



**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 402<sup>3</sup> 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 28 April, 2015.

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 Chairman of the 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**

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 Commission**

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 2014**

Point V of the Form, Draft of resolution no 4

<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 7 of the agenda – approval of the Financial Statements of Boryszew S.A. for financial year 2014**

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 Boryszew Group in year 2014**

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 Boryszew Group for financial year 2014**

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 – a vote of discharge of duties to Mr. Piotr Szeliga in year 2014**

Point V of the Form, Draft of resolution no 8

<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 – vote of discharge of duties to Mr. Miłosz Wiśniewski in year 2014**

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 – vote of discharge of duties to Mr. Mikołaj Budzanowski in year 2014**

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 – vote of discharge of duties to Mr. Paweł Surówka in year 2014**

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. Sebastian Bogusławski to the performance of his duties in year 2014**

Point V of the Form, Draft of resolution no 12

<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. Dariusz Jarosz to the performance of his duties in year 2014**

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. Janusz Siemieniec to the performance of his duties in year 2014**

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. Zygmunt Urbaniak to the performance of his duties in year 2014**

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. Mirosław Kutnik to the performance of his duties in year 2014**

Point V of the Form, Draft of resolution no16

<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 2014**

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 Mr. Arkadiusz Krężel to the performance of his duties in year 2014**

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 12 of the agenda – granting discharge to Mr. Tadeusz Pietka to the performance of his duties in year 2014**

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 13 of the agenda – distribution the net profit for 2014**

Point V of the Form, Draft of resolution no 20

<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 – the contribution in kind of organized part of the Company to other entity 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 14 of the agenda – the contribution in kind of organized part of the Company to other entity 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			

**Point 14 of the agenda – the contribution in kind of organized part of the Company to other entity Point V of the Form, Draft of resolution no 23**

<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 – the contribution in kind of organized part of the Company to other entity Point V of the Form, Draft of resolution no 24**

<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 – change of remuneration’s rules of the Supervisory Board’s members of Boryszew SA**

Point V of the Form, Draft of resolution no 25

<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 16 of the agenda – changes in the Supervisory Board**

Point V of the Form, Draft of resolution no 26

<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 16 of the agenda – changes in the Supervisory Board**

Point V of the Form, Draft of resolution no 27

<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 28 April, 2015**

**(Draft)**

### **Resolution No 1**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning election of the Chairperson of the General Meeting*

§ 1

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

§ 2

The resolution has been passed in secret ballot.

§ 3

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 28 April, 2015**

*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](http://www.boryszew.com.pl) and in the current report no 50/2015, published on 1 April, 2015.

§ 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 28 April, 2015**

*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 28 April, 2015**

regarding the approval of the report on activities of the Company in 2014



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 2014.

§ 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 28 April, 2015**

regarding the approval of the financial statements of the Company for 2014

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 2014, which include:

- The statement of financial position prepared as at 31 December 2014, which shows total assets and total equity and liabilities of PLN 1,428,177 thousand,
- The statement of comprehensive income for the period from 1 January 2014 to 31 December 2014, which shows a net profit of PLN 25,548 thousand and the total comprehensive income of PLN 25,782 thousand,
- The statement of changes in equity for the period from 1 January 2014 to 31 December 2014 which shows a increase in equity of PLN 131,319 thousand,
- The statement of cash flows for the period from 1 January 2014 to 31 December 2014, which shows an decrease in net cash of PLN 4,915 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 28 April, 2015**

*concerning approval the report on activities of Boryszew Capital Group in 2014*

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 2014.

§ 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 28 April, 2015**

*concerning approval of the Consolidated Financial Statements of the Boryszew Group for 2014*

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 2014, which include:

- The consolidated statement of financial position prepared as at 31 December 2014, which shows total assets and total equity and liabilities of PLN 3,350,187 thousand,
- The consolidated statement of comprehensive income for the period from 1 January 2014 to 31 December 2014, which shows the net profit of PLN 159,950 thousand, and total comprehensive income of PLN 153,100 thousand,
- The consolidated statement of changes in equity for the period from 1 January 2014 to 31 December 2014, which shows a decrease in equity in the amount of PLN 224,790 thousand,
- The consolidated statement of cash flows for the period from 1 January 2014 to 31 December 2014, which shows a decrease in net cash and cash equivalents of PLN 11,689 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 28 April, 2015**

*concerning a vote of discharge of duties to Mr. Piotr Szeliga in year 2014*

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 2014.

§ 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 28 April, 2015**

*concerning a vote of discharge of duties to Mr. Miłosz Wiśniewski in year 2014*

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 in year 2014.

§ 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 28 April, 2015**

*concerning a vote of discharge of duties to Mr. Mikołaj Budzanowski in year 2014*

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 2014.

§ 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 28 April, 2015**

*concerning a vote of discharge of duties to Mr. Paweł Surówka in year 2014*

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. Paweł Surówka, as Member of the Management Board in the period from 1 January 2014 to 22 December 2014.



§ 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 28 April, 2015**

*concerning: granting discharge to Mr. Sebastian Bogusławski to the performance of his duties in year 2014*

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. Sebastian Bogusławski as President of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 13 February 2014.

§ 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 28 April, 2015**

*concerning: granting discharge to Mr. Dariusz Jarosz to the performance of his duties in year 2014*

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. Dariusz Jarosz as Member of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 17 February 2014.

§ 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 28 April, 2015**



*concerning: granting discharge to Mr. Janusz Siemieniec to the performance of his duties in year 2014*

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 17 February to 31 December 2014.

§ 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 28 April, 2015**

*concerning: granting discharge to Mr. Zygmunt Urbaniak to the performance of his duties in year 2014*

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 31 December 2014.

§ 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 28 April, 2015**

*concerning: granting discharge to Mr. Mirosław Kutnik to the performance of his duties in year 2014*

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 2014.



§ 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 28 April, 2015**

*concerning: granting discharge to Mr. Jan Bogolubow to the performance of his duties in year 2014*

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 17 February to 31 December 2014.

§ 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 28 April, 2015**

*concerning: granting discharge to Mr. Arkadiusz Krężel to the performance of his duties in year 2014*

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 in respect of the performance of his duties, in the period from 1 January to 31 December 2014.

§ 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 April, 2015**



*concerning: granting discharge to Mr. Tadeusz Pietka to the performance of his duties in year 2014*

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 31 December 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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 28 April, 2015**

concerning distribution of the Company's profit for 2014

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 2014 amounting to PLN 25,548 thousand, as follows:

- dividend payment PLN ..... (the dividend is PLN 0.10 per one share),
- supplementary capital PLN .....

2. The dividend record date is .....

3. The dividend payment date is .....

§ 2

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 28 April, 2015**

Regarding: contribution in kind of organized part of the Company to other entity

The Ordinary General Meeting, acting according to art. 393 point 3 of the Commercial Companies Code and according to § 13 passage 8 point 10 of the Company's Articles of Association, resolves as follows:

§ 1





1. The Ordinary General Meeting decides to express its agreement for contribution in kind to other entity by the Company of the organized part of the Company, including organizational and financial separated in the Company unit of tangible and intangible assets (including liabilities), assigned for realization of the economic targets, creating separated in the internal organization structure of the Company – Enterprise Data Center Branch.

2. The organized part of the Company will be contribution in kind according to the market valuation prepared by the authorized entity.

#### § 2

The Management Board of Boryszew S.A. will be responsible for the execution of the resolution, including choice of entity, to which will be contribution in kind organized part of the Company, fixing conditions of the contribution in kind. At the same time the Management Board of the Company is obliged by the General Meeting, before the contribution in kind, to get the approval of the Supervisory Board expressed in the resolution on execution of this action.

#### § 3

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

#### Justification

Expressing an approval for disposal of the organized part of the Company is the obligatory jurisdictions of the General Meeting.

Group of elements included in the Organized Part of the Company is its integral part and provide the execution of all functions connected with the production-commercial operations.

#### **(Draft)**

#### **Resolution No 22**

#### **Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

Regarding: contribution in kind of organized part of the Company to other entity

The Ordinary General Meeting, acting according to art. 393 point 3 of the Commercial Companies Code and according to § 13 passage 8 point 10 of the Company's Articles of Association, resolves as follows:

#### § 1

1. The Ordinary General Meeting decides to express its agreement for contribution in kind to other entity by the Company of the organized part of the Company, including organizational and financial separated in the Company unit of tangible and intangible assets (including liabilities), assigned for realization of the economic targets, creating separated in the internal organization structure of the Company – Maflow Branch.

2. The organized part of the Company will be contribution in kind according to the market valuation prepared by the authorized entity.

#### § 2

The Management Board of Boryszew S.A. will be responsible for the execution of the resolution, including choice of entity, to which will be contribution in kind organized part of the Company, fixing



conditions of the contribution in kind. At the same time the Management Board of the Company is obliged by the General Meeting, before the contribution in kind, to get the approval of the Supervisory Board expressed in the resolution on execution of this action.

### § 3

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

#### Justification

Expressing an approval for disposal of the organized part of the Company is the obligatory jurisdiction of the General Meeting.

Group of elements included in the Organized Part of the Company is its integral part and provide the execution of all functions connected with the production-commercial operations.

### **(Draft)**

#### **Resolution No 23**

#### **Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

Regarding: contribution in kind of organized part of the Company to other entity

The Ordinary General Meeting, acting according to art. 393 point 3 of the Commercial Companies Code and according to § 13 passage 8 point 10 of the Company's Articles of Association, resolves as follows:

### § 1

1. The Ordinary General Meeting decides to express its agreement for contribution in kind to other entity by the Company of the organized part of the Company, including organizational and financial separated in the Company unit of tangible and intangible assets (including liabilities), assigned for realization of the economic targets, creating separated in the internal organization structure of the Company – Department of Building Production.

2. The organized part of the Company will be contribution in kind according to the market valuation prepared by the authorized entity.

### § 2

The Management Board of Boryszew S.A. will be responsible for the execution of the resolution, including choice of entity, to which will be contribution in kind organized part of the Company, fixing conditions of the contribution in kind. At the same time the Management Board of the Company is obliged by the General Meeting, before the contribution in kind, to get the approval of the Supervisory Board expressed in the resolution on execution of this action.

### § 3

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

#### Justification

Expressing an approval for disposal of the organized part of the Company is the obligatory jurisdiction of the General Meeting.

Group of elements included in the Organized Part of the Company is its integral part and provide the execution of all functions connected with the production-commercial operations.



**(Draft)**

**Resolution No 24**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

Regarding: contribution in kind of organized part of the Company to other entity

The Ordinary General Meeting, acting according to art. 393 point 3 of the Commercial Companies Code and according to § 13 passage 8 point 10 of the Company's Articles of Association, resolves as follows:

§ 1

1. The Ordinary General Meeting decides to express its agreement for contribution in kind to other entity by the Company of the organized part of the Company, including organizational and financial separated in the Company unit of tangible and intangible assets (including liabilities), assigned for realization of the economic targets, creating separated in the internal organization structure of the Company – Department of Plastic Additives.

2. The organized part of the Company will be contribution in kind according to the market valuation prepared by the authorized entity.

§ 2

The Management Board of Boryszew S.A. will be responsible for the execution of the resolution, including choice of entity, to which will be contribution in kind organized part of the Company, fixing conditions of the contribution in kind. At the same time the Management Board of the Company is obliged by the General Meeting, before the contribution in kind, to get the approval of the Supervisory Board expressed in the resolution on execution of this action.

§ 3

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

Justification

Expressing an approval for disposal of the organized part of the Company is the obligatory jurisdictions of the General Meeting.

Group of elements included in the Organized Part of the Company is its integral part and provide the execution of all functions connected with the production-commercial operations.

**(Draft)**

**Resolution No 25**

**Of the Ordinary General Meeting of Boryszew S.A. dated 28 April 2015**

Regarding: change of remuneration's rules of the Supervisory Board's members of Boryszew S.A.

Acting on behalf of an article 392 § 1 of the Commercial Companies Code and § 13 passage 8 point 7 of the Company's Articles of Association, hereby resolves:

§ 1

1. Monthly remuneration of the Supervisory Board's members amounts to:

- Supervisory Board's President – PLN 10,000.00 (say: ten thousand),



– Supervisory Board's members – PLN 5,000.00 (say: five thousand).

The Supervisory Board's members being employees of Boryszew S.A. or being employed in the Boryszew Capital Group's companies do not get their remuneration as far as their membership in the Supervisory Board is concerned.

2. The Supervisory Board's member is entitled to the remuneration mentioned in point 1 regardless of frequency of the formal convened meetings.
3. The remuneration is not vested for such month in which the Supervisory Board's member has not been present on any of the formal convened meetings with no justified reasons. The Supervisory Board decides to justify or doesn't justify the absence of the Supervisory Board's member on its meeting.
4. The remuneration mentioned in point 1 is calculated in proportion to the number of days of taken a function in such case when appointing or dismissing has happened during the calendar month.
5. The remuneration mentioned in point 1 is down paid, till 10th day of each month. The remuneration burdens the Company's operations costs.
6. The Company bears also other costs occurred in connection with executing of the Supervisory Board's member's function, including travel costs, costs of lodgings and allowances costs.

§ 2

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

**(Draft)**

**Resolution No 26**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*Regarding: changes in the Supervisory Board*

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 passage 8 point 6 of the Company's Articles of Association, hereby resolves:

§ 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.

Justification of the resolution:

Resolution results from the fact of placing in the agenda of Ordinary General Meeting point concerning changes in the Supervisory Board. This point in the agenda of the Meeting is placed customary in order to enable shareholders to make changes in case of taking such decision.



**(Draft)**

**Resolution No 27**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*Regarding: changes in the Supervisory Board*

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 passage 8 point 6 of the Company's Articles of Association, hereby resolves:

§ 1

Mr./Mrs. .... has been appointed to 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.

Justification of the resolution:

Resolution results from the fact of placing in the agenda of Ordinary General Meeting point concerning changes in the Supervisory Board. This point in the agenda of the Meeting is placed customary in order to enable shareholders to make changes in case of taking such decision.

**Translation from the original Polish version**

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