



Form to allow execution of vote's right by proxy
(it does not replace the document of proxy)

I. GENERAL INFORMATION

The aforesaid form has been prepared according to the article 402³ of the Commercial companies code in order to make it possible to execute the vote's right by proxy on the Ordinary General Meeting of Boryszew S.A. with the seat in Warszawa (called hereinafter as "the Company") to be held on 15 June, 2016.

Using of the aforesaid form is not a duty of shareholder and is not a condition of voting by proxy. It also does not replace the document of proxy.

II. PRINCIPLE'S (SHAREHOLDER'S) DATA

Name and family name/company:

.....
Address:

.....
No of identity card/passport / number in National Court Registry:

.....
PESEL:

.....
NIP:

III. PROXY'S DATA

Name and family name/company:

.....
Address:

.....
No of identity card/passport/number in National Court Registry:

.....
PESEL:

.....
NIP:

IV. INSTRUCTION FOR THE PROXY

Using of this form is only in the decision of Shareholder and is not the condition to vote by the proxy. The form includes instruction regarding execution of the vote's right by the proxy and does not replace the document of proxy.



Shareholder gives instructions by putting "X" sign in adequate column. In case of wishes to give other or further instructions, Shareholder should fill in the column "Further/other instructions" stating there the way of executing the vote's right by the proxy.

In case Shareholder takes a decision to vote different from the possessed shares, he is asked to point in the adequate column the number of shares, out of which the proxy is to vote "FOR", "AGAINST" or "ABSTAIN FROM VOTE". In case of lack of pointing the amount of shares, it is acknowledged that the proxy is authorized to vote in the indicated way of all shares possessed by the shareholder.

The drafts of resolutions placed in this instruction may differ from drafts of resolutions given under voting on the Extraordinary General Meeting. In order to avoid doubts regarding methods of voting in such case, it is recommend to determine in the column "Other" the way of processing of the proxy in such situation.

At the same time the Company informs that it will no verify whether the proxies make vote's right given from Shareholder. In such connection the vote instruction has not to be pass to the Company.

Point 2 of the agenda – election of the Chairperson of the General Meeting

Point V of the Form, Draft of resolution no 1

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 4 of the agenda – acceptance of the agenda of the General Meeting

Point V of the Form, Draft of resolution no 2

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 5 of the agenda – election of Scrutiny Committee

Point V of the Form, Draft of resolution no 3

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			



Point 6 of the agenda – approval of the Report on the activities of Borszew S.A. in year 2015

Point V of the Form, Draft of resolution no 4

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

Point 7 of the agenda – approval of the Financial Statements of Borszew S.A. for financial year 2015

Point V of the Form, Draft of resolution no 5

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

Point 8 of the agenda – approval of the Report on the activities of the Borszew Group in year 2015

Point V of the Form, Draft of resolution no 6

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

Point 9 of the agenda – approval of the Consolidated Financial Statements of the Borszew Group for financial year 2015

Point V of the Form, Draft of resolution no 7

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			



Point 11 of the agenda – granting Mr. Piotr Szeliga discharge of his duties in 2015

Point V of the Form, Draft of resolution no 8

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 11 of the agenda – granting Mr. Miłosz Wiśniewski discharge of his duties in 2015

Point V of the Form, Draft of resolution no 9

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 11 of the agenda – granting Mr. Mikołaj Budzanowski discharge of his duties in 2015

Point V of the Form, Draft of resolution no 10

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 11 of the agenda – granting Mr. Cezary Pyszkowski discharge of his duties in 2015

Point V of the Form, Draft of resolution no 11

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			



Point 12 of the agenda – granting discharge to Mr. Janusz Siemieniec to the performance of his duties in year 2015

Point V of the Form, Draft of resolution no 12

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

Point 12 of the agenda – granting discharge to Mr. Zygmunt Urbaniak to the performance of his duties in year 2015

Point V of the Form, Draft of resolution no 13

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

Point 12 of the agenda – granting discharge to Mr. Mirosław Kutnik to the performance of his duties in year 2015

Point V of the Form, Draft of resolution no 14

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

Point 12 of the agenda – granting discharge to Mr. Jan Bogolubow to the performance of his duties in year 2015

Point V of the Form, Draft of resolution no 15

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			



Point 12 of the agenda – granting discharge to Mr. Arkadiusz Kreżel to the performance of his duties in year 2015

Point V of the Form, Draft of resolution no 16

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 12 of the agenda – granting discharge to Mr. Tadeusz Pietka to the performance of his duties in year 2015

Point V of the Form, Draft of resolution no 17

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 12 of the agenda – granting discharge to Ms. Małgorzata Waldowska to the performance of his duties in year 2015

Point V of the Form, Draft of resolution no 18

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 13 of the agenda – distribution of the Company's net profit for 2015

Point V of the Form, Draft of resolution no 19

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			



Point 14 of the agenda – changes in the Supervisory Board

Point V of the Form, Draft of resolution no 20

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

Point 14 of the agenda – changes in the Supervisory Board

Point V of the Form, Draft of resolution no 21

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

Point 15 of the agenda – changes in the Articles of Association of the Company

Point V of the Form, Draft of resolution no 22

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

VI. 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 Vive – 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.