



<b>Current report no.:</b>	46/2019
<b>Date:</b>	2019-10-28
<b>Name of the Issuer:</b>	FERRUM S.A.
<b>Title:</b>	Announcement on convening of the Extraordinary General Meeting of FERRUM S.A. to be held on 26 <sup>th</sup> November 2019
<b>Legal basis:</b>	Art. 56 item 1 point 2 Act on Public Offering – current and periodic information

**Content of the report:**

The Management Board of FERRUM S.A. seated in Katowice (Company), acting under Art. 399 § 1, Art. 395 § 1, Art. 402<sup>1</sup>, Art. 402<sup>2</sup> of the Commercial Companies Code, convenes the Extraordinary General Meeting of the Company to be held on 26<sup>th</sup> November 2019 in the Company's registered seat on Porcelanowa 11 Street in Katowice (Company Canteen) at 11:00 am.

## Planned order of business:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Meeting Chairperson.
3. Determination of proper convention of the Extraordinary General Meeting and its capacity to adopt resolutions.
4. Adopting the order of business.
5. Appointment of the Returning Committee.
6. Adopting resolution on merger of the Company an affiliated Company ROCKFORD Sp. z o.o. seated in Katowice by transferring whole estate of ROCKFORD Sp. z o.o. to the Company.
7. Any other Business.
8. Closure of the Extraordinary General Meeting.

The Management Board of FERRUM S.A. seated in Katowice informs that the day for registering participation in the General Meeting of FERRUM S.A. convened for 26<sup>th</sup> November 2019, in accordance with Art. 406<sup>1</sup> § 1 of the Commercial Companies Code, falls on 10<sup>th</sup> November 2019.

Pursuant to Art. 406<sup>1</sup> § 1 the Commercial Companies Code, the right to participate in the Extraordinary General Meeting is entitled solely to persons being shareholders of FERRUM S.A. as on the day of registering participation in the General Meeting i.e. on 10<sup>th</sup> November 2019. Pledgees and users entitled to the voting right are authorized to participate in the Meeting provided that they are recorded in the share register on the day of registering participation in the Meeting.

In accordance with Art. 406<sup>3</sup> § 2 the Commercial Companies Code, in order to ensure participation in the Extraordinary General Meeting, the holder of dematerialized bearer shares should demand a personal certificate of entitlement to attend the general meeting issued by the entity keeping the share account on which the shares are registered, not earlier than after the announcement on convention of the Extraordinary General Meeting, i.e. not earlier than 28<sup>th</sup> October 2019 and not later than on the first working day following the day of registering participation in the General Meeting, i.e. on 12<sup>th</sup> November 2019. Shareholders are advised to collect the above mentioned certificate and bring it to the Extraordinary General Meeting.



The Management Board of FERRUM S.A. with the registered seat in Katowice informs that the persons entitled to participate in the Extraordinary General Meeting of FERRUM S.A. on 26<sup>th</sup> November 2019 have the right to:

- 1/ demand to introduce specific matters into the order of business, not later than twenty one days prior to the date of the Extraordinary General Meeting, i.e. until 5<sup>th</sup> November 2019, provided that the shareholder represents at least one-twentieth of the share capital,
- 2/ notify, prior to the date of the Extraordinary General Meeting of Shareholders, in writing or by means of electronic mail, drafts of resolutions regarding issues included in the order of business or issues that are to be included in the order of business, provided that the shareholder represents at least one-twentieth of the share capital,
- 3/ notify drafts of resolutions regarding issues introduced into the order of business during the Extraordinary General Meeting, until the Chairman calls for voting on a given point in the order of business,
- 4/ participate in the Extraordinary General Meeting in person or through the intermediary of a proxy authorized to vote the shares.

Participation of the shareholder's proxies in the General Meeting requires relevant justification of the right to act on his/her behalf. The written or electronic form of a power of attorney is required and sufficient. Power of attorney in an electronic form does not need to include a secure electronic signature verified by means of a valid qualified certificate. It should be assumed that a written or electronic document confirming the right to represent a shareholder at the General Meeting is pursuant to the law and does not require additional confirmations, unless its authenticity raises any objections.

Should the shareholder give instructions to the proxy, the proxy follows the voting instructions referring to each resolution individually. The form allowing the proxy to vote are available on the Company's website: [www.ferrum.com.pl](http://www.ferrum.com.pl) in the section Investor Relations / Company / General Meeting. Notification of the Company about the proxy appointment should be delivered in PDF format via electronic mail and sent to the e-mail address: [raporty@ferrum.com.pl](mailto:raporty@ferrum.com.pl).

Furthermore, the Management Board of FERRUM S.A. seated in Katowice informs that:

- 1/ it is not possible to attend the Extraordinary General Meeting of FERRUM S.A. on 26<sup>th</sup> November 2019 by means of electronic communication,
- 2/ it is not possible to speak during the Extraordinary General Meeting by means of electronic communication,
- 3/ it is not possible to vote by correspondence or by means of electronic communication.

List of the persons authorized to participate in the subject Extraordinary General Meeting of FERRUM S.A. shall be composed by FERRUM S.A. on the basis of the register kept by the National Depository of Securities, in line with the provisions of the Act on Trading in Financial Instruments, and prepared with reference to the personal certificates on the right to attend the General Meeting issued by the share account-holding entities.

List of the shareholders authorized to participate in the Extraordinary General Meeting shall be accessible in the Company's Office for three working days prior to the General Meeting i.e. on 21<sup>st</sup>, 22<sup>nd</sup> and 25<sup>th</sup> November 2019. The shareholder may require to be provided with the list free of charge via electronic mail giving the e-mail address to which the list is to be sent. The list shall be sent in PDF format. When requiring the access to or delivery of the list of shareholders, the shareholder is obliged to produce identification and certify his/her status of FERRUM S.A. shareholder. For this purpose it is possible to present the certificate for shares or the certificate on the right to attend the General Meeting.

The delivered correspondence of the shareholders related to the General Meeting should allow for the shareholder identification and confirm his/her shareholding rights. Electronic correspondence should be sent



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to the dedicated e-mail address given on the Company's website i.e. [raporty@ferrum.com.pl](mailto:raporty@ferrum.com.pl). Documents delivered to the Company in electronic form should be saved in PDF format.

Persons entitled to participate in the Extraordinary General Meeting of FERRUM S.A. convened on 26<sup>th</sup> November 2019 may access the full content of the documentation and drafts of the resolutions of the General Meeting that is available on the Company's website: [www.ferrum.com.pl](http://www.ferrum.com.pl) in the section Investor Relations / Company / General Meeting, where other information on the subject Extraordinary General Meeting of FERRUM S.A. is also published.

Representatives of the legal persons should present valid extracts from the relevant registers listing the persons authorized for such representation.

Detailed legal basis: § 19 item 1 point 1 of Regulation of Minister of Finance of 29<sup>th</sup> March 2018 on current and periodic information published by issuers of securities (...).

#### **SIGNATURES OF PERSONS REPRESENTING THE COMPANY**

<b>Date</b>	<b>Position</b>	<b>First name and surname</b>
2019-10-28	President of the Management Board	Krzysztof Kasprzycki
2019-10-28	Vice-President of the Management Board	Honorata Szlachetka