



Current Report: 39/2012
Date: 2012-02-16
Name of the Issuer: "FERRUM" S.A.
Subject: Draft resolutions for the Ordinary General Meeting of "FERRUM" S.A. to be held on 9 May 2012
Legal grounds: Article 56 par. 1 pt. 2 of the Act on Offerings – current and periodic information

Content of the Report:

Acting pursuant to Clause 38 par. 1 pt. 3 of the Regulation of the Minister of Finance dated 19 February 2009 on current and periodic information [...], the Management Board of "FERRUM" S.A. hereby announces the content of draft resolutions which are to be subject of deliberations of the Ordinary General Meeting of "FERRUM" S.A. to be held on 9 May 2012.

– *Draft resolution regarding pt. 2 of the agenda:*

**RESOLUTION NO. .../2012
of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012**

on: **electing the Chairperson of the Ordinary General Meeting of "FERRUM" S.A.**

Acting pursuant to Art. 409 § 1 of the Commercial Companies Code, as well as in accordance with Art. 28 par. 28.1 of the Company's Statute, the Ordinary General Meeting elects

**Mr.
to be the Chairperson of the Ordinary General Meeting of "FERRUM" S.A.**

– *Draft resolution regarding pt. 4 of the agenda:*

**RESOLUTION NO. .../2012
of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012**

on: **approving the agenda of the Ordinary General Meeting of "FERRUM" S.A.**

The Ordinary General Meeting of "FERRUM" S.A. resolves to adopt the following agenda:

1. Opening of the Ordinary General Meeting.
2. Electing the Chairperson of the Ordinary General Meeting.
3. Declaring the correctness of convening of the Ordinary General Meeting and its authorisation to adopt resolutions.
4. Approving the agenda.
5. Electing the Counting Board.
6. Electing the Board of Elections.
7. Electing the Board of Resolutions and Motions.



8. Considering of the Management Board's report on the operations of "FERRUM" S.A. with its registered office in Katowice for the period from 1 January 2011 till 31 December 2011.
9. Considering of the Management Board's report on the operations of the Capital Group "FERRUM" S.A. for the period from 1 January 2011 till 31 December 2011.
10. Considering of the annual standalone financial statement of "FERRUM" S.A. for the period of 12 months ending on 31 December 2011.
11. Considering of the annual consolidated financial statement of the Capital Group "FERRUM" S.A. for the period of 12 months ending on 31 December 2011.
12. Considering of the Supervisory Board's written report on the results of assessing the Management Board's reports on the activity of the Company and the Capital Group, financial statements for 2011, as well as assessing the Management Board's motion regarding distribution of the net profit / covering of loss / for 2011.
13. Considering of the Supervisory Board's report on its operations in 2011.
14. The Management Board's report on implementation of the Resolutions of the General Meeting regarding acquisition and disposal of real estate.
15. The Management Board's report on implementation of the Resolution of the General Meeting regarding own shares buy-back.
16. Adopting a Resolution on approval of the Management Board's report on the operations of "FERRUM" S.A. with its registered office in Katowice for the period from 1 January 2011 till 31 December 2011.
17. Adopting a Resolution on approval of the Management Board's report on the operations of the Capital Group "FERRUM" S.A. for the period from 1 January 2011 till 31 December 2011.
18. Adopting a Resolution on approval of the annual standalone financial statement of "FERRUM" S.A. for the period of 12 months ending on 31 December 2011.
19. Adopting a Resolution on approval of the annual consolidated financial statement of the Capital Group "FERRUM" S.A. for the period of 12 months ending on 31 December 2011.
20. Adopting a Resolution on distribution of the net profit / covering of loss / for 2011.
21. Adopting Resolutions on granting Members of the Company's Management Board an acknowledgement of the performance of their duties in 2011.
22. Adopting Resolutions on granting Members of the Company's Supervisory Board an acknowledgement of the performance of their duties in 2011.
23. Adopting a Resolution on approval of establishing, with regard to Zakład Konstrukcji Spawanych FERRUM S.A., real easement of land lot no. 20/28 registered in book of mortgage KA1K/00049887/8 kept by District Court Katowice – Wschód, Books of Mortgage Department XI, as well as of land lot no. 20/9 registered in book of mortgage KA1K/00106112/3 kept by District Court Katowice – Wschód, Books of Mortgage Department XI.
24. Adopting a Resolution on establishing a controller of specific matters, at the expense of "FERRUM" S.A., in order to examine the economic validity of signing "the agreement on delivery of coated pipes of significant value" between "FERRUM" S.A. and Borusan Mannesmann Boru Sanayi ve Ticaret A.S. with its registered office in Turkey, which was the subject of Current Report No. 85/2011.
25. Adopting a Resolution on establishing a controller of specific matters, at the expense of "FERRUM" S.A., in order to examine the efficacy and economic validity of costs of appraisal services, advisory services, legal services, tax services, legal-tax services, bookkeeping services and audit services, borne by "FERRUM" S.A. in 2011.



- 26. Adopting a Resolution on establishing a controller of specific matters, at the expense of "FERRUM" S.A., in order to examine the efficacy and economic validity of costs related to merging "FERRUM" S.A. with other entity (entities), borne by "FERRUM" S.A. in 2010 - 2011.
- 27. Adopting a Resolution on electing the Supervisory Board of "FERRUM" S.A. by voting in separate groups.
- 28. Adopting a Resolution on establishing the value of separate remuneration for Members of the Supervisory Board delegated to permanent individual performance of supervisory functions.
- 29. Closing of the Ordinary General Meeting of "FERRUM" S.A.

– *Draft resolution regarding pt. 5 of the agenda:*

**RESOLUTION NO. .../2012
of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012**

on: **electing the Counting Board**

The Ordinary General Meeting of "FERRUM" S.A. appoints the following persons to be Members of the Counting Board:

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– *Draft resolution regarding pt. 6 of the agenda:*

**RESOLUTION NO. .../2012
of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012**

on: **electing the Board of Elections**

The Ordinary General Meeting of "FERRUM" S.A. appoints the following persons to be Members of the Board of Elections:

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– *Draft resolution regarding pt. 7 of the agenda:*

**RESOLUTION NO. .../2012
of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012**

on: **electing the Board of Resolutions and Motions**

The Ordinary General Meeting of "FERRUM" S.A. appoints the following persons to be Members of the Board of Resolutions and Motions:

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- Draft resolution regarding pt. 16 of the agenda:

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **approval of the Management Board's report on the operations of "FERRUM" S.A. with its registered office in Katowice for the period from 1 January 2011 till 31 December 2011**

Acting pursuant to Art. 395 § 2 pt. 1 of the Commercial Companies Code and Art. 26 par. 26.1 pt. a of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A., having read the Management Board's report on the operations of "FERRUM" S.A. with its registered office in Katowice for the period from 1 January 2011 till 31 December 2011, as well as the positive opinion of the Supervisory Board,

hereby approves the aforementioned report.

- Draft resolution regarding pt. 17 of the agenda:

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **approval of the Management Board's report on the operations of the Capital Group "FERRUM" S.A. for the period from 1 January 2011 till 31 December 2011**

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of "FERRUM" S.A., having read the Management Board's report on the operations of the Capital Group "FERRUM" S.A. for the period from 1 January 2011 till 31 December 2011, as well as the positive opinion of the Supervisory Board,

hereby approves the aforementioned report.

- Draft resolution regarding pt. 18 of the agenda:

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **approval of the annual standalone financial statement of "FERRUM" S.A. for the period of 12 months ending on 31 December 2011**

Acting pursuant to Art. 395 § 2 pt. 1 of the Commercial Companies Code, Art. 53 par. 1 of the Act on Accounting (Journal of Laws 1994 No. 121, Item 591, as amended) and Art. 26 par. 26.1 pt. a of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A., having read:

- the annual standalone financial statement of "FERRUM" S.A. for the period of 12 months ending on 31 December 2011,
- opinion and report of the independent authorised auditor,



- Resolution of the Management Board No. __/__/__ dated __.__.____ on approving and submitting to the Supervisory Board the annual standalone financial statement of "FERRUM" S.A. for the period of 12 months ending on 31 December 2011 and the Management Board's report on the operations of "FERRUM" S.A. with its registered office in Katowice for the period from 1 January 2011 till 31 December 2011,
- Resolution of the Supervisory Board No. __/__/__ dated __.__.____ on approving written assessment of the financial statement of "FERRUM" S.A. for the period of 12 months ending on 31 December 2011 and the Management Board's report on the operations of "FERRUM" S.A. with its registered office in Katowice for the period from 1 January 2011 till 31 December 2011,

hereby resolves to approve the annual standalone financial statement of "FERRUM" S.A. for the period of 12 months ending on 31 December 2011, which includes:

1. report on financial situation as of 31 December 2011, which presents the amount of **PLN __** as assets, liabilities and equity,
2. standalone profit and loss account for the period from 1 January 2011 till 31 December 2011, which presents the amount of **PLN __** as net profit / loss,
3. report on total revenue for the period from 1 January 2011 till 31 December 2011, which presents the amount of **PLN __** as total revenue in plus / in minus,
4. report on changes in equity for the period from 1 January 2011 till 31 December 2011, which presents the amount of **PLN __** as increase / decrease in equity,
5. report on cash flow for the period from 1 January 2011 till 31 December 2011, which presents the amount of **PLN __** as net flow out,
6. additional information on adopted rules of accounting and other explanatory information,
7. additional explanatory information.

- *Draft resolution regarding pt. 19 of the agenda:*

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **approval of the annual consolidated financial statement of the Capital Group "FERRUM" S.A. for the period of 12 months ending on 31 December 2011**

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code, Art. 63c par. 4 of the Act on Accounting (Journal of Laws 1994 No. 121, Item 591, as amended), the Ordinary General Meeting of "FERRUM" S.A., having read:

- the annual consolidated financial statement of the Capital Group "FERRUM" S.A. for the period of 12 months ending on 31 December 2011,
- opinion and report of the independent authorised auditor,
- Resolution of the Management Board No. __/__/__ dated __.__.____ on approving and submitting to the Supervisory Board the annual consolidated financial statement of the Capital Group "FERRUM" S.A. for the period of 12 months ending on 31 December 2011 and the Management Board's report on the operations of the Capital Group "FERRUM" S.A. for the period from 1 January 2011 till 31 December 2011,



- Resolution of the Supervisory Board No. __/__/__ dated __.__.__ on approving written assessment of the consolidated financial statement of the Capital Group "FERRUM" S.A. for the period of 12 months ending on 31 December 2011 and the Management Board's report on the operations of the Capital Group "FERRUM" S.A. for the period from 1 January 2011 till 31 December 2011,

hereby resolves to approve the annual consolidated financial statement of the Capital Group "FERRUM" S.A. for the period of 12 months ending on 31 December 2011, which includes:

1. consolidated report on financial situation as of 31 December 2011, which presents the amount of **PLN __** as assets, liabilities and equity,
2. consolidated profit and loss account for the period from 1 January 2011 till 31 December 2011, which presents the amount of **PLN __** as net loss,
3. consolidated report on total revenue for the period from 1 January 2011 till 31 December 2011, which presents the amount of **PLN __** as total revenue in plus / in minus,
4. consolidated report on changes in equity for the period from 1 January 2011 till 31 December 2011, which presents the amount of **PLN __** as increase / decrease in equity,
5. consolidated report on cash flow for the period from 1 January 2011 till 31 December 2011, which presents the amount of **PLN __** as net flow out,
6. additional information on adopted rules of accounting and other explanatory information,
7. additional explanatory information.

- *Draft resolution regarding pt. 20 of the agenda:*

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **distribution of the net profit / covering of loss for 2011**

Acting pursuant to Art. 395 § 2 pt. 2 of the Commercial Companies Code and Art. 26 par. 26.1 pt. h of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A., having read the Management Board's motion regarding distribution of the net profit / covering of loss for 2011 in the amount of **PLN __**,

hereby resolves to distribute the total net profit / cover the loss for 2011

- *Draft resolutions regarding pt. 21 of the agenda:*

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **granting Mr. GRZEGORZ SZYMCIK, President of the Management Board of "FERRUM" S.A. an acknowledgement of the performance of his duties in the period from 01.01.2011 till 31.12.2011**

Acting pursuant to Art. 395 § 2 pt. 3 of the Commercial Companies Code and Art. 26 par. 26.1 pt. b of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A.



hereby resolves to grant Mr. GRZEGORZ SZYMCZYK an acknowledgement of the performance of his duties of President of the Management Board of "FERRUM" S.A. in the period from 01.01.2011 till 31.12.2011.

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **granting Mr. TADEUSZ KASZOWSKI, Vice-President of the Management Board of "FERRUM" S.A., an acknowledgement of the performance of his duties in the period from 01.01.2011 till 13.04.2011**

Acting pursuant to Art. 395 § 2 pt. 3 of the Commercial Companies Code and Art. 26 par. 26.1 pt. b of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A.

hereby resolves to grant Mr. TADEUSZ KASZOWSKI an acknowledgement of the performance of his duties of Vice-President of the Management Board of "FERRUM" S.A. in the period from 01.01.2011 till 31.12.2011.

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **granting Mr. JAROSŁAW ZUZELSKI, Vice-President of the Management Board of "FERRUM" S.A., an acknowledgement of the performance of his duties in the period from 13.04.2011 till 31.12.2011**

Acting pursuant to Art. 395 § 2 pt. 3 of the Commercial Companies Code and Art. 26 par. 26.1 pt. b of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A.

hereby resolves to grant Mr. JAROSŁAW ZUZELSKI an acknowledgement of the performance of his duties of President of the Management Board of "FERRUM" S.A. in the period from 13.04.2011 till 31.12.2011.

– Draft resolutions regarding pt. 22 of the agenda:

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **granting Mr. BOGUSŁAW LEŚNODORSKI, Chairman of the Supervisory Board of "FERRUM" S.A., an acknowledgement of the performance of his duties in the period from 01.01.2011 till 31.12.2011**

Acting pursuant to Art. 395 § 2 pt. 3 of the Commercial Companies Code and Art. 26 par. 26.1 pt. b of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A.

hereby resolves to grant Mr. BOGUSŁAW LEŚNODORSKI an acknowledgement of the performance of his duties of Chairman of the Supervisory Board of "FERRUM" S.A. in the period from 01.01.2011 till 31.12.2011.



RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **granting Mr. PRZEMYSŁAW STAŃCZYK, Deputy Chairman of the Supervisory Board of "FERRUM" S.A., an acknowledgement of the performance of his duties in the period from 01.01.2011 till 31.12.2011**

Acting pursuant to Art. 395 § 2 pt. 3 of the Commercial Companies Code and Art. 26 par. 26.1 pt. b of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A.

hereby resolves to grant Mr. PRZEMYSŁAW STAŃCZYK an acknowledgement of the performance of his duties of Deputy Chairman of the Supervisory Board of "FERRUM" S.A. in the period from 01.01.2011 till 31.12.2011.

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **granting Mr. PIOTR CHAŁA, Secretary of the Supervisory Board of "FERRUM" S.A., an acknowledgement of the performance of his duties in the period from 01.01.2011 till 31.12.2011**

Acting pursuant to Art. 395 § 2 pt. 3 of the Commercial Companies Code and Art. 26 par. 26.1 pt. b of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A.

hereby resolves to grant Mr. PIOTR CHAŁA an acknowledgement of the performance of his duties of Secretary of the Supervisory Board of "FERRUM" S.A. in the period from 01.01.2011 till 31.12.2011.

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **granting Mr. SŁAWOMIR BAJOR, Member of the Supervisory Board of "FERRUM" S.A., an acknowledgement of the performance of his duties in the period from 01.01.2011 till 31.12.2011**

Acting pursuant to Art. 395 § 2 pt. 3 of the Commercial Companies Code and Art. 26 par. 26.1 pt. b of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A.

hereby resolves to grant Mr. SŁAWOMIR BAJOR an acknowledgement of the performance of his duties of Chairman of the Supervisory Board of "FERRUM" S.A. in the period from 01.01.2011 till 09.09.2011 and Member of the Supervisory Board in the period from 01.01.2011 till 31.12.2011.

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **granting Mr. SŁAWOMIR PIETRZAK, Member of the Supervisory Board of "FERRUM" S.A., an acknowledgement of the performance of his duties in the period from 01.01.2011 till 31.12.2011**



Acting pursuant to Art. 395 § 2 pt. 3 of the Commercial Companies Code and Art. 26 par. 26.1 pt. b of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A.

hereby resolves to grant Mr. SŁAWOMIR PIETRZAK an acknowledgement of the performance of his duties of Member of the Supervisory Board of "FERRUM" S.A. in the period from 01.01.2011 till 31.12.2011.

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **granting Mr. WITOLD MARSZAŁEK, Member of the Supervisory Board of "FERRUM" S.A., an acknowledgement of the performance of his duties in the period from 01.01.2011 till 31.12.2011**

Acting pursuant to Art. 395 § 2 pt. 3 of the Commercial Companies Code and Art. 26 par. 26.1 pt. b of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A.

hereby resolves to grant Mr. WITOLD MARSZAŁEK an acknowledgement of the performance of his duties of Member of the Supervisory Board of "FERRUM" S.A. in the period from 01.01.2011 till 31.12.2011.

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **granting Mr. KRZYSZTOF BILKIEWICZ, Member of the Supervisory Board of "FERRUM" S.A., an acknowledgement of the performance of his duties in the period from 01.01.2011 till 31.12.2011**

Acting pursuant to Art. 395 § 2 pt. 3 of the Commercial Companies Code and Art. 26 par. 26.1 pt. b of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A.

hereby resolves to grant Mr. KRZYSZTOF BILKIEWICZ an acknowledgement of the performance of his duties of Secretary of the Supervisory Board of "FERRUM" S.A. in the period from 01.01.2011 till 31.12.2011.

– Draft resolution regarding pt. 23 of the agenda:

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **approval of establishing, with regard to Zakład Konstrukcji Spawanych FERRUM S.A., real easement of land lot no. 20/28 registered in book of mortgage KA1K/00049887/8 kept by District Court Katowice - Wschód, Books of Mortgage Department XI, as well as of land lot no. 20/24 registered in book of mortgage KA1K/00106112/3 kept by District Court Katowice - Wschód, Books of Mortgage Department XI**



Acting pursuant to § 26 par. 1 d of the Statute of "FERRUM" S.A., the General Meeting of "FERRUM" S.A. resolves as follows:

§ 1

With reference to the Resolution of the Extraordinary General Meeting of "FERRUM" S.A. dated 10 September 2009 No. 7/2009 and with reference to § 13 of the agreement dated 29 April 2010 concluded in the form of a notarial act Rep. A no. 574/2010 confirmed by a notary public Anna Karczewska in the Notary's Office in Kraków, ul. Długa 48/6, the Ordinary General Meeting of "FERRUM" S.A. hereby approves of establishing free of charge real easement regarding the right of way of land lots:

- no. 20/28 registered in the book of mortgage KA1K/00049887/8 kept by District Court Katowice Wschód, Books of Mortgage Department XI,
- no. 20/24 registered in the book of mortgage KA1K/00106112/3 kept by District Court Katowice Wschód, Books of Mortgage Department XI,

with regard to any owner and perpetual user of land lots no.:

- no. 13/14, 19/4, 23/14 registered in the book of mortgage KA1K/00052098/4 kept by District Court Katowice Wschód, Books of Mortgage Department XI,
- no. 19/3, 13/3, 20/25 registered in the book of mortgage KA1K/00057434/7 kept by District Court Katowice Wschód, Books of Mortgage Department XI,
- no. 20/27, 20/26 registered in the book of mortgage KA1K/00112960/7 kept by District Court Katowice Wschód, Books of Mortgage Department XI.

§ 2

The Ordinary General Meeting of "FERRUM" S.A. hereby approves of the Management Board's stipulating the specific conditions of the agreement on real easement mentioned in § 1 of the Resolution.

§ 3

The Resolution comes into operation on the day of its adopting.

- *Draft resolution regarding pt. 24 of the agenda:*

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **establishing a controller of specific matters, at the expense of "FERRUM" S.A., in order to examine the economic validity of signing "the agreement on delivery of coated pipes of significant value" between "FERRUM" S.A. and Borusan Mannesmann Boru Sanayi ve Ticaret A.S. with its registered office in Turkey, which was the subject of Current Report No. 85/2011**



§ 1

Acting pursuant to Art. 84 par. 1 of the Act dated 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments to the Organised Trading System and on Public Companies and with reference to a motion placed by shareholder – the company BSK Return S.A., the Ordinary General Meeting of “FERRUM” S.A. hereby resolves to establish a controller of specific matters -, address:, hereinafter referred to as Controller, at the expense of “FERRUM” S.A., and to:

- 1) determine the subject and scope of the Controller’s examining the economic validity of signing “the agreement on delivery of coated pipes of significant value” between “FERRUM” S.A. and Borusan Mannesmann Boru Sanayi ve Ticaret A.S. with its registered office in Turkey, which was the subject of Current Report No. 85/2011,
- 2) oblige the Company to give the Controller access to the following documents:
 - a) price conditions which result in the total value of “the agreement on delivery of coated pipes of significant value” of ca. EUR 5.3 million, in accordance with Current Report No. 85/2011,
 - b) inquiries placed by “FERRUM” S.A. with other entities on deliveries of coated pipes being subject to “the agreement on delivery of coated pipes of significant value” mentioned in Current Report No. 85/2011,
 - c) offers received by “FERRUM” S.A., bargaining invitations etc. regarding the deliveries of coated pipes being subject to “the agreement on delivery of coated pipes of significant value” mentioned in Current Report No. 85/2011,
 - d) other documents regarding market prices on the basis of which “FERRUM” S.A. stipulated the price conditions in “the agreement on delivery of coated pipes of significant value” mentioned in Current Report No. 85/2011,
- 3) set the date for the examination to commence on 2012.

§ 2

The Resolution comes into operation on the day of its adopting.

– Draft resolution regarding pt. 25 of the agenda:

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **establishing a controller of specific matters, at the expense of “FERRUM” S.A., in order to examine the efficacy and economic validity of costs of appraisal services, advisory services, legal services, tax services, legal-tax services, bookkeeping services and audit services, borne by “FERRUM” S.A. in 2011**

§ 1

Acting pursuant to Art. 84 par. 1 of the Act dated 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments to the Organised Trading System and on Public Companies and with reference to a motion placed by shareholder – the company BSK Return S.A., the Ordinary General Meeting of “FERRUM” S.A. hereby resolves to establish a controller of specific matters -, address:, hereinafter referred to as the



Controller, at the expense of "FERRUM" S.A., and to:

- 1) determine the subject and scope of the Controller's examining the efficacy and economic validity of costs of appraisal services, advisory services, legal services, tax services, legal-tax services, bookkeeping services and audit services, borne by "FERRUM" S.A. in 2011,
- 2) oblige the Company to give the Controller access to the following documents:
 - a) agreements signed by "FERRUM" S.A. concerning appraisal services, advisory services, legal services, tax services, legal-tax services, bookkeeping services and audit services,
 - b) opinions, analysis, expertise, appraisals etc. issued for "FERRUM" S.A. within implementation of these agreements,
 - c) account documents regarding expenses borne by "FERRUM" S.A. as result of these agreements,
 - d) documents of "FERRUM" S.A. and its corporate bodies, which indicate that the assigned services resulted from the Company's operations,
- 3) set the date for the examination to commence on 2012.

§ 2

The Resolution comes into operation on the day of its adopting.

– Draft resolution regarding pt. 26 of the agenda:

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **establishing a controller of specific matters, at the expense of "FERRUM" S.A., in order to examine the efficacy and economic validity of costs related to merging "FERRUM" S.A. with other entity (entities), borne by "FERRUM" S.A. in 2010 - 2011**

§ 1

Acting pursuant to Art. 84 par. 1 of the Act dated 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments to the Organised Trading System and on Public Companies and with reference to a motion placed by shareholder – the company BSK Return S.A., the Ordinary General Meeting of "FERRUM" S.A. hereby resolves to establish a controller of specific matters -, address:, hereinafter referred to as Controller, at the expense of "FERRUM" S.A., and to:

- 1) determine the subject and scope of the Controller's examining the efficacy and economic validity of costs of advisory services, legal services, tax services, legal-tax services and audit services related to merging "FERRUM" S.A. with other entity (entities), borne by "FERRUM" S.A. in 2010 - 2011,
- 2) oblige the Company to give the Controller access to the following documents:
 - a) agreements signed by "FERRUM" S.A. concerning advisory services, legal services, tax services, legal-tax services and audit services related to merging "FERRUM" S.A. with other entity (entities),
 - b) opinions, analysis, expertise etc. issued for "FERRUM" S.A. within implementation of these agreements,
 - c) account documents regarding expenses borne by "FERRUM" S.A. as result of these agreements,
 - d) documents of "FERRUM" S.A. and its corporate bodies, as of the day of entering into the first of these agreements, related to merging "FERRUM" S.A. with other entity (entities),



- e) documents of "FERRUM" S.A. and its corporate bodies, as of the day of entering into the last of these agreements, related to merging "FERRUM" S.A. with other entity (entities),
 - f) documents of "FERRUM" S.A. and its corporate bodies, as of 31 December 2011, related to merging "FERRUM" S.A. with other entity (entities),
- 3) set the date for the examination to commence on 2012.

§ 2

The Resolution comes into operation on the day of its adopting.

– *Draft resolutions regarding pt. 27 of the agenda:*

**RESOLUTION NO. .../2012
of the Ordinary General Meeting of "FERRUM" S.A. in Katowice on 9 May 2012**

on: **establishing the number of the Supervisory Board Members**

§ 1

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code and Art. 15 par. 1 of the Company's Statute, the Ordinary General Meeting of "FERRUM" S.A. hereby resolves that the number of the Supervisory Board Members of "FERRUM" S.A. chosen by voting in separate groups is

§ 2

The Resolution comes into operation on the day of its adopting.

**RESOLUTION NO. .../2012
of Shareholders' Group entitled to elect Supervisory Board Member by voting in groups at the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012**

on: **electing the Supervisory Board Member by voting in groups**

By means of voting in groups Mr. was elected to be a Member of the Supervisory Board of "FERRUM" S.A.



– Draft resolution regarding pt. 28 of the agenda:

RESOLUTION NO. .../2012

of the Ordinary General Meeting of "FERRUM" S.A. in Katowice, adopted on 9 May 2012

on: **establishing the amount of separate remuneration for "FERRUM" S.A. Supervisory Board Members delegated to permanent individual performance of supervisory functions**

§ 1

The Ordinary General Meeting of "FERRUM" S.A. set the gross amount of as separate remuneration for "FERRUM" S.A. Supervisory Board Members delegated to permanent individual performance of supervisory functions.

Moreover, the Company reminds that in accordance with Current Report No. 4/2012 dated 5 January 2012 on publication of periodic reports in 2012, the documents mentioned in pt. 8 – 11 and 16 – 19 of the agenda of the Ordinary General Meeting, i.e. the Management Board's report on the operations of "FERRUM" S.A. with its registered office in Katowice for the period from 1 January 2011 till 31 December 2011, the Management Board's report on the operations of the Capital Group "FERRUM" S.A. for the period from 1 January 2011 till 31 December 2011, the annual standalone financial statement of "FERRUM" S.A. for the period of 12 months ending on 31 December 2011 and the annual consolidated financial statement of the Capital Group "FERRUM" S.A. for the period of 12 months ending on 31 December 2011 shall be published on 20 March 2012.

The Company also announces that the documents mentioned in pt. 12 and 13 of the agenda of the Ordinary General Meeting, i.e. Report of the Supervisory Board on the results of assessing reports of the Management Board on activity of the Company and the Capital Group, of the financial statements for 2011 and the Supervisory Board's opinion with regard to the Management Board's motion on distribution of profit / covering of loss for 2011, as well as the Supervisory Board's report on its operations in 2011 shall be published promptly after the publication of the standalone and consolidated annual report for 2011.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Date	Position	First name and surname
2012-02-16	President of the Management Board	Grzegorz Szymczyk
2012-02-16	Registered Holder of a Commercial Power of Attorney	Marek Królik