

## **Date and agenda of Ordinary General Meeting of Boryszew S.A.**

The Management Board of Boryszew Spółka Akcyjna acting pursuant to Art. 399 § 1, Art. 402<sup>1</sup> § 1 and 2, Art. 402<sup>2</sup> of the Commercial Companies Code and §. 13.1 of the Company's Articles of Association, convenes for 18 May 2017 at 10:00 the Company's Ordinary General Meeting to be held in Warsaw at 6 Foksal Street with the following agenda:

1. Opening of the General Meeting.
2. Election of the Chairperson of the General Meeting.
3. Asserting that the General Meeting has been convened correctly and is capable of adopting resolutions.
4. Acceptance of the Agenda.
5. Election of Scrutiny Commission.
6. Adoption of resolution on approval of the Report on activities of Boryszew S.A. and Boryszew Group in year 2016,
7. Adoption of resolution on approval of the Financial Statements of Boryszew S.A. for financial year 2016,
8. Adoption of resolution on approval of the Consolidated Financial Statements of the Boryszew Group for financial year 2016.
9. Presentation of the Supervisory Board's activity report for 2016.
10. Vote of discharge of duties to Members of the Management Board for 2016.
11. Vote of discharge of duties to Members of the Supervisory Board for 2016.
12. Adoption of resolution on covering the 2016 net profit.
13. Adoption of resolutions regarding appointment of the members of the Supervisory Board for new term of office.
14. Closing of the General Meeting.

## **The right to participate in the Ordinary General Meeting.**

The right to participate in the OGM belongs to persons being shareholders of the Company as of 16 days before the date of the Shareholder Meeting, i.g. on 2 May, 2017.

## **The right to request the placement of various items in the agenda of the Shareholder Meeting.**

A shareholder or shareholders representing at least one-twentieth of the share capital may request that the specified items be placed in the agenda of the closest Shareholder Meeting.

The request should be submitted to the Company Management Board no later than 21 days before the set date of the Shareholder Meeting, i.e. by 27 April, 2017. The request should contain a justification or draft resolution pertaining to the proposed item on the agenda.

The Management Board will announce changes to the agenda made upon request of the shareholders immediately, but no later than 18 days before the set date of the Shareholder Meeting. Announcement will be done following the same procedure as for convening a Shareholder Meeting.

The request should be sent either to the seat of the Company or electronically to the addresses: [p.toklowicz@boryszew.com.pl](mailto:p.toklowicz@boryszew.com.pl); [m.goczynska@boryszew.com.pl](mailto:m.goczynska@boryszew.com.pl)

### **Right to submit draft resolutions on items included in the agenda or items to be included in the agenda before the date of the Shareholder Meeting**

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may submit to the Company . before the date of the Shareholder Meeting . the draft resolutions concerning the items included in the agenda of the Shareholder Meeting or the items which will be included in the agenda, in writing or using the means of electronic communication.

The Company will immediately post the draft resolutions on its website.

Draft resolutions with justification should be sent either to the seat of the Company or electronically to the addresses: [p.toklowicz@boryszew.com.pl](mailto:p.toklowicz@boryszew.com.pl); [m.goczynska@boryszew.com.pl](mailto:m.goczynska@boryszew.com.pl)

### **Right to submit, during a Shareholder Meeting, draft resolutions on matters included in the agenda.**

Any shareholder may, during the Shareholder Meeting, submit draft resolutions and motions with proposed changes to draft resolutions, on matters included in the agenda of the Shareholder Meeting. The submitted draft resolutions and motions should be prepared in writing separately for each matter and be provided with information on the identity of the shareholder.

### **Exercise of the voting right through a proxy**

1. According to the art. 412 of the Commercial Companies Code shareholders may participate in the General Meeting of Boryszew S.A. and execute the right of vote personally or through proxy. Proxy should be granted either in writing or electronically. Proxies of legal persons should present actual copy from court registries, naming persons entitled to represent of such persons. Persons not mentioned in the above mentioned copy should have proxy signed by persons authorized to represent this legal person.
2. Proxy to participate in the General Meeting of the Company and execute the right of vote may be granted electronically. Granting proxy electronically does not require to sign the secure electronically signature verified by certified valid certificate. Proxy granted electronically should identify the shareholder or proxy.
3. Proxy granted electronically should be sent to the addresses: [p.toklowicz@boryszew.com.pl](mailto:p.toklowicz@boryszew.com.pl); [m.goczynska@boryszew.com.pl](mailto:m.goczynska@boryszew.com.pl) by 11:59 p.m. on the previous day at the start of the General Meeting, at the latest.
4. The electronic proxy should be created in the separate document signed by shareholder or person authorized to represent shareholder and it should be sent as enclosure in PDF file to the e-mail addresses pointed in point 3 above.

Documents confirming the right of the shareholder to participate in the General Meeting must be sent obligatory together with the electronic proxy. Proxy must show its proxy when the present list is made.

5. If the proxy on the General Meeting of Boryszew S.A. is the member of the Management Board, member of the Supervisory Board or the employee of the Company, the proxy may authorize to represent only on the General Meeting on that day. Proxy must reveal to shareholder circumstances showing the existing or possibility of existing of the conflict of interest. Granting further proxy is excluded. Proxy votes according to instructions given by shareholder.

The whole text of documentation, which will be presented to the General Meeting and drafts of resolutions with justification of the Management Board and the Supervisory Board of the Company concerning issues introduced to the agenda or issues which are to be introduced to the agenda before the date of the General Meeting is placed from the day of calling of the Ordinary General Meeting on the web site of the Company ([www.boryszew.com.pl](http://www.boryszew.com.pl)). These documents are immediately up-dated in case of introducing changed according to the rules of Commercial Companies Code.

Person entitled to participate in the General Meeting can get the copies of above mentioned documents in the seat of the Company.

The list of shareholders entitled to participate in in the General Meeting will be presented in the seat of the company during 3 week-days before the in the General Meeting.

Any shareholder may request the list of shareholders be sent to it/him/her free of charge by electronic mail, specifying the address to which the list should be sent. It is recommended to verify whether the authorized persons have been included in the list of shareholders authorized to participate in the Shareholder Meeting.

The Company Article does not provide the possibility of participating in the General Meeting by means of electronic way of communications and the Regulations of the General Meeting does not provide voting on the Meeting by means of correspondence.

The risk connected with the electronic way of communication, particularly sending demand of placing issues in the agenda of the General Meeting, putting the drafts of resolutions concerning issues introduced to the agenda or issue, which are to be introduced to the agenda before the date of the General Meeting and the notification of the Company to execute proxy on the e-mail address pointed in this notification is on the shareholder's side.

The list of shareholders entitled to participate in the General Meeting will be presented at 76 Jagiello ska Street, Warsaw on 9 a.m. till 4 p.m. on 15 . 17 May 2017.

Persons entitled to participate in the General Meeting are asked to register and take vote cards at the entrance of the session's hall, one hour before the Meeting.

Issues not covered by this notification are subject of rules of the Commercial Companies Code and the Articles of Association of the Company.

Translation from the original Polish version.

In the event of differences resulting from the translation, reference should be made to the official Polish version.