



**Current Report:** 50/2019

**Date:** 2019-11-12

**Name of the Issuer:** FERRUM S.A.

**Title:** Second notification on planned merger between the Issuer and affiliated company

**Legal basis:** Other regulations

**Content of the Report:**

Acting on the basis of Art. 504 § 1 of Commercial Companies Code (CCC) with relation to Art. 402 § 2 of CCC and Art. 4025 (1) of CCC, the Management Board of FERRUM S.A. seated in Katowice (Issuer) hereby notifies for the second time on its intention of merger between the Issuer (Taking-Over-Company) with ROCKFORD Sp. z o.o. seated in Katowice (Taken-Over-Company).

The merger of the Issuer and the Taken-Over-Company shall take place on the basis of the following rules:

- the merger shall be carried out on the basis of Art. 492 § 1 of CCC, i.e. by transferring the Taken-Over-Company's whole estate to the Issuer by means of general succession,
- the merger shall take place without increasing the share capital, as well as without changing the Taking-Over-Company's Statute,
- no special advantages mentioned in Art. 499 § 1 item 6 of CCC are foreseen for members of bodies of the merging Companies and other persons taking part in the merger,
- no special advantages mentioned in Art. 499 § 1 item 5 of CCC are foreseen,
- due to the fact that the Taken-Over-Company is the Issuer's 100% affiliated company, on the basis of Art. 516 § 6 of CCC with relation to Art. 516 § 5 of CCC there is no obligation for the plan of merger to be subject to examination within its correctness and solidity and to obtain appropriate opinion of an authorised auditor.

Due to the fact that the Issuer is a public company, in accordance with Art. 516 § 1 of CCC the merger requires adopting resolutions on giving consent to merger by the General Meeting of the Taking-Over-Company and by the Shareholders' Meeting of the Taken-Over-Company, which are mentioned in Art. 506 of CCC.

The plan of merger was made public on the Taking-Over-Company's website – [www.ferrum.com.pl](http://www.ferrum.com.pl) and additionally published via ESPI System as enclosure to current report no. 42/2019 on 10<sup>th</sup> October 2019. As far as ROCKFORD Sp. z o.o. is concerned, the plan of merger was announced in Chronicle of Laws and Regulations no. 201 of 16<sup>th</sup> October 2019 under number 53187.

Shareholders may make themselves acquainted with documents mentioned in Art. 505 § 1 of CCC in the Issuer's registered office, ul. Porcelanowa 11 in Katowice, starting from 22<sup>nd</sup> October 2019 between 8:00 am and 4:00 pm, i.e. with:

- plan of merger between the Issuer and the Taken-Over-Company,
- financial statements and reports of Management Boards of the Companies (in case of FERRUM for last 3 financial years and with opinion of an authorised auditor, and in case of ROCKFORD Sp. z o.o. for last 2 financial years),
- draft resolution of the Extraordinary General Meeting of the Issuer concerning merger,

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- draft resolution of the Extraordinary Shareholders' Meeting of ROCKFORD Sp. z o.o. concerning merger,
- statement of the Management Board of ROCKFORD Sp. z o.o. on establishing the value of estate of ROCKFORD,
- statement of the Management Board of ROCKFORD Sp. z o.o. including information on accounting state of ROCKFORD Sp. z o.o. for the purpose of merger.

The date of Extraordinary General Meeting aiming at adopting resolution on merger between the Issuer and the Taken-Over-Company was convened to be held on 26<sup>th</sup> November 2019, which was announced in current report no. 46/2019.

**SIGNATURES OF PERSONS REPRESENTING THE COMPANY**

<b>Date</b>	<b>Position</b>	<b>First name and surname</b>
2019-11-12	President of the Management Board	Krzysztof Kasprzycki
2019-11-12	Vice-President of the Management Board	Honorata Szlachetka