



**Resolutions adopted
by the General Meeting of Shareholders of
FERRUM S.A.
on 17th May 2016**

**RESOLUTION NO. 1/2016
General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

regarding: appointment of the Chairman of the General Meeting of Shareholders of FERRUM S.A.

Pursuant to Art. 409 § 1 the Commercial Companies Code and Art. 28 item 28.1 of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. appoint Mr. Szymon Kaczmarek to hold the function of the Chairman of the General Meeting of Shareholders of FERRUM S.A.

The resolution was adopted by secret voting by the Shareholders holding 19.188.374 votes, whereas out of 19.188.374 shares – 19.188.374 votes were binding – that corresponds to 78,18% of shares in the company equity capital, including:

- *Votes in favor – 19.188.374;*
- *Votes against – 0;*
- *Abstaining votes – 0;*
- *Nobody objected.*

**RESOLUTION NO. 2/2016
General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

regarding: adoption of the business order of the General Meeting of Shareholders of FERRUM S.A.

The General Meeting of Shareholders of FERRUM S.A. agree to adopt the order of business as presented below:

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. Adoption of the business order.
5. Appointment of the Returning Committee.
6. The Management Board information on execution of the General Meeting resolutions regarding purchase and sale of the property.
7. Discussion of the written Supervisory Board Report on evaluation of the Company and Capital Group Financial Statements 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 state of affairs, in consideration of the assessment of the internal control and risk management systems important for FERRUM S.A. and issuance of an opinion on the Management Board opinion on the petition for 2015 net loss coverage.
8. Adoption of the resolution on approving the Annual stand-alone financial statement of FERRUM S.A. for the 12-month period closed on 31st December 2015.
9. Adoption of the resolution on approving the Management Board Report on FERRUM S.A. business activities in 2015.
10. Adoption of the resolution on approving the 2015 net loss coverage.



11. Adoption of the resolution on approving the Annual consolidated financial statement of FERRUM Capital Group for the 12-month period closed on 31st December 2015.
12. Adoption of the resolution on approving the Management Board Report on the business activities of FERRUM Capital Group in 2015.
13. Adoption of the resolutions on acknowledging fulfilment of duties by Members of the Company Management Board in 2015.
14. Presentation of the Supervisory Board Report on the business activities in 2015.
15. Adoption of the resolutions on acknowledging fulfilment of duties by Members of the Company Supervisory Board in 2015.
16. Amendment of the Resolution no. XVI/2006 of the General Meeting of Shareholders of FERRUM S.A. dated 8th June 2006 on approving disposal of the property.
17. Adopting resolution on further existence of the Company.
18. 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.
19. Adopting resolution on changes in the personal composition of the Company Supervisory Board, if for the issue covered in point 18 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.
20. Adopting resolution on agreeing the amount of separate remuneration for the members of the Company Supervisory Board designated for constant individual supervision.
21. Discussion of the financial situation of the Company as at 31st December 2015.
22. Discussion of the Company current financial situation.
23. 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 Millenium S.A., ING Bank Śląski S.A. and mFaktoring S.A.
24. 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.
25. 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.
26. Any Other Business.



27. Closure of the General Meeting of Shareholders.

The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.592;*
- *Votes against – 0;*
- *Abstaining votes – 200;*
- *Nobody objected.*

RESOLUTION NO. 3/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

regarding: appointment of the Returning Committee of the General Meeting of Shareholders of FERRUM S.A.

The General Meeting of Shareholders of FERRUM S.A. appoint for the Returning Committee the following persons:

- Mrs. Magdalena Wleciał;
- Mrs. Katarzyna Hebda;
- Mr. Mariusz Kulas.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.792;*
- *Votes against – 0;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 4/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

**regarding: approval of the Annual stand-alone financial statement of FERRUM S.A. for the 12-month period
closed on 31st December 2015.**

Acting pursuant to Art. 395 § 2 point 1 of the Commercial Companies Code, Art. 53 item 1 of the Accounting Act (Journal of Law 1994 No. 121, pos. 591 with further amendments) and Art. 26 item 26.1 point a) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. having examined the Annual stand-alone financial statement of FERRUM S.A. for the 12-month period closed on 31st December 2015, and having considered the evaluation of the subject statement prepared by the Company Supervisory Board, the General Meeting of Shareholders of FERRUM S.A. decide to approve the Annual stand-alone financial statement of FERRUM S.A. for the 12-month period closed on 31st December 2015, comprising of the following:

1. statement of the financial situation prepared as on 31st December 2015, which presents the total balance of assets, equity and liabilities in the amount of 223.147.441,12 PLN (in words: two hundred twenty three millions one hundred forty seven thousands four hundred forty one zloty 12/100),
2. stand-alone profit and loss account for the period 1st January 2015 – 31st December 2015, which presents the net loss in the amount of 54.601.402,75 PLN (in words: fifty four millions six hundred and one thousands four hundred and two zloty 75/100),
3. total income statement for the period 1st January 2015 – 31st December 2015, which presents negative total income in the amount of 54.673.241,29 PLN (in words: fifty four millions six hundred seventy three thousands two hundred forty one zloty 29/100),



4. statement on changes in equity for the period 1st January 2015 – 31st December 2015, which presents decrease of the equity in the amount of 54.673.241,29 PLN (in words: fifty four millions six hundred seventy three thousands two hundred forty one zloty 29/100),
5. cash flow statement for the period 1st January 2015 – 31st December 2015, which presents decrease of the cash flow in the amount of 1.293.246,09 PLN (in words: one million two hundred ninety three thousands two hundred forty six zloty 09/100),
6. additional information on adopted accounting principles and other explanatory information.
7. additional explanatory information.

The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.153;*
- *Votes against – 639;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 5/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

regarding: approval of the Management Board Report on FERRUM S.A. business activities in 2015

Acting pursuant to Art. 395 § 2 point 1 the Commercial Companies Code and Art. 26 item 26.1 point a) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A., having read the Management Board Report on FERRUM S.A. business activities in 2015 and the positive opinion of the Supervisory Board, hereby approve the subject Report.

The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.492;*
- *Votes against – 300;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 6/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

regarding: approval of net loss coverage for 2015

Acting pursuant to Art. 395 § 2 point 2 of the Commercial Companies Code and Art. 26 item 1 point h) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A., having read the Management Board petition on the approval of the net loss coverage for 2015 in the amount of 54.601.402,75 PLN (in words: fifty four millions six hundred and one thousands four hundred and two zloty 75/100) and the positive opinion of the Supervisory Board, hereby approve coverage of the total net loss with the profit to be generated by the Company in the future settlement periods.

The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.792;*
- *Votes against – 0;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 7/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016****regarding: approval of the Annual consolidated financial statement of FERRUM Capital Group for the 12-month period closed on 31st December 2015.**

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code and Art. 63c item 4 of the Accounting Act (Journal of Law 1994 No. 121, pos. 591 with further amendments), the General Meeting of Shareholders of FERRUM S.A. having examined the Annual consolidated financial statement of FERRUM Capital Group for the 12-month period closed on 31st December 2015, and having considered the evaluation of the subject statement prepared by the Company Supervisory Board, the General Meeting of Shareholders of FERRUM S.A. decide to approve the Annual consolidated financial statement of FERRUM Capital Group for the 12-month period closed on 31st December 2015, comprising of the following:

1. consolidated statement of the financial situation prepared as on 31st December 2015, which presents the total balance of assets, equity and liabilities in the amount of 262.717.524,95 PLN (in words: two hundred sixty two millions seven hundred seventeen thousands five hundred twenty four zloty 95/100),
2. consolidated profit and loss account for the period 1st January 2015 – 31st December 2015, which presents the net loss in the amount of 49.658.363,69 PLN (in words: forty nine millions six hundred fifty eight thousands three hundred sixty three zloty 69/100),
3. consolidated total income statement for the period 1st January 2015 – 31st December 2015, which presents negative total income in the amount of 49.738.746,41 PLN (in words: forty nine millions seven hundred thirty eight thousands seven hundred forty six zloty 41/100),
4. consolidated statement on changes in equity for the period 1st January 2015 – 31st December 2015, which presents decrease of the equity in the amount of 49.738.746,41 PLN (in words: forty nine millions seven hundred thirty eight thousands seven hundred forty six zloty 41/100),
5. consolidated cash flow statement for the period 1st January 2015 – 31st December 2015, which presents increase of the cash flow in the amount of 1.671.444,65 PLN (in words: one million six hundred seventy one thousands four hundred forty four zloty 65/100),
6. additional information on adopted accounting principles and other explanatory information.
7. additional explanatory information.

The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.592;*
- *Votes against – 200;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 8/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016****regarding: approval of the Management Board Report on the business activities of FERRUM Capital Group in 2015.**

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code, the General Meeting of Shareholders of FERRUM S.A., having read the Management Board Report on the business activities of FERRUM Capital Group in 2015 and the positive opinion of the Supervisory Board, hereby approve the subject Report.

**Established in 1874**

The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.592;*
- *Votes against – 200;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 9/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice****dated 17th May 2016****regarding: acknowledgement of the fulfilment of duties by the President of FERRUM S.A. Management Board
Mr. KONRAD MITERSKI in the period from 01.01.2015 until 31.12.2015.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. KONRAD MITERSKI as the President of FERRUM S.A. Management Board in the period from 01.01.2015 until 31.12.2015.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 12.209.421;*
- *Votes against – 6.980.371;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 10/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice****dated 17th May 2016****regarding: acknowledgement of the fulfilment of duties by the Vice-president of FERRUM S.A. Management Board Mr. JACEK PODWIŃSKI in the period from 01.01.2015 until 17.12.2015.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. JACEK PODWIŃSKI as the Vice-president of FERRUM S.A. Management Board in the period from 01.01.2015 until 17.12.2015.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 12.066.470;*
- *Votes against – 6.980.371;*
- *Abstaining votes – 142.951;*
- *Nobody objected.*

RESOLUTION NO. 11/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice****dated 17th May 2016****regarding: acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Management Board
Mr. WŁODZIMIERZ KASZTALSKI in the period from 01.01.2015 until 31.12.2015.**

**Established in 1874**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. WŁODZIMIERZ KASZTALSKI as the Member of FERRUM S.A. Management Board in the period from 01.01.2015 until 31.12.2015.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 12.209.421;*
- *Votes against – 639;*
- *Abstaining votes – 6.979.732;*
- *Nobody objected.*

RESOLUTION NO. 12/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

**regarding: acknowledgement of the fulfilment of duties by the Vice-president of FERRUM S.A. Management Board
Mr. KRZYSZTOF KASPRZYCKI in the period from 01.01.2015 until 31.12.2015.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. KRZYSZTOF KASPRZYCKI as the Vice-president of FERRUM S.A. Management Board in the period from 01.01.2015 until 31.12.2015.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 12.209.421;*
- *Votes against – 639;*
- *Abstaining votes – 6.979.732;*
- *Nobody objected.*

RESOLUTION NO. 13/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

**regarding: acknowledgement of the fulfilment of duties by the Chairman of FERRUM S.A. Supervisory Board
Mr. BOGUSŁAW LEŚNODORSKI in the period from 01.01.2015 until 31.12.2015.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. BOGUSŁAW LEŚNODORSKI as the Chairman of FERRUM S.A. Supervisory Board in the period from 01.01.2015 until 31.12.2015.

The resolution was adopted by secret voting with the application of Art. 413 Commercial Companies Code - Shareholders holding 19.086.292 votes participated, whereas out of 19.086.292 shares – 19.086.292 votes were binding – that corresponds to 77,77% of shares in the company equity capital, including:

- *Votes in favor – 12.106.260;*
- *Votes against – 6.980.032;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 14/2016



**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

regarding: acknowledgement of the fulfilment of duties by the Vice-chairman of FERRUM S.A. Supervisory Board Mr. LECH SKRZYPCZYK in the period from 01.01.2015 until 31.12.2015.

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. LECH SKRZYPCZYK as the Vice-chairman of FERRUM S.A. Supervisory Board in the period from 01.01.2015 until 31.12.2015.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 1.028.041;*
- *Votes against – 18.161.751;*
- *Abstaining votes - 0;*
- *Nobody objected.*

The resolution was not adopted.

RESOLUTION NO. 15/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

regarding: acknowledgement of the fulfilment of duties by the Secretary of FERRUM S.A. Supervisory Board Mr. PIOTR CHAŁA in the period from 01.01.2015 until 31.12.2015.

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. PIOTR CHAŁA as the Secretary of FERRUM S.A. Supervisory Board in the period from 01.01.2015 until 31.12.2015.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 885.190;*
- *Votes against – 18.304.602;*
- *Abstaining votes - 0;*
- *Nobody objected.*

The resolution was not adopted.

RESOLUTION NO. 16/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

regarding: acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board Mr. SUROJIT KUMAR GHOSH in the period from 01.01.2015 until 21.12.2015.

**Established in 1874**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. SUROJIT KUMAR GHOSH as the Member of FERRUM S.A. Supervisory Board in the period from 01.01.2015 until 21.12.2015.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 12.209.521;*
- *Votes against – 539;*
- *Abstaining votes – 6.979.732;*
- *Nobody objected.*

RESOLUTION NO. 17/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

**regarding: acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board
Mr. SŁAWOMIR BAJOR in the period from 01.01.2015 until 31.12.2015.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. SŁAWOMIR BAJOR as the Member of FERRUM S.A. Supervisory Board in the period from 01.01.2015 until 31.12.2015.

The resolution was adopted by secret voting with the application of Art. 413 Commercial Companies Code - Shareholders holding 18.918.949 votes participated, whereas out of 18.918.949 shares – 18.918.949 votes were binding – that corresponds to 77,08% of shares in the company equity capital, including:

- *Votes in favor – 18.918.949;*
- *Votes against – 0;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 18/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

**regarding: acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board
Mrs. MARTYNA GONCERZ-DACHOWSKA in the period from 01.01.2015 until 31.12.2015.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mrs. MARTYNA GONCERZ-DACHOWSKA as the Member of FERRUM S.A. Supervisory Board in the period from 01.01.2015 until 31.12.2015.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.792;*
- *Votes against – 0;*
- *Abstaining votes – 0;*



- *Nobody objected.*

RESOLUTION NO. 19/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

**regarding: acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board
Mr. HUBERT PIETRZAK in the period from 01.01.2015 until 31.12.2015.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. HUBERT PIETRZAK as the Member of FERRUM S.A. Supervisory Board in the period from 01.01.2015 until 31.12.2015.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 884.011;*
- *Votes against – 18.305.781;*
- *Abstaining votes – 0;*
- *Nobody objected.*

The resolution was not adopted.

RESOLUTION NO. 20/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

**regarding: acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board
Mr. MAREK MAKOWSKI in the period from 01.01.2015 until 21.12.2015.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. decide to acknowledge fulfilment of duties by Mr. MAREK MAKOWSKI as the Member of FERRUM S.A. Supervisory Board in the period from 01.01.2015 until 31.12.2015.

The resolution was adopted by secret voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.153;*
- *Votes against – 639;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 21/2016

**General Meeting of Shareholders of FERRUM S.A. seated in Katowice
dated 17th May 2016**

**regarding: amendment of the Resolution no. XVI/2006 of the General Meeting of Shareholders of FERRUM S.A.
of 8th June 2006 on the approval to sale the property**

Acting pursuant to Art. 393 point 4 of the Commercial Companies Code and Art. 26 item 1 point e of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. resolve as below:



§ 1

In view of the geodetic division of the plots of land considered in the Resolution no. XVI/2006 of the General Meeting of Shareholders of FERRUM S.A. of 8th June 2006 on the approval to sale the property and on the intended sale of another properties, the General Meeting of Shareholders of FERRUM S.A. amend this resolution as follows:

§ 1 of the resolution shall read as follows:

Consent to dispose the right to perpetual usufruct of the following plots of land located on Murckowska Str. and Hutnicza Str.:

1. Undeveloped plots of land no. 5/5 and 5/6 included in the land and mortgage register no. KA1K/00065740/4. of the area of 3625 m²,
2. Undeveloped plots of land no. 7/5, 7/6 and 7/7, included in the land and mortgage register no. KA1K/00065740/4 of the area of 4357 m²,
3. Undeveloped plot of land no. 20/29, included in the land and mortgage register no. KA1K/00132210/1 of the area of 1213 m²,
4. Undeveloped plots of land no. 20/31, 20/32, 20/33 and 20/ 37 and the lot of land 20/34 developed with a water tower, included in the land and mortgage register no. KA1K/00076874/2, of the area of 65986 m².

The total area of the plots of land referred to hereinabove measures 75181 m².

§2 of the resolution shall read as follows:

Sale of the property shall be proceeded under the conditions defined by the Management Board, upon the consent of the Supervisory Board. In particular, the Management Board might sale the property in whole or in part, including conversion of the property and provision of an in-kind contribution to the commercial company.

The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.592;*
- *Votes against – 0;*
- *Abstaining votes – 200;*
- *Nobody objected.*

RESOLUTION NO. 22/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice****dated 17th May 2016****regarding: further existence of the Company**

Acting pursuant to Art. 397 of the Commercial Companies Code, the General Meeting of Shareholders of FERRUM S.A., despite the Company balance for 2015 and the preceding years presents a total loss exceeding the sum of the reserve and spare capital and one third of the Company equity capital, decide on the further existence of the Company.

The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.792;*
- *Votes against – 0;*
- *Abstaining votes – 0;*
- *Nobody objected.*



RESOLUTION NO. 23/2016

General Meeting of Shareholders of FERRUM S.A. seated in Katowice

dated 17th May 2016

regarding: agreement of the number of Members of FERRUM S.A. Supervisory Board for the new term of office

§ 1

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and the Art. 15 item 15.1 of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. agree the number of Members of FERRUM S.A. Supervisory Board of 7 (seven) persons.

§ 2

The General Meeting of Shareholders revoke the Resolution no. 4/2016 of the Extraordinary Meeting of Shareholders of FERRUM S.A. seated in Katowice of 9th February 2016 on the agreement of number of Members of FERRUM S.A. Supervisory Board for the VIII term of office.

The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.792;*
- *Votes against – 0;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. I/2016

of the Group of Shareholders entitled to appoint Member of the Supervisory Board through voting in groups

at the General Meeting of Shareholders of FERRUM S.A. seated in Katowice of 17th May 2016

regarding appointment of Returning Committee

The General Meeting of Shareholders of FERRUM S.A. through voting in groups appoint Mrs. Martyna Goncerz-Dachowska and Mr. Sławomir Bajor to the Returning Committee.

The resolution was adopted by secret voting by the Group of Shareholders holding 6.979.732 votes, whereas out of 6.979.732 shares – 6.979.732 votes were binding – that corresponds to 28,44% of shares in the company equity capital, including:

- *Votes in favor – 6.979.732;*
- *Votes against – 0;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. II/2016

of the group of Shareholders entitled to appoint Member of the Supervisory Board through voting in groups at

the General Meeting of Shareholders of FERRUM S.A. seated in Katowice of 17th May 2016

regarding: appointment of Member of the Supervisory Board

through voting in groups

Acting pursuant to Art. 385 § 3 of the Commercial Companies Code, the General Meeting of Shareholders of FERRUM S.A. through voting in groups appoint Mr. Sławomir Bajor for the Supervisory Board of FERRUM S.A.

The resolution was adopted by secret voting by the Group of Shareholders holding 6.979.732 votes, whereas out of 6.979.732 shares – 6.979.732 votes were binding – that corresponds to 28,44% of shares in the company equity capital, including:

- *Votes in favor – 6.979.732;*
- *Votes against – 0;*



- Abstaining votes -0;
- Nobody objected.

RESOLUTION NO. III/2016

of the group of Shareholders entitled to appoint Member of the Supervisory Board through voting in groups at the General Meeting of Shareholders of FERRUM S.A. seated in Katowice of 17th May 2016 regarding: appointment of Member of the Supervisory Board through voting in groups

Acting pursuant to Art. 385 § 3 of the Commercial Companies Code, the General Meeting of Shareholders of FERRUM S.A. through voting in groups appoint Mrs. Martyna Goncerz-Dachowska for the Supervisory Board of FERRUM S.A.

The resolution was adopted by secret voting by the Group of Shareholders holding 6.979.732 votes, whereas out of 6.979.732 shares – 6.979.732 votes were binding – that corresponds to 28,44% of shares in the company equity capital, including:

- Votes in favor – 6.979.732;
- Votes against – 0;
- Abstaining votes –0;
- Nobody objected.

RESOLUTION NO. IV/2016

of the group of Shareholders entitled to appoint Member of the Supervisory Board through voting in groups at the General Meeting of Shareholders of FERRUM S.A. seated in Katowice of 17th May 2016 regarding designation of Member of the Supervisory Board for constant individual supervision

Acting pursuant to Art. 390 § 2 of the Commercial Companies Code and Art. 19 item 19.2 of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. through voting in groups designate Member of the FERRUM S.A. Supervisory Board Mrs. Martyna Goncerz-Dachowska for constant individual supervision.

The resolution was adopted by secret voting by the Group of Shareholders holding 6.979.732 votes, whereas out of 6.979.732 shares – 6.979.732 votes were binding – that corresponds to 28,44% of shares in the company equity capital, including:

- Votes in favor – 6.979.732;
- Votes against – 0;
- Abstaining votes –0;
- Nobody objected.

RESOLUTION NO. 24/2016

General Meeting of Shareholders of FERRUM S.A. seated in Katowice dated 17th May 2016 regarding: appointment of Mr. Tomasz Ślęzak to the FERRUM S.A. Supervisory Board

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and Art. 15 item 15.1 of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. appoints Mr. Tomasz Ślęzak to the Supervisory Board.



The resolution was adopted by secret voting by the Shareholders holding 12.210.060 votes, whereas out of 12.210.060 shares – 12.210.060 votes were binding – that corresponds to 49,75% of shares in the company equity capital, including:

- *Votes in favor – 12.209.860;*
- *Votes against – 0;*
- *Abstaining votes – 200;*
- *Nobody objected.*

RESOLUTION NO. 25/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice****dated 17th May 2016****regarding: appointment of Mr. Tomasz Plaskura to the FERRUM S.A. Supervisory Board**

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and Art. 15 item 15.1 of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. appoints Mr. Tomasz Plaskura to the Supervisory Board.

The resolution was adopted by secret voting by the Shareholders holding 12.210.060 votes, whereas out of 12.210.060 shares – 12.210.060 votes were binding – that corresponds to 49,75% of shares in the company equity capital, including:

- *Votes in favor – 12.209.860;*
- *Votes against – 0;*
- *Abstaining votes – 200;*
- *Nobody objected.*

RESOLUTION NO. 26/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice****dated 17th May 2016****regarding: appointment of Mr. Marcin Mosz to the FERRUM S.A. Supervisory Board**

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and Art. 15 item 15.1 of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. appoints Mr. Marcin Mosz to the Supervisory Board.

The resolution was adopted by secret voting by the Shareholders holding 12.210.060 votes, whereas out of 12.210.060 shares – 12.210.060 votes were binding – that corresponds to 49,75% of shares in the company equity capital, including:

- *Votes in favor – 12.209.860;*
- *Votes against – 0;*
- *Abstaining votes – 200;*
- *Nobody objected.*

RESOLUTION NO. 27/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice****dated 17th May 2016****regarding: appointment of Mr. Bogusław Leśnodorski to the FERRUM S.A. Supervisory Board**

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and Art. 15 item 15.1 of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. appoints Mr. Bogusław Leśnodorski to the Supervisory Board.

**Established in 1874**

The resolution was adopted by secret voting by the Shareholders holding 12.210.060 votes, whereas out of 12.210.060 shares – 12.210.060 votes were binding – that corresponds to 49,75% of shares in the company equity capital, including:

- *Votes in favor – 12.209.421;*
- *Votes against – 339;*
- *Abstaining votes – 300;*
- *Nobody objected.*

RESOLUTION NO. 28/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice****dated 17th May 2016****regarding: appointment of Mr. Krzysztof Mikuła the FERRUM S.A. Supervisory Board**

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and Art. 15 item 15.1 of the Company Articles of Association, the General Meeting of Shareholders of FERRUM S.A. appoints Mr. Krzysztof Mikuła to the Supervisory Board.

The resolution was adopted by secret voting by the Shareholders holding 12.210.060 votes, whereas out of 12.210.060 shares – 12.210.060 votes were binding – that corresponds to 49,75% of shares in the company equity capital, including:

- *Votes in favor – 12.209.421;*
- *Votes against – 339;*
- *Abstaining votes – 300;*
- *Nobody objected.*

RESOLUTION NO. 29/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice****dated 17th May 2016****regarding: agreement of separate remuneration payable to the members of the Company Supervisory Board designated for constant individual supervision**

Acting pursuant to Art. 390 § 3 of the Commercial Companies Code, the General Meeting of Shareholders of FERRUM S.A. agree separate remuneration for the Members of FERRUM S.A. Supervisory Board designated for constant individual supervision in the amount of 1.000,00 PLN (one thousand zloty) net paid monthly. Remuneration for the preceding month shall be paid until 10th day of each following month. Remuneration for part of a month shall be paid in a proportionate amount.

The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.792;*
- *Votes against – 0;*
- *Abstaining votes – 0;*
- *Nobody objected.*

RESOLUTION NO. 30/2016**General Meeting of Shareholders of FERRUM S.A. seated in Katowice****dated 17th May 2016****regarding: adjournment of the session of the General Meeting of Shareholders**

Acting pursuant to Art. 408 § 2 of the Commercial Companies Code, the General Meeting of Shareholders of FERRUM S.A. decide to adjourn the session until 15th June 2016 12:00 a.m.



The resolution was adopted by open voting by the Shareholders holding 19.189.792 votes, whereas out of 19.189.792 shares – 19.189.792 votes were binding – that corresponds to 78,19% of shares in the company equity capital, including:

- *Votes in favor – 19.189.792;*
- *Votes against – 0;*
- *Abstaining votes – 0;*
- *Nobody objected.*