

Draft resolutions of the Ordinary General Meeting of Shareholders of Boryszew S.A. on 25 June 2019

RB 28/2019

The Management Board of Boryszew S.A. presents the content of draft resolutions, which are to be the subject of the Ordinary General Meeting of Boryszew S.A. convened on 25 June 2019.

re. item 2 of the planned agenda

(Draft)

“Resolution No. 1

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: election of the Chairperson of the General Meeting

§ 1

Acting pursuant to Article 409 §1 of the Commercial Companies Code, the Ordinary General Meeting of the Company elects as the Chairperson of the Ordinary General Meeting of the Company.

§ 2

The resolution comes into effect upon adoption.”

re. item 4 of the planned agenda

(Draft)

“Resolution No. 2

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: adoption of the agenda

§ 1

The Ordinary General Meeting of the Company approves the agenda of the Meeting published on the Company's website www.boryszew.com and in the form of current report No. 27/2019 published on 29 May 2019.

§ 2

The resolution comes into effect upon adoption.”

re. item 5 of the planned agenda

(Draft)

“Resolution No. 3

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: election of the Ballot Counting Committee

§ 1

The Ordinary General Meeting of the Company elected the Ballot Counting Committee in the following composition:

§ 2

The resolution comes into effect upon adoption.”

re. item 6 of the planned agenda

(Draft)

“Resolution No. 4

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: approval of the report on activity of Boryszew S.A. and Boryszew Capital Group in 2018

Acting in virtue of Art. 395 § 2 point of Commercial Companies Code and § 13 section 8 item 1 of the Company’ Articles of Association, it is resolved as follows:

§ 1

The report on activity of Boryszew S.A. and Boryszew Capital Group in 2018 is hereby approved.

§ 2

The resolution comes into effect upon adoption.”

re. item 7 of the planned agenda

(Draft)

“Resolution No. 5

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: approval of the financial statements of Boryszew S.A. for 2018

Acting in virtue of Art. 395 § 2 point of Commercial Companies Code and § 13 section 8 item 1 of the Company’ Articles of Association, it is resolved as follows:

§ 1

The financial statements of Boryszew S.A. for 2018, including:

- statement of financial position drafted as at 31 December 2018 with total assets as well as total liabilities and equity of PLN 1 859 010 thousand,
- statement of comprehensive income for the period between 1 January 2018 and 31 December 2018 showing a net profit of PLN 44 720 thousand as well as total comprehensive income of PLN 45 224 thousand,
- statement of changes in equity for the period between 1 January 2018 and 31 December 2018, showing a decrease in equity of PLN 6 630 thousand,
- cash flow statement for the period between 1 January 2018 and 31 December 2018, showing a decrease in cash by PLN 6 768 thousand,

- additional information on adopted accounting policy and other explanations - are hereby approved.

§ 2

The resolution comes into effect upon adoption.”

re. item 8 of the planned agenda

(Draft)

“Resolution No. 6

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

concerning: approval of the consolidated financial statement of the Boryszew Capital Group for 2018

Acting pursuant to Article 395 § 5 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The consolidated financial statements of the Boryszew Capital Group for 2018, including:

- consolidated statement of financial position prepared as at 31 December 2018 with total assets as well as total liabilities and equity of PLN 4 236 757 thousand,
- consolidated statement of comprehensive income for the period between 1 January 2018 and 31 December 2018 showing a net profit of PLN 140 844 thousand as well as total comprehensive income of PLN 155 209 thousand,
- statement of changes in consolidated equity for the period between 1 January 2018 and 31 December 2018, showing an increase in equity by PLN 72 817 thousand,
- consolidated cash flow statement for the period between 1 January 2018 and 31 December 2018, showing a decrease in cash by PLN 78 453 thousand,
- additional information on adopted accounting policy and other explanations - are hereby approved.

§ 2

The resolution comes into effect upon adoption.”

re. item 10 of the planned agenda

(Draft)

“Resolution No. 7

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Jarosław Michniuk

Acting in virtue of Art. 395 § 2 point of Commercial Companies Code and § 13 section 8 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

Mr Jarosław Michniuk is hereby granting acknowledgment of the fulfilment of duties as the President of the Management Board of the Company between 1 January 2018 and 19 January 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 10 of the planned agenda

(Draft)

“Resolution No. 8

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Piotr Szeliga

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company’ Articles of Association, it is resolved as follows:

§ 1

is hereby granting acknowledgment of the fulfilment of duties as:

- Member of the Management Board of the Company between 1 January 2018 and 19 January 2018,
- acting President of the Management Board of the Company between 19 January and

§ 2

The resolution comes into effect upon adoption.”

re. item 10 of the planned agenda

(Draft)

“Resolution No. 9

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Piotr Lisiecki

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company’ Articles of Association, it is resolved as follows:

§ 1

Mr Piotr Lisiecki is hereby granting acknowledgment of the fulfilment of duties as the President of the Management Board of the Company between 7 November 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 10 of the planned agenda

(Draft)

“Resolution No. 10

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Aleksander Baryś

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

Mr Aleksander Baryś is hereby granting acknowledgment of the fulfilment of duties as the Member of the Management Board of the Company between 1 January 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 10 of the planned agenda

(Draft)

“Resolution No. 11

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Mikołaj Budzanowski

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

Mr Mikołaj Budzanowski is hereby granting acknowledgment of the fulfilment of duties as the Member of the Management Board of the Company between 1 January 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 10 of the planned agenda

(Draft)

“Resolution No. 12

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Cezary Pyszkowski

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

Mr Cezary Pyszkowski is hereby granting acknowledgment of the fulfilment of duties as the Member of the Management Board of the Company between 1 January 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 11 of the planned agenda

(Draft)

“Resolution No. 13

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Janusz Siemieniec

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

Mr Janusz Siemieniec is hereby granting acknowledgment of the fulfilment of duties as the Chairperson of the Supervisory Board of the Company between 1 January 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 11 of the planned agenda

(Draft)

“Resolution No. 14

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Piotr Lisiecki

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

Mr Piotr Lisiecki is hereby granting acknowledgment of the fulfilment of duties as the Vice Chairperson of the Supervisory Board of the Company between 1 January 2018 and 7 November 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 11 of the planned agenda

(Draft)

“Resolution No. 15

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Mirosław Kutnik

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

Mr Mirosław Kutnik is hereby granting acknowledgment of the fulfilment of duties as the Secretary to the Supervisory Board of the Company between 1 January 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 11 of the planned agenda

(Draft)

“Resolution No. 16

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Jarosław Antosik

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

Mr Jarosław Antosik is hereby granting acknowledgment of the fulfilment of duties as the Member of the Supervisory Board of the Company between 1 January 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 11 of the planned agenda

(Draft)

“Resolution No. 17

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Artur Krężel

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

Mr Arkadiusz Krężel is hereby granting acknowledgment of the fulfilment of duties as the Member of the Supervisory Board of the Company between 1 January 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 11 of the planned agenda

(Draft)

“Resolution No. 18

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: granting acknowledgment of the fulfilment of duties in 2018 by Ms Małgorzata Waldowska

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 13 section 8 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

Ms Małgorzata Waldowska is hereby granting acknowledgment of the fulfilment of duties as the Member of the Supervisory Board of the Company between 1 January 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

re. item 12 of the planned agenda

(Draft)

“Resolution No. 19

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: distribution of net profit for 2018

Acting in virtue of Art. 395 § 2 point 2 of Commercial Companies Code and § 13 section 8 item 2 of the Company’ Articles of Association, it is resolved as follows:

§ 1

The Ordinary General Meeting of Boryszew S.A. decides to allocate the net profit of the Company for 2018 in the amount of PLN 44 720 thousand (forty four million seven hundred twenty thousand PLN) to capital increase - retained profits.

§ 2

The resolution comes into effect upon adoption.”

re. item 13 of the planned agenda

(Draft)

“Resolution No. 20

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: approval of the election of a member to the Supervisory Board

Acting in virtue of Art. 385 § 1 of Commercial Companies Code and § 12 section 1 of the Company’ Articles of Association, it is resolved as follows:

§ 1

The election of Mr Janusz Wiśniewski to the Supervisory Board of Boryszew S.A. made by the Supervisory Board on 17 January 2019 is hereby approved.

§ 2

The resolution comes into effect upon adoption.”

re. item 14 of the planned agenda

(Draft)

“Resolution No. ...

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: changes in the composition of the Supervisory Board

Acting in virtue of Art. 385 § 1 of Commercial Companies Code and § 13 section 8 item 6 of the Company’ Articles of Association, it is resolved as follows:

§ 1

On Mr/Ms is appointed to the Supervisory Board of Boryszew S.A.

§ 2

The resolution comes into effect upon adoption.”

re. item 14 of the planned agenda

(Draft)

“Resolution No. ...

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: changes in the composition of the Supervisory Board

Acting in virtue of Art. 385 § 1 of Commercial Companies Code and § 13 section 8 item 6 of the Company’ Articles of Association, it is resolved as follows:

§ 1

As of Mr/Ms is dismissed from the Supervisory Board of Boryszew S.A.

§ 2

The resolution comes into effect upon adoption.”

re. item 15 of the planned agenda

(Draft)

“Resolution No. ...

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: authorisation of the Management Board of the Company to purchase own shares of Boryszew S.A.

“Acting pursuant to Article 362 § 1 point 5 of the Code of Commercial Companies, the Ordinary General Meeting of the Company resolves as follows:

§ 1

The Management Board of Boryszew S.A. is hereby authorised to undertake any actual or legal actions associated with the purchase of own shares on the terms and conditions and according to the procedure established in this resolution. In particular, within the limits of this resolution, the final number, method of acquisition, price and date of acquisition of shares shall be determined by the Management Board of the Company within the framework of the conditions resulting from this resolution. Own shares acquired by the Company will be allocated for redemption.

§ 2

The Management Board of Boryszew S.A. will be obligated to publish the terms and conditions of the buy-back of own shares under with Article 2 of the Commission Delegated Regulation (EU) No. 231/2014 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures, before the commencement of the buy-back of own shares ("Standard").

§ 3

1. The total number of shares must not exceed (.....) shares which account for % of the Company's share capital.
2. The Company will acquire its own shares in the following manner: (i) in transactions on the regulated market of the Warsaw Stock Exchange, (ii) in transaction or transactions outside the regulated market, or (iii) by way of a public invitation or invitations for the sale of its own shares announced in accordance with the provisions of the Act of 29 July 2005 on public offering and terms of introducing financial instruments to organised trading and on public companies (Journal of Laws of 2016, item 1639, with subsequent amendments) (the "Act"). Own Shares may be acquired by the Company (or its subsidiary) directly or through an investment firm.
3. In the case of acquisition of Own Shares in transactions on the regulated market referred to in § 3 section 2 point (i) of the resolution, the price per share shall be determined taking into consideration Article 5 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (OJ EU L. 2014.173.1), ("MAR Regulation") and the Standard.
4. The term of the buy-back of own shares shall be 5 years from the date of this resolution - however, not longer than until the funds which may be allocated for the buy-back of own shares are exhausted.
5. The Management Board, guided by the interest of Boryszew S.A. and after consultation with the Supervisory Board of the Company, may terminate the acquisition of shares before the expiry of the deadline specified in § 3 section 4 or before exhaustion of funds allocated for their acquisition or withdraw from the acquisition of shares in whole or in part.
6. If the decisions referred to in § 3 section 5 are made, the Management Board of Boryszew S.A. has the duty to publish the information in the manner appropriate for the publication of confidential information as per the MAR Regulation in the manner specified in the Act."

§ 2

The resolution comes into effect on 26 June 2019

re. item 16 of the planned agenda

(Draft)

“Resolution No. ...

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: creation of a reserve capital to be used for the acquisition of own shares of the Company

The Ordinary General Meeting of the Company resolves as follows:

§ 1

A reserve capital shall be established to finance the buy-back of own shares within the time limit and on the terms and conditions laid down in Resolution No of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019, in the amount of

§ 2

The resolution comes into effect upon adoption.

re. item 17 of the planned agenda

(Draft)

“Resolution No. ...

of the Ordinary General Meeting of Shareholders of Boryszew S.A. of 25 June 2019

on: amending the Company's Articles of Association

The Ordinary General Meeting of the Company resolves as follows:

§ 1

The Company's Articles of Association shall be amended as follows:

1. § 6a shall be deleted.
2. In § 13, the existing section 10 shall be designated as section 9.
3. In § 13 the following section 10 shall be added:
"Acquisition and disposal of real estate or share in real estate or the right of perpetual usufruct does not require a resolution of the General Meeting."
4. § 17 shall be deleted.
5. The previous § 18 shall be designated as § 17.

§ 2

The resolution comes into force on the day of registration of the amendments to the Company's Articles of Association by the registry court.

Justifications for draft resolutions:

Draft Resolutions Nos. 1 - 3

Resolutions on procedural matters

Draft Resolutions No. 4 - 19

Resolutions on matters falling within the competence of the Ordinary General Meeting of Shareholders concerning the approval of the Company's financial statements for 2018 and the granting acknowledgement to members of the Company's governing bodies and the distribution of net profit for the financial year.

Draft Resolution No. 20

Resolution related to § 12 section 1 of the Company's Articles of Association, requiring approval by the General Meeting of Shareholders of a supplementary election of a member of the Supervisory Board made by the Supervisory Board in place of a member of the Supervisory Board who resigned from membership of the Supervisory Board.

Draft Resolutions No.

Resolutions concerning the appointment of members of the Supervisory Board of the Company - this item is customarily placed on the agenda of the General Meeting, in order to enable the Shareholders to make changes if such if decide so.

Draft Resolutions No.

Resolution on authorisation of the Management Board of the Company to purchase own shares of Boryszew S.A.

On 25 June 2019, due to the expiry of the period for which it was adopted, the share buy-back program, adopted by resolution No. 21 of the Ordinary General Meeting of Shareholders of 25 June 2014 (as amended), shall terminate.

Considering the above and taking into account the current situation on the financial markets, having a significant impact on the valuation of shares of Boryszew S.A., the Management Board of the Company considers it beneficial to adopt a new buy-back scheme for own shares.

The Management Board believes that Company's shares were valued significantly below their actual value. In such circumstances, acquisition of own shares by the Company is fully justified.

Draft resolutions of the Ordinary General Meeting of Shareholders of Boryszew S.A. were positively assessed by the Supervisory Board of the Company.

Signatures:

Piotr Lisiecki - President of the Management Board