



**Current Report:** 38/2023

**Date:** 2023-10-12

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

**Title:** First 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 first time on its intention of merger between the Issuer (Taking-Over-Company) with FERRUM MARKETING 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. 513 § 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. 36/2023 on 4<sup>th</sup> October 2023. As far as FERRUM MARKETING Sp. z o.o. is concerned, the plan of merger was announced in Chronicle of Laws and Regulations no. 197 of 11<sup>th</sup> October 2023 under number 48605.

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 13<sup>th</sup> October 2023 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 FERRUM MARKETING 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 FERRUM MARKETING Sp. z o.o. concerning merger,
- statement of the Management Board of FERRUM MARKETING Sp. z o.o. on establishing the value of estate of FERRUM MARKETING,
- statement of the Management Board of FERRUM MARKETING Sp. z o.o. including information on accounting state of FERRUM MARKETING 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 shall be announced by the Issuer in separate current report, in accordance with legal regulations binding the Issuer.

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

<b>Date</b>	<b>Position</b>	<b>First name and surname</b>
2023-10-12	President of the Management Board	Krzysztof Kasprzycki
2023-10-22	Vice-President of the Management Board	Honorata Szlachetka