”, after consideration approved prepared by the Company’s Supervisory Board: a report on the results of the evaluation Management Board’s report on the operations of the Company for the year 2014, the financial statements of the Company for the financial year 2014 and the Management Board’s motion on division of profit and the evaluation of the Company in the year 2014, which is attached to this resolution."

Ad point 8 to the Agenda

“Resolution No. 6

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 395 § 2 point 2 of the Polish Commercial Companies Code, decides to allocate the net profit of the FEERUM S.A. for the year 2014 in the amount of PLN 6,947 thousand (in words: six million nine hundred forty seven thousand Polish zloty) to supplementary capital of FEERUM S.A. The Management Board’s motion on division net profit for the year 2014 is attached to this resolution."

Ad point 9 to the Agenda

“Resolution No. 7

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Polish Commercial Companies Code, hereby discharges Daniel Janusz on the performance of his duties as a Chairman of the Management Board in FEERUM S.A. in the year 2014."

"Resolution No. 8

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Polish Commercial Companies Code, hereby discharges

Mieczysław Mietelski on the performance of his duties as a member of the Management Board in FEERUM S.A. in the year 2014."

"Resolution No. 9

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Polish Commercial Companies Code, hereby discharges to Piotr Wieleśnik on the performance of his duties as a member of the Management Board in FEERUM S.A. in the year 2014."

Ad. point 10 of the Agenda

"Resolution No. 10

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Polish Commercial Companies Code, hereby discharges Magdalena Łabudzka-Janusz on the performance of his duties as a Chairman of the Supervisory Board in FEERUM S.A. in the year 2014."

"Resolution No. 11

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Polish Commercial Companies Code, discharges Maciej Kowalski on the performance of his duties as a Deputy Chairman of the Management Board in FEERUM S.A. in the year 2014."

"Resolution No. 12

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Polish Commercial Companies Code, hereby discharges Maciej Janusz on the performance of his duties as a member of the Management Board in FEERUM S.A. in the year 2014."

"Resolution No. 13

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Polish Commercial Companies Code, hereby discharges Jakub Marcinowski on the performance of his duties as a member of the Management Board in FEERUM S.A. in the year 2014."

"Resolution No. 14

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Polish Commercial Companies Code, hereby discharges Asen Gyczew on the performance of his duties as a member of the Management Board in FEERUM S.A. in the period from 1 January 2014 to 31 October 2014."

"Resolution No. 15

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Polish Commercial Companies Code, hereby discharges Jerzy Suchnicki on the performance of his duties as a Deputy Chairman of the Management Board in FEERUM S.A. in the period from 26 November to 31 December 2014."

Ad point 11 to the Agenda

“Resolution No. 16

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 385 § 1 of the Polish Commercial Companies Code and § 13 section 2 of the Company’s Articles of Association, hereby appoints Mrs. Magdalena Łabudzka-Janusz to the Company’s Supervisory Board for the 3-year joint term. The resolution shall enter into force on the date of its adoption.”

“Resolution No. 17

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 385 § 1 of the Polish Commercial Companies Code and § 13 section 2 of the Company’s Articles of Association, hereby appoints Mr. Maciej Janusz to the Company’s Supervisory Board for the 3-year joint term. The resolution shall enter into force on the date of its adoption.”

“Resolution No. 18

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 385 § 1 of the Polish Commercial Companies Code and § 13 section 2 of the Company’s Articles of Association, hereby appoints Mr. Jerzy Suchnicki to the Company’s Supervisory Board for the 3-year joint term. The resolution shall enter into force on the date of its adoption.”

“Resolution No. 19

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 385 § 1 of the Polish Commercial Companies Code and § 13 section 2 of the Company’s Articles of Association, hereby appoints Mr. Jakub Marcinowski to the Company’s Supervisory Board for the 3-year joint term. The resolution shall enter into force on the date of its adoption.”

“Resolution No. 20

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 385 § 1 of the Polish Commercial Companies Code and § 13 section 2 of the Company’s Articles of Association, hereby appoints Mr. Maciej Kowalski to the Company’s Supervisory Board for the 3-year joint term. The resolution shall enter into force on the date of its adoption.”

Ad point 12 to the Agenda

“Resolution No. 21

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 392 § 1 of the Polish Commercial Companies Code and § 18 of the Company’s Articles of Association, hereby determines a monthly remuneration for the Supervisory Board’s member Mrs. Magdalena Łabudzka-Janusz in the amount of PLN 10,000 (in words: ten thousand polish zloty). The resolution shall enter into force on the date of its adoption.”

“Resolution No. 22

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 392 § 1 of the Polish Commercial Companies Code and § 18 of the Company’s Articles of Association, hereby determines a quarterly remuneration for the Supervisory Board’s member Mr.

Maciej Janusz in the amount of PLN 2,000 (in words: two thousand polish zloty). The resolution shall enter into force on the date of its adoption.”

“Resolution No. 23

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 392 § 1 of the Polish Commercial Companies Code and § 18 of the Company’s Articles of Association, hereby determines a quarterly remuneration for the Supervisory Board’s member Mr. Jerzy Suchnicki in the amount of PLN 2,000 (in words: two thousand polish zloty). The resolution shall enter into force on the date of its adoption.”

“Resolution No. 24

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 392 § 1 of the Polish Commercial Companies Code and § 18 of the Company’s Articles of Association, hereby determines a quarterly remuneration for the Supervisory Board’s member Mr. Jakub Marcinowski in the amount of PLN 2,000 (in words: two thousand polish zloty). The resolution shall enter into force on the date of its adoption.”

“Resolution No. 25

The Ordinary General Meeting of FEERUM S.A., acting pursuant to Art. 392 § 1 of the Polish Commercial Companies Code and § 18 of the Company’s Articles of Association, hereby determines a quarterly remuneration for the Supervisory Board’s member Mr. Maciej Kowalski in the amount of PLN 2,000 (in words: two thousand polish zloty). The resolution shall enter into force on the date of its adoption.”

Attachments:

1. Report on the operation of the Supervisory Board for the year 2014.
2. The motion of FEERUM S.A. Management Board to the Ordinary General Meeting on division of Company’s net profit for the financial year 2014.

Report on the operation of the Supervisory Board for the year 2014.

The Supervisory Board present a report on its activities in the financial year 2014 contains in particular an evaluation report on the operations of the Company FEERUM S.A. (the "Company") in the fiscal year 2014, the Company's financial statement for the financial year 2014 and the motion of FEERUM S.A. Management Board on division of Company's achieved profit for the year 2014 and the evaluation of the system of internal control and risk management system for the Company.

1. Composition of the Supervisory Board

In the period from 1 January 2014 to 1 November 1, 2014, the Supervisory Board was as follows:

- Magdalena Łabudzka-Janusz - Chairman of the Supervisory Board,
- Maciej Janusz - Member of the Supervisory Board,
- Asen Gyczew - Member of the Supervisory Board,
- Jakub Marcinowski - Member of the Supervisory Board,
- Maciej Kowalski - Deputy Chairman of the Supervisory Board.

In 2013, all members of the Supervisory Board were appointed for a 3-year joint term by virtue of the resolutions of the General Meeting of the Company adopted on 5 October 2012. Mr. Asen Gyczew was appointed to the Supervisory Board by virtue of the resolution of the General Meeting of the Company which held on 22 July 2013.

The composition of the Company's Supervisory Board as at 31 December 2014 was as follows:

- Magdalena Łabudzka-Janusz - Chairman of the Supervisory Board,
- Maciej Janusz - Member of the Supervisory Board,
- Jerzy Suchnicki - Member of the Supervisory Board,
- Jakub Marcinowski - Member of the Supervisory Board,
- Maciej Kowalski - Deputy Chairman of the Supervisory Board,

On October 27, 2014 the Company received the resignation of Mr. Asen Gyczewa as a member of the Supervisory Board was of 1 November 2014. Mr. Asen Gyczew did not attach any reasons for resignation. On 26 November 2014 the Extraordinary General Meeting of the Company, in conjunction with the above mentioned resignation, appointed to be a member of the Supervisory Board for a 3-year joint term of Mr. Jerzy Suchnicki.

Mr. Jakub Marcinowski and Mr. Jerzy Suchnicki were appointed as an independent members of the Supervisory Board, which is fulfilment of the rule No. III.6 "Code of Best Practice for Warsaw Stock Exchange Listed Companies", adopted by the Supervisory Board of the Warsaw Stock Exchange resolution dated 4 July 2007 as amended, under which at least two members

of the Supervisory Board should fulfill the criteria of independence from the Company and entities with significant connections with the Company.

In the period from 1 January 2014 to 31 December 2014, the Chairman of the Supervisory Board was Mrs. Magdalena Łabudzka-Janusz.

2. The scope of the Supervisory Board

The Supervisory Board operates under the provisions of the Polish Commercial Companies Code, as well as on the basis of Articles of Association and Bylaws of the Supervisory Board of the Company dated 7 November 2013.

In 2014 the Supervisory Board supervised the Company's activities in all areas of its activity.

In 2014 there were two meetings of the Supervisory Board on the following dates 28 March 2014 and 5 December 2014.

The reason of holding two Supervisory Board's meetings in 2014 was no necessity for convening more meetings. Moreover, the information concerning Mr. Asen Gyczew's intention to resign from the function of a Supervisory Board's member and necessity of convening the General Meeting of Shareholders to elect new Supervisory Board's member.

The Supervisory Board elected Grant Thornton Frąckowiak sp. z o.o. sp. k. to audit the financial statements of the Company for the financial year 2014.

In 2014 the Supervisory Board did not conduct any inspections or explanatory proceedings as well as did not suspend members of the Board.

3. Evaluation of the internal control system and risk management system for the Company

The Company has an internal control system and for its effectiveness is responsible the Company's Management Board. The internal control system includes the main processes of the Company's operations, where is a necessity of establishing control mechanisms to monitor and reduce risks significant for the Company. The main task of this control system is to ensure the implementation of the Company's business objectives. The Company has and continuously updates the organizational structure, in which clearly the path reporting, responsibility and the privilege level are defined, what finally allowing to mitigate significant risks which is connected with conducting business. In the Supervisory Board's opinion the internal control system and risk management of the Company is at a satisfactory level.

4. Evaluation of the Management Board's report from the operation of the Company for the financial year 2014, the Company's financial statements for the financial year 2014 and the Management Board's motion on division of Company's achieved net profit for the financial year 2014.

The Supervisory Board of FEERUM S.A. with its registered office in Chojnów presents a report on the results of the assessment of the following statements of the Company for the financial year 2014:

1. Financial statements of the Company;
2. Management Board's report on the operations of the Company, and
3. Assessment of the Management Board's motion on division of profit.

Ad. 1

The Supervisory Board, after reading the auditor's opinion and the report on progress and results of the audit the Company's financial statements for the year 2014 and after evaluation the above mentioned report, the Supervisory Board states that the Company's financial statements for the year 2014 has been prepared on the basis of properly maintained accounting records, is consistent with the form and content with the binding regulations and presents reliably all information necessary to evaluate the profitability and financial result in the specified period, as well as economic and financial position of the Company as at 31 December 2014. In addition, the Supervisory Board states that the Company's financial statements for the financial year 2014 is consistent with the books and documents of the Company and the facts. Therefore, the Supervisory Board proposes to the Ordinary General Meeting to approve the financial statement for the financial year 2014.

Ad. 2

The Supervisory Board, after the analysis and evaluation of the Company's business activities in the year 2014, states that the Management Board's report on the Company's operations in the financial year 2014 is in accordance with the books and documents of the Company and the facts. With reference to the above, the Supervisory Board approves the report and requests the Ordinary General Meeting for its approval. In addition, the Supervisory Board proposes to the Ordinary General Meeting to discharge the Chairman of the Management Board - Mr. Daniel Janusz and member of the Management Board Mr. Piotr Wiewesik on performance of their duties in the financial year 2014 and not to discharge member of the Management Board Mr. Mieczyslaw Mietelski on performance of his duties as a member of the Management Board in the financial year 2014.

Ad. 3

The Supervisory Board, having regard the Company's investment plan for the years 2015-2016, and having regard the Management Board's request to allocation the profit for the year 2014 in the amount of PLN 4,947 thousand to supplementary capital and PLN 2,000 thousand as a payment of dividends, the Supervisory Board issues a positive opinion and requests to the Ordinary General Meeting to adopt a resolution on the division of profit in the manner proposed by the Management Board.

Attachment to the Resolution No. 6

The motion of FEERUM S.A. Management Board to the Ordinary General Meeting on division of Company's net profit for the financial year 2014.

The Management Board of FEERUM S.A. hereby requests to allocation the Company's net profit for the financial year 2014 in the amount of PLN 4,947 thousand (in words: six million nine hundred forty seven thousand zlotys) for the supplementary capital FEERUM S.A. and the amount of PLN 2,000 thousand (in words: two million zlotys) as a payment of dividends.

JUSTIFICATION

Allocation of about 70% of the profit for the year 2014 to supplementary capital is consistent with the Company's development policy for the years 2015 – 2016 which assumes capital expenditure of approximately at PLN 25,000 thousand in order to: (i) enhancement of sales activities on foreign markets, (iii) expansion of the production base and the Company's research and development activity covered by the contribution from the European Union funds. The amount of EUR 2,000 thousand for the dividend payment is in line with the Management Board declarations that, starting in 2014, the profit will be shared with Shareholders.