



Shareholder gives instructions by putting % 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 votes\$ 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 %FORq %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 votes\$ right given from Shareholder. In such connection the vote instruction has not to be pass to the Company.

Point 2 of the agenda È 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 ō ō ō ō ō	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares ō ō ō ō ō	<input type="checkbox"/> Abstain No of shares ō ō ō ō ō	<input type="checkbox"/> According to the proxy No of shares ō ō ō ō ō
<input type="checkbox"/> Further instructions			

Point 4 of the agenda È 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 ō ō ō ō ō	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares ō ō ō ō ō	<input type="checkbox"/> Abstain No of shares ō ō ō ō ō	<input type="checkbox"/> According to the proxy No of shares ō ō ō ō ō
<input type="checkbox"/> Further instructions			

Point 5 of the agenda È election of Scrutiny Committee

Point V of the Form, Draft of resolution no 3

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



Point 6 of the agenda – approval of the Report on the activities of Borszew S.A. and Borszew Capital Group in year 2016

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 ō ō ō ō ō	<input type="checkbox"/> Notification of objection No of shares ō ō ō ō ō	No of shares ō ō ō ō ō	No of shares ō ō ō ō ō
<input type="checkbox"/> Further instructions			

Point 7 of the agenda – approval of the Financial Statements of Borszew S.A. for financial year 2016

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 ō ō ō ō ō	<input type="checkbox"/> Notification of objection No of shares ō ō ō ō ō	No of shares ō ō ō ō ō	No of shares ō ō ō ō ō
<input type="checkbox"/> Further instructions			

Point 8 of the agenda – approval of the Consolidated Financial Statements of the Borszew Group for financial year 2016

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 ō ō ō ō ō	<input type="checkbox"/> Notification of objection No of shares ō ō ō ō ō	No of shares ō ō ō ō ō	No of shares ō ō ō ō ō
<input type="checkbox"/> Further instructions			

Point 10 of the agenda – granting Mr. Piotr Szeliga discharge of his duties in 2016

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 ō ō ō ō ō	<input type="checkbox"/> Notification of objection No of shares ō ō ō ō ō	No of shares ō ō ō ō ō	No of shares ō ō ō ō ō
<input type="checkbox"/> Further instructions			



Point 10 of the agenda – granting Mr. Mikołaj Budzanowski discharge of his duties in 2016

Point V of the Form, Draft of resolution no 8

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

Point 10 of the agenda – granting Mr. Cezary Pyszkowski discharge of his duties in 2016

Point V of the Form, Draft of resolution no 9

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

Point 10 of the agenda – granting Mr. Jarosław Michniuk discharge of his duties in 2016

Point V of the Form, Draft of resolution no 10

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

Point 10 of the agenda – granting Mr. Aleksander Bary discharge of his duties in 2016

Point V of the Form, Draft of resolution no 11

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



Point 11 of the agenda – granting discharge to Mr. Janusz Siemieniec to the performance of his duties in year 2016

Point V of the Form, Draft of resolution no 12

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

Point 11 of the agenda – granting discharge to Mr. Arkadiusz Kre el to the performance of his duties in year 2016

Point V of the Form, Draft of resolution no 13

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

Point 11 of the agenda – granting discharge to Mr. Mirosław Kutnik to the performance of his duties in year 2016

Point V of the Form, Draft of resolution no 14

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

Point 11 of the agenda – granting discharge to Mr. Jan Bogolubow to the performance of his duties in year 2016

Point V of the Form, Draft of resolution no 15

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



Point 11 of the agenda – granting discharge to Ms. Małgorzata Waldowska to the performance of his duties in year 2016

Point V of the Form, Draft of resolution no 16

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

Point 11 of the agenda – granting discharge to Mr. Piotr Lisiecki to the performance of his duties in year 2016

Point V of the Form, Draft of resolution no 17

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

Point 12 of the agenda – distribution of the Company's net profit for 2016

Point V of the Form, Draft of resolution no 18

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

Point 13 of the agenda – appointment of the member of the Supervisory Board for new term of office.

Point V of the Form, Draft of resolution no ō ō

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



VI. Drafts of resolutions for Ordinary General Meeting of Boryszew S.A. dated 18 May, 2017

Item 2 of the agenda

(Draft)

Resolution No 1

Of the Ordinary General Meeting of Boryszew S.A. dated 18 May, 2017
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.

Item 4 of the agenda

(Draft)

Resolution No 2

Of the Ordinary General Meeting of Boryszew S.A. dated 18 May, 2017
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 12/2017 published on 21 April, 2017.

§ 2

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

Item 5 of the agenda

(Draft)

Resolution No 3

Of the Ordinary General Meeting of Boryszew S.A. dated 18 May, 2017
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.

Item 6 of the agenda

(Draft)

Resolution No 4

Of the Ordinary General Meeting of Boryszew S.A. dated 18 May, 2017
regarding the approval of the report on activities of Boryszew S.A. and Boryszew Capital Group



in 2016

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 and Boryszew capital Group in 2016.

§ 2

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

Item 7 of the agenda

(Draft)

Resolution No 5

*Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017
regarding the approval of the financial statements of the Company for 2016*

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 2016, which include:

- The statement of financial position prepared as at 31 December 2015, which shows total assets and total equity and liabilities of PLN 1,588,792 thousand,
- The statement of comprehensive income for the period from 1 January 2016 to 31 December 2016, which shows a net profit of PLN 3,707 thousand and the total comprehensive income of PLN 6,317 thousand,
- The statement of changes in equity for the period from 1 January 2016 to 31 December 2016 which shows a increase in equity of PLN 1,210 thousand,
- The statement of cash flows for the period from 1 January 2015 to 31 December 2015, which shows a increase in net cash of PLN 38,201 thousand,
- the accounting policies and other explanatory information to the financial statements.

§ 2

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

Item 8 of the agenda

(Draft)

Resolution No 6

*Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017
concerning approval of the Consolidated Financial Statements of the Boryszew Group for 2016*



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 2016, which include:

- The consolidated statement of financial position prepared as at 31 December 2016, which shows total assets and total equity and liabilities of PLN 3,770,141 thousand,
- The consolidated statement of comprehensive income for the period from 1 January 2016 to 31 December 2016, which shows the net profit of PLN 191,287 thousand, and total comprehensive income of PLN 167,413 thousand,
- The consolidated statement of changes in equity for the period from 1 January 2016 to 31 December 2016, which shows a increase in equity in the amount of PLN 140,547 thousand,
- The consolidated statement of cash flows for the period from 1 January 2016 to 31 December 2016, which shows a increase in net cash and cash equivalents of PLN 55,812 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.

Item 10 of the agenda

(Draft)

Resolution No 7

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017
concerning a vote of discharge of duties to Mr Piotr Szeliga in year 2016

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 the period from 1 January 2016 to 30 September 2016.
- as Member of the Management Board in the period from 1 October 2016 to 31 December 2016.

§ 2

The resolution has been passed in secret ballot.

§ 3

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



Item 10 of the agenda

(Draft)

Resolution No 8

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017
concerning a vote of discharge of duties to Mr Mikołaj Budzanowski in year 2016

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 2016.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

Item 10 of the agenda

(Draft)

Resolution No 9

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017
concerning a vote of discharge of duties to Mr Cezary Pyszkowski in year 2016

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 2016.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

Item 10 of the agenda

(Draft)

Resolution No 10

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017
concerning a vote of discharge of duties to Mr Jarosław Michniuk in year 2016



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 Jarosław Michniuk, as President of the Management Board in the period from 1 October 2016 to 31 December 2016.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

Item 10 of the agenda

(Draft)

Resolution No 11

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017
concerning a vote of discharge of duties to Mr Aleksander Bary in year 2016

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 Aleksander Bary, as Member of the Management Board of the Management Board in the period from 1 October 2016 to 31 December 2016.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

Item 11 of the agenda

(Draft)

Resolution No 12

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017
concerning: granting discharge to Mr Janusz Siemieniec to the performance of his duties in year 2016

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 year 2016.



§ 2

The resolution has been passed in secret ballot.

§ 3

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

Item 11 of the agenda

(Draft)

Resolution No 13

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017

concerning: granting discharge to Mr Arkadiusz Król to the performance of his duties in year 2016

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 Król as Vice President of the Supervisory Board in respect of the performance of his duties, in year 2016.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

Item 11 of the agenda

(Draft)

Resolution No 14

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017

concerning: granting discharge to Mr Mirosław Kutnik to the performance of his duties in year 2016

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 year 2016.

§ 2

The resolution has been passed in secret ballot.

§ 3

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



Item 11 of the agenda

(Draft)

Resolution No 15

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017
concerning: granting discharge to Mr Jan Bogolubow to the performance of his duties in year 2016

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 14 June 2016.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

Item 11 of the agenda

(Draft)

Resolution No 16

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017
concerning: granting discharge to Ms Małgorzata Waldowska to the performance of his duties in year 2016

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 year 2016.

§ 2

The resolution has been passed in secret ballot.

§ 3

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



Item 11 of the agenda

(Draft)

Resolution No 17

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017

concerning: granting discharge to Mr Piotr Lisiecki to the performance of his duties in year 2016

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. Piotr Lisiecki as Member of the Supervisory Board in respect of the performance of his duties, in the period from 15 June to 31 December 2016.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

Item 12 of the agenda

(Draft)

Resolution No 18

Of the Ordinary General Meeting of Boryszew S.A., dated 18 May, 2017

regarding the distribution of net profit for the financial year 2016

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 2016 in the amount of PLN 3,707 thousand for the reserved capital of the company.

§ 2

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

Item 13 of the agenda

(Draft)

Resolution No 19

Of the Ordinary General Meeting of Boryszew S.A. dated 18 May, 2017

regarding appointment of the member of the Supervisory Board for new term of office

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 passage 8 point 6 of the Articles of Association, the General Meeting of the Company resolves as follows:



§ 1

From 0 . the General Meeting resolves to appoint Mr./Mrs. 0 0 0 0 0 0 0 0 0 0 0 . for the position of the Member of the Supervisory Board of Boryszew S.A.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

Translation from the original Polish version.

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