



Current report no.:	39/2016
Date:	2016-03-25
Name of the Issuer:	FERRUM S.A.
Title:	Announcement of convening of the General Meeting of Shareholders of FERRUM S.A. on 17 th May 2016
Legal basis:	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. 402¹, Art. 402² of the Commercial Companies Code, convenes the General Meeting of Shareholders on 17th May 2016, which is to be held in the Company's registered seat on Porcelanowa 11 Street in Katowice (Company Canteen) at 11:00 am.

Order of the business:

1. Opening of the General Meeting of Shareholders.
2. Appointment of the Meeting Chairman.
3. Determination of proper convention of the General Meeting of Shareholders and its capacity to adopt resolutions.
4. Adopting the order of business.
5. Appointment of the Returning Committee.
6. The Management Board information on the execution of resolutions adopted by the General Meeting of Shareholders regarding purchase and disposal of properties.
7. Examination of the written *Supervisory Board Report on the evaluation of Financial Statements of the Company and the Capital Group and the Management Board Report on the business activities of the Company and FERRUM Capital Group in 2015* in respect of their compliance with the records and documents as well as with the actual situation, considering the assessment of internal control and risk management systems substantial for FERRUM S.A. and taking an attitude towards the Management Board motion on approving the net loss coverage for 2015.
8. Adopting resolution on approving the *Annual stand-alone financial statement of FERRUM S.A. for the 12-month closed on 31st December 2015*.
9. Adopting resolution on approving the *Management Board Report on the business activities of FERRUM S.A. in 2015*.
10. Adopting resolution on approving the net loss coverage for 2015.
11. Adopting resolution on approving the *Annual consolidated financial statement of FERRUM Capital Group for the 12-month period closed on 31st December 2015*.
12. Adopting resolution on approving the *Management Board Report on the business activities of FERRUM Capital Group in 2015*.
13. Adopting resolutions on acknowledgement of the fulfilment of duties by Members of the Company Management Board in 2015.
14. Presentation of the *Supervisory Board Report on business activities in 2015*.



15. Adopting resolutions on acknowledgement of the fulfilment of duties by Members of the Company Supervisory Board in 2015.
16. Adopting resolution on the increase of FERRUM S.A. equity capital in the amount not higher than 37.919.324,34 PLN (in words: thirty seven millions nine hundred nineteen thousands three hundred twenty four zloty and thirty four groszy) through the issuance of up to 12.271.626 (in words: twelve millions two hundred seventy one thousand six hundred twenty six) bearer shares of „F” series with the pre-emptive right reserved for the previous shareholders of FERRUM S.A., scheduling 1st June 2016 as the day for the pre-emptive right to the newly issued shares, dematerialization and applying for admission and introduction of pre-emptive rights, rights to the shares and newly issued shares to be traded on the regulated market of the Warsaw Stock Exchange, as well as on the change to the Articles of Association of FERRUM S.A.
17. Amendment of Resolution no. XIV/2006 of the General Meeting of Shareholders of FERRUM S.A. dated 8th June 2006 on approving disposal of the property.
18. Adopting resolution on further existence of the Company.
19. Discussion of the financial situation of the Company as at 31st December 2015.
20. Discussion of the Company current financial situation.
21. Discussion on the economic purpose and reasons for concluding respective contracts, agreements and arrangements by the Company, namely:
 - a) Loan contract of 31st December 2013 concluded between FERRUM S.A. and the former member of the FERRUM S.A. Management Board;
 - b) Agreement of 22nd July 2015 concluded between FERRUM S.A., HW Pietrzak Holding S.A. and mFaktoring S.A. on the receivables of mFaktoring against FERRUM S.A.;
 - c) Arrangement of 23rd December 2015 concluded between FERRUM S.A. and mFaktoring S.A. on the commercial receivables acquired by mFaktoring against FERRUM S.A.;
 - d) Contracts for advisory, legal, tax, legal-tax, accounting, auditor and financial consultancy related directly and indirectly to the issue of entering into arrangements between the Company and the financial institutions, namely with Bank Millennium S.A., ING Bank Śląski S.A. and mFaktoring S.A.
22. Discussion on the possible financial audit of selected transactions with related entities, including contracts, agreements and arrangements entered into with these entities in order to determine whether the accepted values (prices) correspond to the market values binding as at the transaction day, namely:
 - All commercial transactions and cash flow between the related companies i.e.: FERRUM S.A., ZKS FERRUM S.A. and HW Pietrzak Holding S.A. (HW Pietrzak Holding Spółka z o.o.) in the period from 01.01.2010 to 31.12.2015
23. Appointment of the Supervisory Board through voting in separate groups, in line with the petition of the shareholders representing at least 1/5 of the Company equity capital:
 - a) Agreeing number of Members of the Company Supervisory Board for the new term of office;
 - b) Agreeing number of Members of the Company Supervisory Board appointed by way of voting in separate groups;
 - c) Appointment of Members of the Company Supervisory Board by way of voting in separate groups;
 - d) Appointment of other Members of the Company Supervisory Board for the new term of office.
24. Adopting resolution on changes in the personal composition of the Company Supervisory Board, if for the issue covered in point 23 of the order of business at least one separate group of shareholders fails to be formed, which would be capable of appointing at least one member of the Company Supervisory Board or if despite forming at least one separate group of shareholders it fails to appoint at least one member of the Company Supervisory Board.
25. Adopting resolution on agreeing the amount of separate remuneration for the members of the Company Supervisory Board designated for constant individual supervision.



- 26. Any Other Business.
- 27. Closure of the General Meeting of Shareholders.

The Management Board of FERRUM S.A. seated in Katowice informs that the day for registering participation in the General Meeting of Shareholders of FERRUM S.A. convened for 17th May 2016, in accordance with Art. 406¹ § 1 of the Commercial Companies Code, falls on 1st May 2016.

Pursuant to Art. 406¹ § 1 the Commercial Companies Code, the right to participate in the General Meeting of Shareholders is entitled solely to persons being shareholders of FERRUM S.A. as on the day of registering participation in the General Meeting of Shareholders i.e. on 1st May 2016. Pledges 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. 406³ § 2 the Commercial Companies Code, in order to ensure participation in the General Meeting of Shareholders, 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 General Meeting of Shareholders, i.e. not earlier than 25th March 2016 and not later than on the first working day following the day of registering participation in the General Meeting, i.e. on 2nd May 2016. Shareholders are advised to collect the above mentioned certificate and bring it to the General Meeting of Shareholders.

The Management Board of FERRUM S.A. with the registered seat in Katowice informs that the persons entitled to participate in the General Meeting of Shareholders of FERRUM S.A. on 17th May 2016 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 General Meeting, i.e. until 26th April 2016, provided that the shareholder represents at least one-twentieth of the share capital,
- 2/ notify, prior to the date of the 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 General Meeting of Shareholders, until the Chairman calls for voting on a given point in the order of business,
- 4/ participate in the General Meeting of Shareholders in person or through the intermediary of a proxy authorized to vote the shares.

Participation of the shareholder's proxies in the General Meeting of Shareholders 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 of Shareholders 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 in the section Investor Relations / Company / General Meeting of Shareholders. 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.

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

- 1/ it is not possible to attend the General Meeting of Shareholders of FERRUM S.A. on 17th May 2016 by means of electronic communication,
- 2/ it is not possible to speak during the General Meeting of Shareholders 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 General Meeting of Shareholders 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 General Meeting of Shareholders shall be accessible in the Company's Office for three working days prior to the General Meeting of Shareholders i.e. on 12th, 13th and 16th May 2016. The shareholder may require to be provided with the list of shareholders free of charge via electronic mail giving the e-mail address to which the list is to be sent. The list of shareholders 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. Documents delivered to the Company in electronic form should be saved in PDF format.

Persons entitled to participate in the General Meeting of Shareholders of FERRUM S.A. convened on 17th May 2016 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 in the section Investor Relations / Company / General Meeting of Shareholders, where other information on the subject General Meeting of Shareholders 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.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Date	Position	First name and surname
2016-03-25	President of the Management Board	Konrad Mitterski
2016-03-25	Vice-president of the Management Board	Włodzimierz Kasztalski