

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 the number 0000280189 (the “**Company**”), on the basis of Art. 399 § 1 in connection with Art. 398 and Art. 402<sup>1</sup> of Polish Commercial Companies Code (the “**CCC**”) convenes on 26 November 2014, time 11:00 am, the Extraordinary General Meeting of the Company (hereinafter referred to as the “**EGM**”), which will take place in Chojnów, in the Company registered office.

**Agenda:**

1. Opening the Extraordinary General Meeting;
2. Election of the Chairperson of the Extraordinary General Meeting;
3. Asserting that the Extraordinary 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 Extraordinary General Meeting;
6. Adoption of the resolution on the appointment of a member of the Supervisory Board;
7. Adoption of the resolution to the amendment the Company’s Articles of Association;
8. Closing of the Extraordinary General Meeting.

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

Pursuant to Art. 402 § 2 of CCC and in connection with the intended amendment to § 13 of the Articles of Association, the following shall be referred:

*the current wording:*

“§ 13.

1. The Supervisory Board shall be composed of 3 (three) – and in case the Company decides to apply for obtaining the status of a public company within the meaning of the Act on Public Offering – of 5 (five) members.
2. The General Meeting shall appoint and dismiss members or a member of the Supervisory Board.
3. Members of the Supervisory Board shall be appointed for a joint term of office of 5 (five) years.
4. The Supervisory Board shall elect the Chairman and the Vice-Chairman from among its members, it may also elect the secretary.
5. From the day the Company becomes a public company within the meaning of the Act on Public Offering, 2 (two) independent members may be appointed to the Supervisory Board. Each of the independent members should meet all the criteria set out in the corporate governance rules or best practices applicable to companies whose shares are traded on the regulated market on which the Company will be listed.
6. Each shareholder may propose candidates for an independent member of the Supervisory Board in writing to the Management Board, no later than 7 (seven) days

before the date of the General Meeting which is to elect such member. The proposal shall contain the personal data of the candidate and the justification for the nomination, with the description of the qualifications and professional experience of the candidate. A written statement of the candidate on the consent to nomination to the Supervisory Board and confirming that the candidate meets the independence criteria referred to in para. 5 above, in which he/she agrees to immediately notify in case of loss of such independence, shall be enclosed to the nomination proposal. If candidates meeting the independence criteria are not proposed according to the above procedure, a candidate for an independent member of the Supervisory Board shall be proposed by the Management Board during the General Meeting.”

*the proposed wording:*

“§ 13.

1. The Supervisory Board shall be composed of 3 (three) – and in case the Company decides to apply for obtaining the status of a public company within the meaning of the Act on Public Offering – of 5 (five) members.
2. The General Meeting shall appoint and dismiss members or a member of the Supervisory Board.
3. Members of the Supervisory Board shall be appointed for a joint term of office of 5 (five) years.
4. The Supervisory Board shall elect the Chairman and the Vice-Chairman from among its members, it may also elect the secretary.
5. From the day the Company becomes a public company within the meaning of the Act on Public Offering, 2 (two) independent members may be appointed to the Supervisory Board. Each of the independent members should meet all the criteria set out in the corporate governance rules or best practices applicable to companies whose shares are traded on the regulated market on which the Company will be listed.
6. Each shareholder may propose candidates for an independent member of the Supervisory Board in writing to the Management Board, no later than 7 (seven) days before the date of the General Meeting which is to elect such member. The proposal shall contain the personal data of the candidate and the justification for the nomination, with the description of the qualifications and professional experience of the candidate. A written statement of the candidate on the consent to nomination to the Supervisory Board and confirming that the candidate meets the independence criteria referred to in para. 5 above, in which he/she agrees to immediately notify in case of loss of such independence, shall be enclosed to the nomination proposal. If candidates meeting the independence criteria are not proposed according to the above procedure, a candidate for an independent member of the Supervisory Board shall be proposed by the Management Board during the General Meeting.
7. If the mandate of a member of the Supervisory Board elected by the General Meeting will expire because of his death, to the resignation of a member of the Supervisory Board or for any other reason, the remaining members of the Supervisory Board may

appoint a new member of the Supervisory Board, who shall perform his duties until the date of election of a member of the Supervisory Board at the next General Meeting.”

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

According to the Art. 406<sup>1</sup> – 406<sup>3</sup> of CCC, the right to participate at the EGM have only the persons who are shareholders in the Company sixteen days prior to the date of the EGM, i.e. 10 November 2014 (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 EGM 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 EGM.

The list of shareholders entitled to participate in the EGM will be available in the Management Board office of the Company in Chojnów, address: ul. Okrzei 6, for 3 business days prior to the EGM. The Shareholder may demand from the Company sending to him the list of shareholders entitled to participate at the EGM, via e-mail on the declared address.

### **THE EXTRAORDINARY GENERAL MEETING DOCUMENTATIONS AND INFORMATION**

According to the Art. 402<sup>2</sup> point 5 and 6 of CCC the Management Board of the Company informs that, that the person entitled to participate at the EGM may become, since the day of convening the EGM, acquainted with the full documentation of the EGM, in particular with the documentations referred to Art. 402<sup>3</sup> of CCC:

1. in the Management Board office in Chojnów at the Okrzei 6 street;
2. via the Company website: [www.feerum.pl](http://www.feerum.pl)

### **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 EGM. The abovementioned request shall be reported no later than 21 days prior the date of the EGM, i.e. 5 November 2014, to the Company Management Board.

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 register office 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 EGM, i.e. 8 November 2014, announces changes to the agenda introduced upon shareholders request. The announcement is made in a manner proper to convene the EGM.

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

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 EGM 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 EGM which should be added to the EGM 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 EGM**

Each of shareholders being entitled to participate in the EGM is entitled during EGM 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 EGM and exercise a voting right personally or by its attorney-in-fact. Shareholder being not a natural person may participate in the EGM and exercise voting rights by persons entitled to submitting statements of intent on its behalf or by a its attorney-in-fact. The Company 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 EGM. After arriving at the EGM, 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 EGM.

The power of attorney should be drawn up in writing or in electronic form and attached to the Protocol of the EGM. 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 EGM, 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, address, phone and e-mail addresses 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 EGM 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 EGM by using electronic means of communication**

The Company does not provide opportunities to participate at the EGM by means of electronic communication.

### **The manner of speaking during the EGM by means of electronic communication**

The Company does not provide opportunities to speaking at the EGM by means of electronic communication.

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

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

**Indication where and how a person being entitled to attend at the EGM may obtain full text of the documents, which will be presented during the EGM, 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 EGM, which will be put to the agenda prior to the date of the EGM**

Person being entitled to attend the EGM shall obtain full text of the documents, which will be presented at the EGM 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 EGM are available on the website of the Company: [www.feerum.pl](http://www.feerum.pl), under "Investor Relations".

In all matters being not covered by this announcement the provisions of the CCC, Company's Articles of Association and Rules of Procedure of the EGM FEERUM S.A. with its registered office in Chojnów shall apply. Therefore, the Company's shareholders are requested to familiarize themselves with the above-mentioned regulations. In case of any questions or doubts related to the participation in the EGM, please contact the Company via telephone: 76 81-96-738, or via e-mail address: [biuro@feerum.pl](mailto:biuro@feerum.pl)