



Current report no.:	60/2018
Date:	2018-11-13
Name of the Issuer:	FERRUM S.A.
Title:	Information on result of the call for the sale of FERRUM S.A. shares announced by Fundusz Inwestycji Polskich Przedsiębiorstw FIZ AN
Legal basis:	Art. 70 point 1 Act on Public Offering – purchase or sale of substantial package of shares

Content of the report:

Acting pursuant to Art. 70 point 1 Act on the Public Offering and Conditions for Introducing Financial Instruments to the Organized Trading System and Public Companies (Act), the Management Board of FERRUM S.A. (Company, Issuer) informs that on 13th November 2018 the Company received a notification, dated as of the same day, on the share in the general number of votes in the Company prepared by Fundusz Inwestycji Polskich Przedsiębiorstw FIZAN, the content of which the Issuer presents as below:

„Hereby Fundusz Inwestycji Polskich Przedsiębiorstw Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych with its registered seat in Warsaw, Krucza Street 50, 00-025, Warsaw, entered in the investment funds register under the number RFI 1168 (“Notifier” or “FIPP”), on the basis of Art. 77 item 7 of the Act of 29th July 2005 on the Public Offering and Conditions for Introducing Financial Instruments to the Organized Trading System and Public Companies (Journal of Law of 2018, position 512 – consolidated text with further amendments, hereinafter referred to as “Act”) gives the following information on ownership of shares of FERRUM S.A. seated in Katowice, Porcelanowa Street 11, 40-246 Katowice, entered into the register of entrepreneurs of the National Register Court, kept by the District Court Katowice-Wschód in Katowice, VIII Commercial Division of the National Court Register (“Company”), with reference to the call to subscribe for the sale of FERRUM S.A. shares announced by the Notifier on 3rd October 2018.

1. Date and type of event causing the change of share referred to in this notification

On 3rd October 2018 the Notifier announced a call to subscribe for the sale of 9 425 151 Company shares, entitling to rounded 16.28% of votes at the Company general meeting (“Call”). Within the Call orders were collected until 6th November 2018. No orders for the sale of the Company shares were placed in this period.

2. Number of shares owned prior to the share change and their percentage in the Company equity and number of share votes and their percentage in the total number of votes

On the basis of the Call the number of the Company shares and their share in the Company equity, as well as number of votes resulting from these shares and its shares in the total number of votes, held by the Notifier did not change.

Before 6th November 2018 the Notifier owned 28 796 429 Company shares equivalent to rounded 49.72% of the Company equity and entitling to 28 796 429 votes at the Company general meeting, which was equivalent to 49.72% of the total number of votes at the Company general meeting, including:

- 1) directly 9 141 624 Company shares equivalent to rounded 15.79% of the Company equity and entitling to 9 141 624 votes at the Company general meeting, which was equivalent to rounded 15.79% of number of votes at the Company general meeting, and
- 2) indirectly via Watchet Sp. z o.o. seated in Warsaw, Krucza Street 50, 00-025 Warsaw, entered into the register of entrepreneurs of the National Register Court, kept by the District Court Warsaw in Warsaw, XII



Commercial Division of the National Court Register under the number KRS 0000656838("Watchet"), being the Notifier's subsidiary company, 19 654 805 Company shares equivalent to rounded 33.94% of the Company equity and entitling to 19 654 805 votes at the Company general meeting, which was equivalent to rounded 33.94% of the total number of votes at the Company general meeting.

Before 6th November 2018 the Notifier was party of the agreement defined in Art. 87 item 1 point 5) of the Act, regarding the Company, concluded with Watchet, Mezzanine Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych seated in Warsaw, Przyokopowa Street 33, 01-208 Warsaw, entered in the investment funds register under the RFI number 1030 ("Mezzanine") and MW Asset Management spółka z ograniczoną odpowiedzialnością seated in Dąbrowa Górnicza, Przemysłowa Street 1A, 43-300 Dąbrowa Górnicza, entered into the register of entrepreneurs of the National Register Court, kept by the District Court Katowice-Wschód in Katowice, VIII Commercial Division of the National Court Register under the number KRS 0000626568 ("MWAM"), regarding the Company ("Agreement").

In accordance with the Notifier's best knowledge, before 6th November 2018 the Agreement parties owned jointly 47 591 698 Company shares equivalent to rounded 82.18% of the Company equity and entitling to 47 591 698 votes at the Company general meeting, which was equivalent to 82.18% of the total number of shares at the Company general meeting, including:

- 1) the Notifier owned directly 9 141 624 Company shares equivalent to rounded 15.79% of the Company equity and entitling to 9 141 624 votes at the Company general meeting, which was equivalent to rounded 15.79% of number of votes at the Company general meeting,
- 2) Watchet (being the Notifier's subsidiary company) owned; 19 654 805 Company shares equivalent to rounded 33.94% of the Company equity and entitling to 19 654 805 votes at the Company general meeting, which was equivalent to rounded 33.94% of the total number of votes at the Company general meeting,
- 3) MWAM owned 12 196 083 Company shares equivalent to rounded 21.06% of the Company equity and entitling to 12 196 083 votes at the Company general meeting, which was equivalent rounded 21.06% of the total number of votes at the Company general meeting,
- 4) Mezzanine owned 6 559 186 Company shares equivalent to rounded 11.40% of the Company equity and entitling to 6 599 186 votes at the Company general meeting, which was equivalent to rounded 11.40% of the total number of votes at the Company general meeting

3. The number of currently owned Company shares and their percentage in the Company equity and number of share votes and their percentage in the total number of votes

Due to the fact that no orders for the sale of the Company shares were placed within the Call, the Company shares ownership state described in point 2 did not change as result of the Call.

4. The Notifier subsidiaries owing the Company shares

Watchet (being the Notifier's subsidiary company), owns 19 654 805 Company shares equivalent to rounded 33.94% of the Company equity and entitling to 19 654 805 votes at the Company general meeting, which constitute rounded 33.94% of the total number of votes at the Company general meeting.

5. Information on the persons mentioned in Art. 87 item 1 point 3 letter c) of the Act

As of the date of submitting the Notification, there are no persons mentioned in Art. 87 item 1 point 3 letter c) of the Act.

6. Number of the Company share votes calculated as explained in Art. 69b item 2 of the Act, for the purchase of which the Notifier is entitled or obligated to as the holder of the financial instruments specified in Art. 69b item 1 point 1 of the Act, and of the financial instruments referred to in Art. 69b item 1 point 2 of the Act, that are not implemented solely by way of

**financial transactions, type or name of these financial instruments, their expiry date or period in which purchase of the shares is or will be executed**

The Notifier is the owner of 4 172 206 ordinary registered bonds of B series issued by Watchet ("Bonds"). Each and every Bond shall be bought out by Watchet by transfer to the entitled bond holder, i.e. the Notifier at the moment, in the number equivalent to the following ratio: 1 Bond in exchange for 1 and 11/439 Company ordinary bearer shares. Should the so calculated number of Company shares not be a whole number, the entitled bond holder will be entitled to get the down-rounded number of Company shares. In the remaining part the entitled bond holder will get compensation in cash. Therefore, in case of buy-out of all Bonds by Watchet, the Notifier would get 4 276 748 Company ordinary bearer shares equivalent to rounded 7.38% of the Company equity and giving right to 4 276 748 votes at the Company general meeting, which constitute rounded 7.38% of the total number of votes at the Company general meeting. The final Bonds' buy-out date is 4th September 2019, whereas there is possibility of earlier Bonds' buy-out both on Watchet's demand as the issuer, as well as on the entitled bond holder's demand, i.e. the Notifier at the moment.

Moreover, the Notifier informs that transferring of 4 276 748 Company ordinary bearer shares to FIPP, on the basis of the Bonds' buy-out by Watchet, shall not change the total Company shares ownership of FIPP, as well as the Agreement parties, whereas the direct and indirect Company shares ownership state, as well as FIPP's share in the total number of votes at the Company general meeting shall change in the following way:

- 1) directly the Notifier would own 13 418 372 Company shares equivalent to rounded 23.17% of the Company equity, giving right to 13 418 372 votes at the Company general meeting, which constitute as of the date of this Notification rounded 23.17% of the total number of votes at the Company general meeting; and
- 2) indirectly via Watchet (being the Notifier's subsidiary Company at the moment) the Notifier would own 15 378 057 Company ordinary bearer shares equivalent to rounded 26.55% of the Company equity, giving right to 15 378 057 votes at the Company general meeting, which constitute as of the date of this Notification rounded 26.55% of the total number of votes at the Company general meeting.

7. **Number of the Company share votes calculated as explained in Art. 69b item 3 of the Act, to which the financial instruments specified in Art. 69b item 1 point 2 of the Act refer directly or indirectly, type or name of these financial instruments and their expiry date**

N/A

8. **Total number of votes indicated in points 2, 7 and 8 and its percentage in the total number of votes**

Information indicated in points 2, 6 and 7

SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Date	Position	First name and surname
2018-11-13	President of the Management Board	Krzysztof Kasprzycki
2018-11-13	Vice-President of the Management Board	Honorata Szlachetka