

**Steel pipes** 

Hollow sections

Coating

Attachment 1 to current report no. 58/2017 dated 20th October 2017

# Changes of the Statute adopted by the Extraordinary General Meeting of FERRUM S.A. on 20<sup>th</sup> October 2017

Previous wording of the Article 19 item 19.3 of the Statute of FERRUM S.A.:

The Supervisory Board may appoint committees to perform particular tasks. Shall the number of Supervisory Board Members exceed five, the Supervisory Board appoints at least an Audit Committee. If the number of Supervisory Board Members equals five, the Supervisory Board either appoints an Audit Committee or executes its tasks itself.

Adopted wording of the Article 19 item 19.3 of the Statute of FERRUM S.A.:

The Supervisory Board may appoint committees to perform particular tasks and the Supervisory Board appoints at least an Audit Committee.

# Previous wording of the Article 19 item 19.4 of the Statute of FERRUM S.A.:

Shall an Audit Committee be appointed, at least one of its members should meet the following independence criteria:

- a) being qualified within accounting or financial auditing,
- b) not holding any of the Company's shares or shares, stocks or title deeds in any affiliated entities,
- c) not participating in running the Company's books or in preparing the Company's financial statement,
- d) not being a spouse, relative or affinity up to the second degree of a person being a member of the Company's supervisory or managing bodies and not being related to such a person by means of custody, adoption or wardship.

Adopted wording of the Article 19 item 19.4 of the Statute of FERRUM S.A.:

Members of the Audit Committee are appointed by the Supervisory Board from among its members.

# Added Article 19 item 19.5 of the Statute of FERRUM S.A. with the following wording:

The Audit Committee comprises of at least three members and at least one member shall have the knowledge and skills within accounting or auditing of financial statements.

### Added Article 19 item 19.6 of the Statute of FERRUM S.A. with the following wording:

Majority of the Audit Committee members, including the Chairperson, shall be independent from the Company. It is assumed that the Audit Committee member is independent from the Company, if he or she fulfils the criteria specified in Art. 129 item 3 of the Act on auditors, auditing companies and public oversight.

# Added **Article 19 item 19.7 of the Statute of FERRUM S.A.** with the following wording:

The Audit Committee members must have the knowledge and skills within the Company's business. This condition is fulfilled if at least one member of the Audit Committee has the knowledge and skills within the Company's business and particular members have specified knowledge and skills within this business.

# Added Article 19 item 19.8 of the Statute of FERRUM S.A. with the following wording:

The Chairperson of the Audit Committee shall be appointed by the Supervisory Board.

# Added Article 19 item 19.9 of the Statute of FERRUM S.A. with the following wording:

The Audit Committee fulfils the tasks foreseen in Art. 130 of the Act on auditors, auditing companies and public oversight.