



Drafts of resolutions for Ordinary General Meeting of Boryszew S.A. dated 15 June, 2016.

(Draft)

Resolution No 1

Of the Ordinary General Meeting of Boryszew S.A. dated 15 June, 2016

concerning election of the Chairperson of the General Meeting

§ 1

The Ordinary General Meeting makes the choice of Chairman of the OGM to

§ 2

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 2

Of the Ordinary General Meeting of Boryszew S.A. dated 15 June, 2016

concerning adoption of the agenda of the General Meeting

§ 1

Ordinary General Meeting accepts the agenda of the Meeting published on the web site of the Company at www.boryszew.com.pl and in the current report no 27/2016 published on 19 May, 2016.

§ 2

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 3

Of the Ordinary General Meeting of Boryszew S.A. dated 15 June, 2016

concerning choice of Scrutiny Commission

§ 1

The Ordinary General Meeting made the choice of the Scrutiny Commission to

§ 2

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 4

Of the Ordinary General Meeting of Boryszew S.A. dated 15 June, 2016

regarding the approval of the report on activities of the Company in 2015

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code and §13 item 8 point 1 of the Articles of Association of the Company, it is resolved as follows:



§ 1

The General Meeting approves the report on the activities of the Company in 2015.

§ 2

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 5

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016
regarding the approval of the financial statements of the Company for 2015

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code and § 13 item 8 point 1 of the Articles of Association of the Company, it is resolved as follows:

§ 1

The General Meeting approves the Company's financial report for 2015, which include:

- The statement of financial position prepared as at 31 December 2015, which shows total assets and total equity and liabilities of PLN 1,520,619 thousand,
- The statement of comprehensive income for the period from 1 January 2015 to 31 December 2015, which shows a net profit of PLN 3,786 thousand and the total comprehensive income of PLN 856 thousand,
- The statement of changes in equity for the period from 1 January 2015 to 31 December 2015 which shows a decrease in equity of PLN 32,329 thousand,
- The statement of cash flows for the period from 1 January 2015 to 31 December 2015, which shows a decrease in net cash of PLN 1,189 thousand,
- the accounting policies and other explanatory information to the financial statements.

§ 2

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 6

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016
concerning approval the report on activities of Boryszew Capital Group in 2015

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

§ 1

The General Meeting approves the report on the activities of Boryszew Capital Group in 2015.

§ 2

This Resolution shall come into force on the day of adoption.



(Draft)

Resolution No 7

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016
concerning approval of the Consolidated Financial Statements of the Boryszew Group for 2015

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

§ 1

The General Meeting approves the Consolidated Financial Statements of the Boryszew Group for 2015, which include:

- The consolidated statement of financial position prepared as at 31 December 2015, which shows total assets and total equity and liabilities of PLN 3,452,791 thousand,
- The consolidated statement of comprehensive income for the period from 1 January 2015 to 31 December 2015, which shows the net profit of PLN 83,781 thousand, and total comprehensive income of PLN 54,864 thousand,
- The consolidated statement of changes in equity for the period from 1 January 2015 to 31 December 2015, which shows a decrease in equity in the amount of PLN 19,352 thousand,
- The consolidated statement of cash flows for the period from 1 January 2015 to 31 December 2015, which shows a decrease in net cash and cash equivalents of PLN 17,398 thousand,
- The accounting policies and other explanatory information to the consolidated financial statements.

§ 2

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 8

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016
concerning a vote of discharge of duties to Mr Piotr Szeliga in year 2015

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of the Company gives a vote of discharge of duties to Mr Piotr Szeliga, as President of the Management Board in year 2015.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.



(Draft)

Resolution No 9

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016
concerning a vote of discharge of duties to Mr Miłosz Wiśniewski in year 2015

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of the Company gives a vote of discharge of duties to Mr Miłosz Wiśniewski, as Vice-President of the Management Board for the period from 1 January 2015 to 31 January 2015.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 10

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016
concerning a vote of discharge of duties to Mr Mikołaj Budzanowski in year 2015

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of the Company gives a vote of discharge of duties to Mr Mikołaj Budzanowski, as Member of the Management Board in year 2015.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 11

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016
concerning a vote of discharge of duties to Mr Cezary Pyszkowski in year 2015

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of the Company gives a vote of discharge of duties to Mr Cezary Pyszkowski, as Member of the Management Board in year 2015.



§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 12

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016

concerning: granting discharge to Mr Janusz Siemieniec to the performance of his duties in year 2015

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr Janusz Siemieniec as President of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 31 December 2015.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 13

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016

concerning: granting discharge to Mr Zygmunt Urbaniak to the performance of his duties in year 2015

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr Zygmunt Urbaniak as Vice – President of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 28 April 2015.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 14

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016

concerning: granting discharge to Mr Mirosław Kutnik to the performance of his duties in year 2015



Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr Mirosław Kutnik as Secretary of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 31 December 2015.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 15

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016

concerning: granting discharge to Mr Jan Bogolubow to the performance of his duties in year 2015

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr Jan Bogolubow as Member of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 31 December 2015.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 16

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016

concerning: granting discharge to Mr Arkadiusz Krężel to the performance of his duties in year 2015

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr Arkadiusz Krężel as Member of the Supervisory Board (from 29 April, 2015 as Vive – President of the Supervisory Board) in respect of the performance of his duties, in the period from 1 January to 31 December 2015.



§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 17

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016

concerning: granting discharge to Mr Tadeusz Pietka to the performance of his duties in year 2015

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr. Tadeusz Pietka as Member of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 28 April 2015.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 18

Of the Ordinary General Meeting of Boryszew S.A., dated 15 June, 2016

*concerning: granting discharge to Ms Małgorzata Waldowska to the performance of his duties
in year 2015*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Ms Małgorzata Waldowska as Member of the Supervisory Board in respect of the performance of his duties, in the period from 28 April to 31 December 2015.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.



(Draft)

Resolution No 19

Of the Ordinary General Meeting of Boryszew S.A., dated 28 June, 2016
concerning distribution of the Company's profit for 2015

Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and § 13 item 8 point 2 of Company's Articles of Association, the General Meeting of the Company resolves as follows:

§ 1

The General Meeting of the Company distributes the net profit of the Company for 2015 in the amount of PLN 3,786 thousand for the reserved capital of the company.

§ 2

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 20

Of the Ordinary General Meeting of Boryszew S.A. dated 15 June, 2016
concerning: changes in the Supervisory Board

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 passage 8 point 6 of the Articles of Association, it is resolved:

§ 1

Mr./Mrs. has been dismissed from the composition of the Supervisory Board from

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 21

Of the Ordinary General Meeting of Boryszew S.A. dated 15 June, 2016
concerning: changes in the Supervisory Board

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 passage 8 point 6 of the Articles of Association, it is resolved:

§ 1

Mr./Mrs. has been appointed to the composition of the Supervisory Board from



§ 2

In connection with the appointment of Mr / Ms to the Supervisory Board of Boryszew SA, the Supervisory Board of the current term is composed of:

- 1)
- 2)
- 3)
- 4)
- 5)

§ 3

The resolution has been passed in secret ballot.

§ 4

This Resolution shall come into force on the day of adoption.

(Draft)

Resolution No 22

Of the Ordinary General Meeting of Boryszew S.A. dated 15 June, 2016

Concerning: changes in the Company's Articles of Association

Pursuant to Article 430 point 1 and 5 of the Commercial Companies Code and § 13 passage 8 point 4 of the Articles of Association, the General Meeting of Boryszew SA resolves as follows :

§ 1

In § 4 passage no 1 of the Articles of Association has been completed by the following type of activity:

- PKD 35.23.Z Trade of gas fuel through mains.

§ 2

This Resolution shall come into force on the date of adoption, with effect from the date of registration of the register court. "

Translation from the original Polish version.

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