

POLISH FINANCIAL SUPERVISION AUTHORITY

CURRENT REPORT NO 26/2020

Name of entity:

**Fabryka Obrabiarek RAFAMET S.A.
in Kuźnia Raciborska**

Date of submittal:

15-07-2020

Subject:

Court registration of changes in the Company Statute.

Message:

The Management Board of Fabryka Obrabiarek RAFAMET S.A. in Kuźnia Raciborska informs that today he received information about registration on 15.07.2020 by the District Court in Gliwice, 10th Commercial Division of the National Court Register changes in the Company's Statute, which were made on the basis of Resolution No. 16 / 1 / 20 of the Ordinary General Meeting RAFAMET SA of 23.06.2020

The Statute amended the following: § 14, § 16, § 20 para. 2.2, § 20 para. 2.3. Paragraph 19 has been added. 3, para. 20 has been added to § 20. 2.4, paragraph 2 has been added to § 23. 9, 10, 11, 12, 13 and 14, while to § 30 para. 2. In § 30 para. 1 point 12 has been deleted.

In connection with the above changes, the provisions of the Statute received the following wording:

§ 14 is replaced by the following:

- 1. "The Management Board conducts the Company's affairs and represents the Company in all court and out-of-court activities.**
- 2. The scope of the Management Board's powers includes all matters not reserved for the competences of other Company's bodies, including making decisions regarding the purchase and sale of real estate, perpetual usufruct or a share in real estate.**
- 3. Resolutions of the Management Board are adopted by an absolute majority of votes.**
- 4. The Management Board meeting may also be attended by means of direct remote communication.**
- 5. The Management Board may adopt resolutions in writing or by using means of direct remote communication.**
- 6. Members of the Management Board may participate in adopting resolutions of the Management Board by casting their vote in writing through another member of the Management Board.**
- 7. The Management Board adopts its regulations, which are subject to approval by the Supervisory Board. "**

§ 16 is replaced by the following:

"Employment contracts or contracts with members of the Company's Management Board, on the principles set out in the resolution of the General Meeting and the resolution of the Supervisory Board, are concluded on behalf of the Company by a person authorized by the Supervisory Board from among its members. Other legal actions, including those related to the employment relationship, are carried out

between the Company and a member of the Management Board in the same manner. "

The following paragraph is added to § 19 of the Statute: 3 with the following wording:

"You can also participate in a meeting of the Supervisory Board using means of direct remote communication."

§ 20 clause 2.2. is replaced by:

"The Supervisory Board may adopt resolutions in writing or by using means of direct remote communication. The resolution is valid if all members of the Board have been notified of the content of the draft resolution and at least half of the members of the Board took part in adopting the resolution. "

§ 20 clause 2.3. is replaced by:

"Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting their vote in writing through another member of the Supervisory Board. Casting a vote in writing may not concern matters placed on the agenda at the meeting of the Supervisory Board. "

Paragraph 20 of the Statute introduces 2.4. with the following wording:

"The Supervisory Board may adopt resolutions in writing or by using means of direct remote communication also in matters for which the Company's Statute provides for secret voting, provided that no member of the Supervisory Board objects."

The following paragraph is added to § 23 of the Statute: 9, 10, 11, 12, 13 and 14 with the following wording:

9. "You can also participate in the General Meeting using electronic means of communication. Participating in the General Meeting in the manner referred to in the first sentence is decided by the person convening that Meeting.
10. Participation in the General Meeting, referred to in § 23 para. 9, includes in particular:
 - 1) real-time two-way communication of all persons participating in the General Meeting, in which they may speak during the General Meeting, staying in a different place than the place of the General Meeting, and
 - 2) exercising, in person or by proxy, the right to vote before or during the General Meeting.
11. The Supervisory Board shall define in the form of regulations detailed rules for participating in the General Meeting when using electronic means of communication. The Regulations may not specify requirements and restrictions that are not necessary to identify Shareholders and ensure the security of electronic communications.
12. The company provides real-time broadcast of the General Meeting.
13. In the event of exercising voting rights using electronic means of communication, the Company shall immediately send the Shareholder an electronic confirmation of receipt of the vote.
14. At the Shareholder's request, submitted no later than three months after the General Meeting, the Company sends to the Shareholder or its proxy confirmation that his vote has been properly registered and counted, unless such confirmation has been provided to the Shareholder or his proxy in advance. "

In § 30 para. 1 of the Statute, item 12) shall be deleted, reading as follows:

"Adopting resolutions on other matters not mentioned in the preceding sections and in the Statute, and reserved in the provisions of the Code of Commercial Companies for the General Meeting."

The following paragraph is added to § 30 of the Statute: 2 with the following wording:

"The competences of the General Meeting also include passing resolutions on other matters not mentioned in para. 1 and other provisions of the Statute, reserved in the provisions of the Code of Commercial Companies and other generally applicable provisions for the General Meeting.

The consolidated text including the above changes is attached to this report."

Legal basis: § 5 para. 1 and § 6 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information published by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state (Journal of Laws 2018.757).

Legal basis:

Article 56 1 item 2 of the Act on the offer - current and periodic information.

Vice President

President

Maciej Michalik

E. Longin Wons