



Katowice, 2<sup>nd</sup> June 2017

**Draft resolutions of the Ordinary General Meeting of FERRUM S.A. convened on 30th June 2017**

*Draft resolution to point 2 of the order of business*

**RESOLUTION NO...../2017  
Ordinary General Meeting of FERRUM S.A. seated in Katowice  
dated 30th June 2017**

regarding: **appointment of the Chairperson of the Ordinary General Meeting of FERRUM S.A.**

Pursuant to Art. 409 § 1 the Commercial Companies Code and Art. 28 item 28.1 of the Company Statute, the Ordinary General Meeting of FERRUM S.A. appoints Mrs. / Mr..... to hold the function of the Chairperson of the Ordinary General Meeting of FERRUM S.A.

*Draft resolution to point 4 of the order of business*

**RESOLUTION NO...../2017  
Ordinary General Meeting of FERRUM S.A. seated in Katowice  
dated 30th June 2017**

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

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

1. Opening of the Ordinary General Meeting.
2. Appointment of the Meeting Chairperson.
3. Determination of proper convention of the Ordinary General Meeting 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 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 FERRUM S.A. and FERRUM Capital Group in 2016 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 coverage of net loss for 2016.
8. Adopting resolution on approving the Annual stand-alone financial statement of FERRUM S.A. for the 12-month closed on 31<sup>st</sup> December 2016.
9. Adopting resolution on approving the Annual consolidated financial statement of FERRUM Capital Group for the 12-month period closed on 31<sup>st</sup> December 2016.
10. Adopting resolution on approving the coverage of net loss for 2016.
11. Adopting resolution on approving the Management Board Report on the business activities of the Company FERRUM S.A. and FERRUM Capital Group in 2016.



12. Adopting resolutions on acknowledgement of the fulfilment of duties by Members of the Company Management Board in 2016.
13. Presentation of the Supervisory Board Report on business activities in 2016.
14. Adopting resolutions on acknowledgement of the fulfilment of duties by Members of the Company Supervisory Board in 2016.
15. Adopting resolution on further existence of the Company.
16. Complementing the FERRUM S.A. Supervisory Board of X term.
17. Any Other Business.
18. Closure of the General Meeting of Shareholders.

*Draft resolution to point 5 of the order of business*

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

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

The Ordinary General Meeting of FERRUM S.A. appoints the following persons for the Returning Committee:

- Mrs./Mr. ....
- Mrs./Mr. ....
- Mrs./Mr. ....

*Draft resolution to point 8 of the order of business*

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **approval of the Annual stand-alone financial statement of FERRUM S.A. for the 12-month period closed on 31<sup>st</sup> December 2016**

Acting pursuant to Art. 395 § 2 point 1 of the Commercial Companies Code, Art. 53 item 1 of the Accounting Act (Journal of Law 2016.1047 dated 10.07.2016) and Art. 26 item 26.1 point a) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. having examined the Annual stand-alone financial statement of FERRUM S.A. for the 12-month period closed on 31<sup>st</sup> December 2016, and having considered the evaluation of the subject statement prepared by the Company Supervisory Board, the Ordinary General Meeting of FERRUM S.A. decides to approve the Annual stand-alone financial statement of FERRUM S.A. for the 12-month period closed on 31<sup>st</sup> December 2016, comprising of the following:

1. statement of the financial situation prepared as of 31<sup>st</sup> December 2016, which presents the total balance of assets, equity and liabilities in the amount of 213 438 323,71 PLN (in words: two hundred thirteen million four hundred thirty eight thousand three hundred twenty-three zloty 71/100),
2. stand-alone profit and loss account for the period 1<sup>st</sup> January 2016 – 31<sup>st</sup> December 2016, which presents the net loss in the amount of 3 618 812,50 PLN (in words: three million six hundred eighteen thousand eight hundred and twelve zloty 50/100),
3. total income statement for the period 1<sup>st</sup> January 2016 – 31<sup>st</sup> December 2016, which presents negative total income in the amount of 3 864 445,45 PLN (in words: three million eight hundred sixty-four thousand four hundred forty-five zloty 45/100),



4. statement on changes in equity for the period 1<sup>st</sup> January 2016 – 31<sup>st</sup> December 2016, which presents decrease of the equity in the amount of 3 864 445,45 PLN (in words: three million eight hundred sixty-four thousand four hundred forty-five zloty 45/100),
5. cash flow statement for the period 1<sup>st</sup> January 2016 – 31<sup>st</sup> December 2016, which presents decrease of the cash flow in the amount of 67 803,11 PLN (in words: sixty-seven thousand eight hundred and three zloty 11/100),
6. additional information on adopted accounting principles and other explanatory information,
7. additional explanatory information.

*Draft resolution to point 9 of the order of business*

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **approval of the Annual consolidated financial statement of FERRUM Capital Group for the 12-month period closed on 31<sup>st</sup> December 2016**

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code and Art. 63c item 4 of the Accounting Act (Journal of Law 2016.1047 dated 10.07.2016), the Ordinary General Meeting of FERRUM S.A. having examined the Annual consolidated financial statement of FERRUM Capital Group for the 12-month period closed on 31<sup>st</sup> December 2016, and having considered the evaluation of the subject statement prepared by the Company Supervisory Board, the Ordinary General Meeting of FERRUM S.A. decides to approve the Annual consolidated financial statement of FERRUM Capital Group for the 12-month period closed on 31<sup>st</sup> December 2016, comprising of the following:

1. consolidated statement of the financial situation prepared as of 31<sup>st</sup> December 2016, which presents the total balance of assets, equity and liabilities in the amount of 264 511 359,45 PLN (in words: two hundred sixty-four million five hundred eleven thousand three hundred fifty-nine zloty 45/100),
2. consolidated profit and loss account for the period 1<sup>st</sup> January 2016 – 31<sup>st</sup> December 2016, which presents the net profit in the amount of 779 560,44 PLN (in words: seven hundred seventy-nine thousand five hundred sixty zloty 44/100),
3. consolidated total income statement for the period 1<sup>st</sup> January 2016 – 31<sup>st</sup> December 2016, which presents total income in the amount of 509 055,86 PLN (in words: five hundred nine thousand fifty-five zloty 86/100),
4. consolidated statement on changes in equity for the period 1<sup>st</sup> January 2016 – 31<sup>st</sup> December 2016, which presents increase of the equity in the amount of 509 055,86 PLN (in words: five hundred nine thousand fifty-five zloty 86/100),
5. consolidated cash flow statement for the period 1<sup>st</sup> January 2016 – 31<sup>st</sup> December 2016, which presents decrease of the cash flow in the amount of 1 672 196,49 PLN (in words: one million six hundred seventy-two thousand one hundred ninety-six zloty 49/100),
6. additional information on adopted accounting principles and other explanatory information,
7. additional explanatory information.

*Draft resolution to point 10 of the order of business*

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **approval of coverage of net loss for 2016**

Acting pursuant to Art. 395 § 2 point 2 of the Commercial Companies Code and Art. 26 item 1 point h) of the Company Statute, the Ordinary General Meeting of FERRUM S.A., having read the Management Board petition on the approval of coverage net loss for 2016 in the amount of 3 618 812,50 PLN (in words: three million six hundred eighteen thousand



eight hundred and twelve zloty 50/100) and the positive opinion of the Supervisory Board, hereby approves coverage of the total net loss with the profit to be generated by the Company in the future settlement periods.

*Draft resolutions to point 11 of the order of business*

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **approval of the Management Board Report on the business activities of the Company FERRUM S.A. and FERRUM Capital Group in 2016**

Acting pursuant to Art. 395 § 2 point 1 of the Commercial Companies Code, the Ordinary General Meeting of FERRUM S.A., having read the Management Board Report on the business activities of the Company FERRUM S.A. and FERRUM Capital Group in 2016 and the positive opinion of the Supervisory Board, hereby approves the subject Report.

*Draft resolution to point 12 of the order of business*

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the President of FERRUM S.A. Management Board Mr. KONRAD MITERSKI in the period from 01.01.2016 until 31.12.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. KONRAD MITERSKI** as the President of FERRUM S.A. Management Board in the period from 01.01.2016 until 31.12.2016.

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Vice-President of FERRUM S.A. Management Board Mr. KRZYSZTOF KASPRZYCKI in the period from 01.01.2016 until 31.12.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. KRZYSZTOF KASPRZYCKI** as the Vice-President of FERRUM S.A. Management Board in the period from 01.01.2016 until 31.12.2016.

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by Mr. WŁODZIMIERZ KASZTALSKI as Member of FERRUM S.A. Management Board in the period from 01.01.2016 until 10.01.2016 and as Vice-President of FERRUM S.A. Management Board in the period from 11.01.2016 until 31.12.2016**



Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. WŁODZIMIERZ KASZTALSKI** as the Member of FERRUM S.A. Management Board in the period from 01.01.2016 until 10.01.2016 and as Vice-President of FERRUM S.A. Management Board in the period from 11.01.2016 until 31.12.2016.

*Draft resolutions to point 14 of the order of business*

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Chairman of FERRUM S.A. Supervisory Board Mr. BOGUSŁAW LEŚNODORSKI in the period from 01.01.2016 until 31.12.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. BOGUSŁAW LEŚNODORSKI** as the Chairman of FERRUM S.A. Supervisory Board in the period from 01.01.2016 until 31.12.2016.

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by Mr. TOMASZ ŚLĘZAK as Member of FERRUM S.A. Supervisory Board in the period from 09.02.2016 until 30.03.2016 and Vice-Chairman of FERRUM S.A. Supervisory Board in the period from 31.03.2016 until 31.12.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. TOMASZ ŚLĘZAK** as Member of FERRUM S.A. Supervisory Board in the period from 09.02.2016 until 30.03.2016 and Vice-Chairman of FERRUM S.A. Supervisory Board in the period from 31.03.2016 until 31.12.2016.

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Vice-Chairman of FERRUM S.A. Supervisory Board Mr. LECH SKRZYPCZYK in the period from 01.01.2016 until 09.02.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. LECH SKRZYPCZYK** as Vice-Chairman of FERRUM S.A. Supervisory Board in the period from 01.01.2016 until 09.02.2016.

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Secretary of FERRUM S.A. Supervisory Board Mr. PIOTR CHAŁA in the period from 01.01.2016 until 08.02.2016**



Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. PIOTR CHAŁA** as Secretary of FERRUM S.A. Supervisory Board in the period from 01.01.2016 until 08.02.2016.

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by Mrs. MARTYNA GONCERZ-DACHOWSKA as Member of FERRUM S.A. Supervisory Board in the period from 01.01.2016 until 30.03.2016 and as Secretary of FERRUM S.A. Supervisory Board in the period from 31.06.2016 until 31.12.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mrs. MARTYNA GONCERZ-DACHOWSKA** as Member of FERRUM S.A. Supervisory Board in the period from 01.01.2016 until 30.03.2016 and as Secretary of FERRUM S.A. Supervisory Board in the period from 31.06.2016 until 31.12.2016.

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board Mr. SŁAWOMIR BAJOR in the period from 01.01.2016 until 31.12.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. SŁAWOMIR BAJOR** as Member of FERRUM S.A. Supervisory Board in the period from 01.01.2016 until 31.12.2016.

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board Mr. HUBERT PIETRZAK in the period from 01.01.2016 until 08.02.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. HUBERT PIETRZAK** as Member of FERRUM S.A. Supervisory Board in the period from 01.01.2016 until 08.02.2016.

**RESOLUTION NO...../2017**  
**Ordinary General Meeting of FERRUM S.A. seated in Katowice**  
**dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board Mr. MAREK MAKOWSKI in the period from 01.01.2016 until 17.05.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. MAREK MAKOWSKI** as Member of FERRUM S.A. Supervisory Board in the period from 01.01.2016 until 17.05.2016.



**RESOLUTION NO...../2017**

**Ordinary General Meeting of FERRUM S.A. seated in Katowice  
dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board  
Mr. TOMASZ PLASKURA in the period from 09.02.2016 until 31.12.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. TOMASZ PLAKURA** as Member of FERRUM S.A. Supervisory Board in the period from 09.02.2016 until 31.12.2016.

**RESOLUTION NO...../2017**

**Ordinary General Meeting of FERRUM S.A. seated in Katowice  
dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board  
Mr. MARCIN MOSZ in the period from 09.02.2016 until 31.12.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. MARCIN MOSZ** as Member of FERRUM S.A. Supervisory Board in the period from 09.02.2016 until 31.12.2016.

**RESOLUTION NO...../2017**

**Ordinary General Meeting of FERRUM S.A. seated in Katowice  
dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board  
Mr. KRZYSZTOF MIKUŁA in the period from 17.05.2016 until 17.08.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. KRZYSZTOF MIKUŁA** as Member of FERRUM S.A. Supervisory Board in the period from 17.05.2016 until 17.08.2016.

**RESOLUTION NO...../2017**

**Ordinary General Meeting of FERRUM S.A. seated in Katowice  
dated 30th June 2017**

regarding: **acknowledgement of the fulfilment of duties by the Member of FERRUM S.A. Supervisory Board  
Mr. MARIUSZ MIROSŁAWSKI in the period from 28.12.2016 until 31.12.2016**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and Art. 26 item 26.1 point b) of the Company Statute, the Ordinary General Meeting of FERRUM S.A. decides to acknowledge fulfilment of duties by **Mr. MARIUSZ MIROSŁAWSKI** as Member of FERRUM S.A. Supervisory Board in the period from 28.12.2016 until 31.12.2016.



*Draft resolution to point 15 of the order of business*

**RESOLUTION NO...../2017  
Ordinary General Meeting of FERRUM S.A. seated in Katowice  
dated 30th June 2017**

regarding: **further existence of the Company**

Acting pursuant to Art. 397 of the Commercial Companies Code, the Ordinary General Meeting of FERRUM S.A., despite the Company balance for 2016 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, decides on the further existence of the Company.

*Draft resolution to point 16 of the order of business*

**RESOLUTION NO...../2017  
Ordinary General Meeting of FERRUM S.A. seated in Katowice  
dated 30th June 2017**

regarding: **appointment of Member of the Supervisory Board of X term**

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and Art. 15 item 15.1 of the Company Statute, the Ordinary General Meeting of FERRUM S.A. appoints Mrs./Mr. .... to the Supervisory Board of X term.