

**JUSTIFICATION TO
DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING CONVENED
FOR 23 JUNE 2023**

Ad point 2 of the Agenda

**“Resolution No. 1/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
on election of the Chairman of the Ordinary General Meeting of Company**

§1

Pursuant to Art. 409 § 1 of the Commercial Companies Code and §13 and §15 section 1 of the “Bylaws of the General Meeting of Feerum S.A. with its registered seat in Chojnów” 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. 2/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
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 Chojnów” 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. 3/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
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 Chojnów” 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 2022 and separate financial statement of the Company for financial year 2022 and consolidated financial statement of the Capital Group of the Company for financial year 2022;
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 2022;
8. Adoption of the resolution on distribution of profit generated by the Company in financial year 2022;
9. Adoption of the resolution on acknowledgement of the fulfillment of duties by members of the Management Board of the Company for financial year 2022;
10. Adoption of the resolution on acknowledgement of the fulfillment of duties by members of the Supervisory Board of the Company for financial year 2022;
11. Adoption of the resolution on the opinion of the Supervisory Board’s report regarding remuneration of the Management Board and the Supervisory Board for financial year 2022;
12. 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. 4/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
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 2022 and the
separate financial statement of the Company for the financial year 2022 and the
consolidated financial statement of Capital Group of the Company for the financial year
2022**

§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 2022.

§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 2022, which includes:

- 1) balance sheet prepared as of 31 December 2022, showing total assets and liabilities of PLN 169,951 thousand (in words: one hundred and sixty nine million nine hundred and fifty one thousand Polish zloty),
- 2) profit and loss account for the period from 1 January 2022 to 31 December 2022, showing a net profit of PLN 3,677 thousand (in words: three million six hundred and seventy seven thousand Polish zloty),
- 3) total income statement for the period from 1 January 2022 to 31 December 2022, showing total profit in the amount of PLN 3,677 thousand (in words: three million six hundred and seventy seven thousand Polish zloty),
- 4) statement of changes in equity for the period from 1 January 2022 to 31 December 2022, showing an increase in equity by the amount of PLN 3,677 thousand (in words: three million six hundred and seventy seven thousand Polish zloty),

- 5) cash flow statement for the period from 1 January 2022 to 31 December 2022, showing an decrease in cash by the amount of PLN 13.058 thousand (in words: thirteen million and fifty eight 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 2022, which includes:

- 1) consolidated balance sheet prepared as of 31 December 2022, showing total assets and liabilities of PLN 178,344 thousand (in words: one hundred and seventy eight million three hundred and forty four thousand Polish zloty),
- 2) consolidated profit and loss account for the period from 1 January 2022 to 31 December 2022, showing a net profit of PLN 4,736 thousand (in words: four million seven hundred and thirty six thousand Polish zloty),
- 3) consolidated total income statement for the period from 1 January 2022 to 31 December 2022, showing total profit in the amount of PLN 4,736 thousand (in words: four million seven hundred and thirty six thousand Polish zloty),
- 4) consolidated statement of changes in equity for the period from 1 January 2022 to 31 December 2022, showing an increase in equity by the amount of PLN 4,736 thousand (in words: four million seven hundred and thirty six thousand Polish zloty),
- 5) consolidated cash flow statement for the period from 1 January 2022 to 31 December 2022, showing an decrease in cash by the amount of PLN 12.951 thousand (in words: twelve million nine hundred and fifty one 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. 5/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
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 2022**

§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 2022, the financial statements of the Company and Capital Group of the Company for the financial year 2022 and motion of the Management Board of the Company on covering the net loss for the financial year 2022;
and
- the report of the Audit Committee for the financial year 2022.

§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. 6/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
on distribution of profit generated by the Company
in financial year 2022**

§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’s in financial year 2022 in the amount of PLN 3,676,761.66 (say: three million six hundred and seventy-six thousand seven hundred and sixty-one zlotys 66/100) to the supplementary capital.

§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.

The allocation of the profit generated in 2022 to reserve capital is justified due to the dynamic changes on the relevant market in which Company operates.

Ad point 9 to the Agenda

**“Resolution No. 7/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
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 2022**

§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 2022.

§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 and in order to summarize Company bodies operations.

**“Resolution No. 8/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
on approval of the performance of duties carried out by
Mr. Piotr Wielesik
as Member of the Management Board of the Company
in the financial year 2022**

§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 Wielesik as Member of the Management Board of the Company in the financial year 2022.

§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 and in order to summarize Company bodies operations.

Ad point 10 of the Agenda

**“Resolution No. 9/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
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 2022**

§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 2022.

§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 and in order to summarize Company bodies operations.

**“Resolution No. 10/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
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 2022**

§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 2022.

§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 and in order to summarize Company bodies operations.

**“Resolution No. 11/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
on approval of the performance of duties carried out by
Mr. Maciej Janusz
as Member of the Supervisory Board of the Company
in the financial year 2022**

§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 financial year 2022.

§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 and in order to summarize Company bodies operations.

**“Resolution No. 12/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
on approval of the performance of duties carried out by
Mr. Jakub Rzucidło as Member of the Supervisory Board of the Company in the
financial year 2022**

§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 Rzucidło as Member of the Supervisory Board of the Company in the period from February 28, 2022 to December 31, 2022.

§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 and in order to summarize Company bodies operations.

**“Resolution No. 13/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
on approval of the performance of duties carried out by
Mr. Henryk Chojnacki
as Member of the Supervisory Board of the Company in the financial year 2022**

§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 Chojnacki as Member of the Supervisory Board of the Company in the financial year 2022.

§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 and in order to summarize Company bodies operations.

Ad point 11 of the Agenda

**“Resolution No. 14/2023
of the Ordinary General Meeting of FEERUM S.A. with its registered seat in Chojnów
dated 23 June 2023
on the opinion of the Supervisory Board’s report regarding remuneration of the
Management Board and the Supervisory Board for financial year 2022**

§1

The Ordinary General Meeting of the Company, acting pursuant to Art. 395 § 2¹ of the Commercial Companies Code, taking into account the assessment of the Supervisory Board's report regarding remuneration of the Management Board and the Supervisory Board of the Company, made by the statutory auditor in the scope specified by law, gives a positive opinion on the Supervisory Board’s report regarding remuneration of the Management Board and the Supervisory Board of the Company for financial year 2022.

§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 and in order to summarize Company bodies operations.