



<b>Current report no.:</b>	39/2023
<b>Date:</b>	2023-10-19
<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 15 <sup>th</sup> November 2023
<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, in relation to Art. 402<sup>1</sup> and Art. 402<sup>2</sup> of the Commercial Companies Code, convenes the Extraordinary General Meeting of the Company to be held on 15<sup>th</sup> November 2023 in the Company's registered seat on Porcelanowa 11 Street in Katowice (Company Canteen) at 10:00 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. Adopting resolution on introducing changes to the Company Statute.
6. Adopting resolution on approving the uniform text of the Company Statute.
7. Adopting resolution on merger of the Company an affiliated Company FERRUM MARKETING Sp. z o.o. seated in Katowice by transferring whole estate of FERRUM MARKETING Sp. z o.o. to the Company.
8. Any other Business.
9. 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 15<sup>th</sup> November 2023, in accordance with Art. 406<sup>1</sup> § 1 of the Commercial Companies Code, falls on 30<sup>th</sup> October 2023.

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 30<sup>th</sup> October 2023.

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, and not later than on the first working day following the day of registering participation in the General Meeting, i.e. on 31<sup>st</sup> October 2023. 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 15<sup>th</sup> November 2023 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, 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,
  - 5/ ask questions regarding items included in the order of business of the Extraordinary General Meeting.

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 15<sup>th</sup> November 2023 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 10<sup>th</sup>, 13<sup>st</sup> and 14<sup>th</sup> November 2023. 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 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 15<sup>th</sup> November 2023 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.

Suggested changes in the Statute of FERRUM S.A.:

- it is suggested to change Article 1 of the Statute of FERRUM S.A. in the following way:
  - (i) delete the inverted commas as well as the words "in Katowice" being part of the Company name,
  - (ii) delete the inverted commas as well as the word "Katowice" being part of the Company logo,

which means that Article 1 shall be worded as follows:

*"The Company is incorporated under the business name FERRUM Spółka Akcyjna. The Company may use the abbreviated name FERRUM S.A. and the logo FERRUM S.A."*

- it is suggested to change Article 20 item 20.2 point 1) of the Statute of FERRUM S.A. of the current wording as follows:

*"20.2 Apart from issues indicated in the act, in other stipulations of this Statute and in resolutions of the General Meeting of Shareholders, the Supervisory Board shall have the following competence:*

- 1) *assessing the Management Board's reports on the activity of the Company and financial statement for the previous business year, concerning their conformity with the books and documents, as well as with the factual state, and providing their verification by auditors chosen by the Supervisory Board,"*

so that it shall be worded as follows:

*"20.2 Apart from issues indicated in the act, in other stipulations of this Statute and in resolutions of the General Meeting of Shareholders, the Supervisory Board shall have the following competence:*

- 1) *assessing the Management Board's reports on the activity of the Company and financial statement for the previous business year, concerning their conformity with the books and documents, as well as with the factual state, and choosing an auditing company to execute the financial verification, including execution of the statutory examination and review of the Company financial statements,"*

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

<b>Date</b>	<b>Position</b>	<b>First name and surname</b>
2023-10-19	President of the Management Board	Krzysztof Kasprzycki
2023-10-19	Vice-President of the Management Board	Honorata Szlachetka