

## Draft resolutions of the Ordinary General Meeting

The Management Board of FEERUM Spółka Akcyjna with its registered office in Chojnów, address: ul. Okrzei 6, 59-225 Chojnów, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register, under KRS number 0000280189 (hereinafter the "Company"), makes the content public draft resolutions of the Ordinary General Meeting of Shareholders (hereinafter "AGM" or "General Meeting") convened for April 28, 2015 at 9:00 am at the registered office of the Company in Chojnów at ul. Okrzei 6.

Ad point 2 of the agenda  
"Resolution No. 1

Based on Article. 409 § 1 of the Code of Commercial Companies, the General Meeting elects you [...] as the Chairman / Chairman of the Ordinary General Meeting of FEERUM S.A. "

Ad point 4 of the agenda

"Resolution no 2

The General Meeting decides to call to the returning committee Mr / Ms [...] and Mr / Ms [...]. "

Ad point 5 of the agenda

"Resolution no 3

In connection with § 25 of the Regulations of the General Meeting, the General Meeting hereby accepts the published agenda "

Ad point 6 of the agenda

"Resolution no 4

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 393 point 1 and art. 395 § 2 point 1 of the Code of Commercial Companies, after considering the Management Board report on the activities of FEERUM S.A. and the Company's financial statements for the year ended 31 December 2014, approves the Management Board's report on the Company's operations and the financial statements of FEERUM S.A. including:

- 1) the balance sheet prepared as at 31 December 2014, which shows an amount of PLN 142,222 thousand on the side of assets and liabilities (in words: one hundred and forty four million two hundred and twenty two thousand zlotys),
- 2) profit and loss account for the period from January 1, 2014 to December 31, 2014, showing a net profit of PLN 6,947 thousand (in words: six million nine hundred and forty seven zlotys),
- 3) the statement of comprehensive income for the period from January 1, 2014 to December 31, 2014, showing total comprehensive income in the amount of PLN 6,947 thousand (in words: six million nine hundred and forty-seven zlotys),
- 4) a statement of changes in equity for the period from January 1, 2014 to December 31,

2014, showing an increase in equity of PLN 7,021 thousand (in words: seven million twenty one thousand zlotys),

5) cash flow statement for the period from January 1, 2014 to December 31, 2014, showing a decrease in cash by PLN 10,064 thousand (in words: ten million sixty four thousand zlotys),

6) additional information, including information about the adopted accounting policy and other explanatory information.

Ad point 7 of the agenda

"Resolution no 5

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 382 § 3 and art. 395 § 5 of the Code of Commercial Companies and in accordance with the principle III.1.1 of "Best Practices of WSE Listed Companies", after considering adopted by the Supervisory Board of the Company: report on the results of evaluation of the Management Board's report on the Company's operations in 2014, financial statements of the Company for the financial year 2014 and the motion of the Management Board regarding the distribution of profit and assessment of the Company's situation in 2014 constituting an attachment to this resolution. "

Ad point 8 of the agenda

"Resolution no 6

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 395 § 2 point 2 of the Code of Commercial Companies, decides to allocate the net profit of FEERUM S.A. for the financial year 2014 in the amount of PLN 6,947 thousand (in words: six million nine hundred and forty seven zlotys) for the supplementary capital of FEERUM S.A. Proposal by the FEERUM SA Management Board regarding distribution of net profit for 2014 is attached to this resolution. "

Ad point 9 of the agenda

"Resolution no 7

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies, grants Daniel Janusz discharge in respect of his duties as the President of the Management Board of FEERUM S.A. in 2014."

"Resolution no 8

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies, grants Mieczysław Mietelski discharge in respect of his duties as a Member of the Management Board of FEERUM S.A. in 2014."

"Resolution no 9

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies, grants Mieczysław Mietelski discharge in respect of his duties as a Member of the Management Board of FEERUM S.A. in 2014."

Ad point 10 of the agenda

"Resolution no 10

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies, grants discharge to Magdalena Łabudzka-Janusz for the performance of her duties in the performance of her duties as the Chairperson of the Supervisory Board of FEERUM S.A. in 2014."

"Resolution no 11

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 393 point 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfillment of duties of the Vice-President of the Supervisory Board of FEERUM SA by Maciej Kowalski. in 2014."

"Resolution no 12

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 393 point 1 and art. 395 § 2 item 3 of the Code of Commercial Companies hereby acknowledges fulfillment of duties of the Member of the Supervisory Board of FEERUM SA by Maciej Janusz. in 2014."

"Resolution no 13

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 393 point 1 and art. 395 § 2 item 3 of the Code of Commercial Companies, grants to Jakub Marcinowski discharge in respect of his duties as a Member of the Supervisory Board of FEERUM S.A. in 2014."

"Resolution no 14

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies, grants Asen Gyczew discharge in respect of his duties as a Member of the Supervisory Board of FEERUM S.A. in the period from January 1, 2014 to October 31, 2014. "

"Resolution no 15

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies, grants Jerzy Suchnicki discharge in respect of his duties as a Member of the Supervisory Board of FEERUM S.A. from November 26, 2014 to December 31, 2014. "

Ad point 11 of the agenda

"Resolution no 16

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 13 para. 2 of the Statute of the Company appoints the Supervisory Board of the Company for a three-year joint term of office Ms. Magdalena Łabudzka-Janusz. The resolution comes into force on the day of its adoption. "

"Resolution no 17

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 13 para. 2 of the Statutes of the Company appoints Mr. Maciej Janusz to the Supervisory Board of the Company for a three-year joint term of office. The resolution comes into force on the day of its adoption. "

"Resolution no 18

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 13 para. 2 of the Statutes of the Company appoints Mr. Jerzy Suchnicki for the three-year joint term of office of the Supervisory Board. The resolution comes into force on the day of its adoption. "

"Resolution no 19

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 13 para. 2 of the Company's Articles of Association, appoints Mr. Jakub Marcinowski to the Supervisory Board of the Company for a three-year joint term of office. The resolution comes into force on the day of its adoption. "

"Resolution no 20

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 13 para. 2 of the Statutes of the Company appoints Mr Maciej Kowalski to the Supervisory Board of the Company for a three-year joint term of office. The resolution comes into force on the day of its adoption. "

Ad point 12 of the agenda

"Resolution no 21

The Ordinary General Meeting of FEERUM S.A. acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 13 para. 2 of the Statutes of the Company appoints Mr Maciej Kowalski to the Supervisory Board of the Company for a three-year joint term of office. The resolution comes into force on the day of its adoption. "...

"Resolution no 22

Zwyczajne Walne Zgromadzenie Spółki FEERUM S.A., działając na podstawie art. 392 § 1 Kodeksu spółek handlowych oraz § 18 Statutu Spółki postanawia ustalić kwartalne wynagrodzenie dla członka Rady Nadzorczej Spółki Pana Macieja Janusza w wysokości 2.000 zł (słownie: dwa tysiące złotych). Uchwała wchodzi w życie z dniem podjęcia.”

"Resolution no 23

The Ordinary General Meeting of the FEERUM S.A., acting pursuant to art. 392 § 1 of the Code of Commercial Companies and § 18 of the Company Statute, decides to set a quarterly remuneration for Mr Jerzy Suchnicki for a member of the Company's Supervisory Board in the amount of PLN 2,000 (in words: two thousand zlotys). The resolution comes into force on the day of its adoption. "

"Resolution no 24

The Ordinary General Meeting of the FEERUM S.A., acting pursuant to art. 392 § 1 of the Code of Commercial Companies and § 18 of the Company Statute, decides to set a quarterly remuneration for the member of the Company's Supervisory Board, Mr Jakub Marcinowski, in the amount of PLN 2,000 (in words: two thousand zlotys). The resolution comes into force on the day of its adoption. "

"Resolution no 25

The Ordinary General Meeting of the FEERUM S.A., acting pursuant to art. 392 § 1 of the Code of Commercial Companies and § 18 of the Company Statute, decides to set quarterly remuneration for Maciej Maciej Kowalski, a member of the Company's Supervisory Board, in the amount of PLN 2,000 (in words: two thousand zlotys). The resolution comes into force on the day of its adoption. "

Attachments:

1. Report on the activities of the Supervisory Board of FEERUM S.A. in 2014,
2. Proposal of the FEERUM SA Management Board to the Ordinary General Meeting regarding the distribution of the Company's net profit for the financial year 2014.

**REPORT ON THE ACTIVITY OF THE SUPERVISORY BOARD  
FEERUM S.A.  
IN 2014**

The Supervisory Board presents a report on its activities in the financial year 2014, containing in particular an assessment of the Management Board's report on the activities of FEERUMS.A. ("Company") in the financial year 2014, the Company's financial statements for the 2014 financial year and the Management Board's motion regarding the distribution of profits generated by the Company in financial year 2014 and the assessment of the internal control system and risk management system important for the Company.

**1. Composition of the Supervisory Board**

In the period from January 1, 2014 to November 1, 2014, the following persons were members of the Supervisory Board:

- Magdalena Łabudzka-Janusz - Chairwoman of the Supervisory Board,
- Maciej Janusz - Member of the Supervisory Board,
- Asen Gyczew - Member of the Supervisory Board,
- Jakub Marcinkowski - Member of the Supervisory Board,
- Maciej Kowalski - Vice Chairman of the Supervisory Board.

In 2013, all members of the Supervisory Board were appointed for a joint three-year term on the strength of the resolutions of the General Meeting of the Company adopted on October 5, 2012. Mr Asen Gyczew was appointed to the Supervisory Board by a resolution of the General Meeting of the Company which was held on 22 July 2013.

The Company's Supervisory Board as at December 31, 2014 was composed of the following persons:

- Magdalena Łabudzka-Janusz - Chairwoman of the Supervisory Board,
- Maciej Janusz - Member of the Supervisory Board,
- Jerzy Suchnicki - Member of the Supervisory Board,
- Jakub Marcinkowski - Member of the Supervisory Board,
- Maciej Kowalski - Vice Chairman of the Supervisory Board,

On October 27, 2014, the Company received the resignation of Mr. Asen Gyczew from the position of a member of the Company's Supervisory Board on November 1, 2014. Mr Asen Gyczew did not give reasons for the resignation. On 26 November 2014, the Extraordinary General Meeting of the Company, in connection with the resignation of the Supervisory Board member Mr. Asen Gyczew, appointed a member of the Supervisory Board for a joint three-year term of Jerzy Suchnicki.

Mr. Jakub Marcinkowski and Mr. Jerzy Suchnicki were appointed as independent members of the Supervisory Board, which is the implementation of rule III.6 of the "Best Practices of WSE Listed Companies", adopted by resolution of the Supervisory Board of the Warsaw Stock Exchange S.A. of July 4, 2007, as amended, according to which at least two members of the Supervisory Board should meet the criteria of being independent from the Company and entities with significant connections with the Company.

In the period from January 1, 2014 to December 31, 2014, Magdalena Łabudzka-Janusz was the chairman of the Supervisory Board.

## **2. The scope of activity of the Supervisory Board**

The Supervisory Board operates on the basis of the provisions of the Code of Commercial Companies, and also on the basis of the Company's Articles of Association and the Regulations of the Supervisory Board of the Company of November 7, 2013.

In 2014, the Supervisory Board exercised permanent supervision over the Company's operations in all areas of activity.

The Supervisory Board of the Company also selected Grant Thornton Frąckowiak sp. O.o. sp. k. to audit the Company's financial statements for 2014.

In 2014, the Supervisory Board did not carry out audits or investigations, nor did it suspend members of the Company's Management Board.

## **3. Assessment of the internal control system and risk management system important for the Company**

The Company has an internal control system, which is the responsibility of the Management Board. The internal control system covers the main processes of the Company's operations, where there is a need to establish control mechanisms for monitoring and limiting risks material to the Company. The basic task of this system is to ensure the implementation of the Company's business objectives. The company has and continuously updates the organizational structure in which the reporting, responsibility and authority levels have been clearly defined, which allows to additionally reduce the significant risks associated with running the business. In the opinion of the Supervisory Board, the system of internal control and risk management significant for the Company is at a satisfactory level.

## **4. Evaluation of the Management Board's report on the Company's operations in the financial year 2014, the Company's financial statements for the financial year 2014 and the Management Board's motion regarding the distribution of profit generated by the Company in the financial year 2014.**

The Supervisory Board of FEERUMS.A. with its registered office in Chojnów, presents a report on the results of the evaluation of the following Company's reports for the financial year 2014:

1. Financial statements of the Company;
2. Management Board reports on the Company's operations, and
3. Evaluation of the Management Board's motion regarding the distribution of profit.

Ad. 1

The Supervisory Board, having read the opinion and the auditor's report on the course and results of the audit of the Company's financial statements for 2014 and after assessing this report, states that the financial statements of the Company for the 2014 financial year were prepared on the basis of properly kept accounting books, it is consistent with to the form and content of applicable law and present all information relevant to the profitability and financial result in the audited period, as well as the property and financial situation of the Company as at December 31, 2014. In addition, the Supervisory Board states that the Company's financial statements for the year turnover 2014 is consistent with the books and documents of the Company and the actual state. In connection with the above, the Supervisory Board requests the General Meeting to approve the Company's financial statements for the financial year 2014.

#### Ad. 2

The Supervisory Board, after analyzing and evaluating the Management Board's report on the Company's operations in 2014, states that the Management Board's report on the Company's operations in the financial year 2014 is consistent with the Company's books and documents and with the actual status. In connection with the above, the Supervisory Board accepts the presented report and applies to the General Meeting for its approval. In addition, the Supervisory Board requests the President of the Management Board - Mr Daniel Janusz and the Member of the Management Board Mr Piotr Wielesik discharge in respect of their duties in financial year 2014 and discharging the Member of the Management Board Mr Mieczysław Mietelski from the performance of his duties as a Member of the Board in revolving 2014.

#### Ad. 3

The Supervisory Board, taking into consideration the investment plan of the Company for the years 2015-2016 and after familiarizing oneself with the motion of the Management Board regarding the allocation of profit for 2014 in the amount of PLN 4,947 thousand. PLN to supplementary capital and 2,000,000 zlotys for the payment of dividends, approves it positively and requests the General Meeting to adopt a resolution regarding the distribution of profit in the manner proposed by the Management Board.

Annex to Resolution No. 6

#### REQUEST BY THE MANAGEMENT BOARD OF FEERUM S.A. FOR THE ORDINARY GENERAL MEETING ON THE DIVISION OF NET PROFIT FOR THE 2014 FINANCIAL YEAR

Board Feerum S.A. requests that the Company's net profit for the financial year 2014 be PLN 4,947 thousand (in words: four million nine hundred and forty seven zlotys) for the supplementary capital of Feerum SA and PLN 2,000 thousand (two million zlotys) for payment of dividends.

#### SUBSTANTIATION

The allocation of 70% of the profit for 2014 to supplementary capital is in line with the Company's development policy, assuming investment expenses of approximately PLN 25,000 in the years 2015-2016. to: (i) intensify sales activities on foreign markets, (ii) further expand the production base as well as research and development activities carried out in the Company, covered by co-financing



from European Union funds. In turn, the allocation of PLN 2,000 thousand to the payment of a dividend is in line with the Management Board's announcements that starting from 2014, it will successively share profits with Shareholders. "