

Form to allow execution of voteB right by proxy

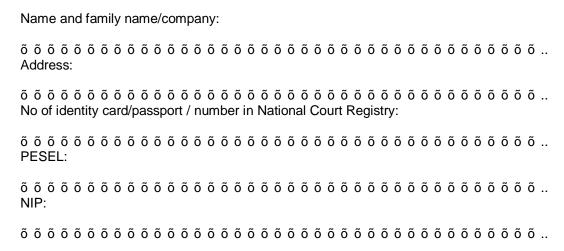
(it does not replace the document of proxy)

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 votecs right by proxy on the Ordinary General Meeting of Boryszew S.A. with the seat in Warszawa (called hereinafter as %be Company+) to be held on 18 May, 2017.

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. PRINCIPLES (SHAREHOLDERS) DATA



III. PROXYES DATA

Name and family name/company:

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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 votes right by the proxy and does not replace the document of proxy.



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 %-urther/other instructions+stating there the way of executing the voteos 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 %GAINST+or %BSTAIN 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 votecs right given from Shareholder. In such connection the vote instruction has not to be pass to the Company.

Point 2 of the agenda E election of the Chairperson of the General Meeting Point V of the Form, Draft of resolution no 1 Abstain According to the proxy ☐ For Against ■ Notification of objection No of shares No of shares No of shares No of shares $\tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}}$ õ õ õ õ õ $\tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}}$ $\tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}}$ ☐ Further instructions Point 4 of the agenda E acceptation of the agenda of the General Meeting Point V of the Form, Draft of resolution no 2 ☐ For Against Abstain According to the proxy ■ Notification of objection No of shares No of shares No of shares No of shares õ õ õ õ õ õõõõõ $\tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}}$ $\tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}} \ \tilde{\mathbf{0}}$ Further instructions Point 5 of the agenda E election of Scrutiny Committee Point V of the Form, Draft of resolution no 3 Abstain ☐ For Against According to the proxy ■ Notification of objection No of shares No of shares No of shares No of shares $\tilde{\mathbf{0}}\ \tilde{\mathbf{0}}\ \tilde{\mathbf{0}}\ \tilde{\mathbf{0}}\ \tilde{\mathbf{0}}$ õõõõõ $\tilde{\mathbf{0}}\ \tilde{\mathbf{0}}\ \tilde{\mathbf{0}}\ \tilde{\mathbf{0}}\ \tilde{\mathbf{0}}$ õ õ õ õ õ ☐ Further instructions



Point 6 of the agenda Ë approval of the Report on the activities of Boryszew S.A. and Boryszew Capital Group in year 2016 Point V of the Form. Draft of resolution no 4

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

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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 $\~{o}$ $\~{o}$ $\~{o}$ $\~{o}$ $\~{o}$ $\~{o}$ $\~{o}$ $\~{o}$ $\~{o}$

§ 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 $\tilde{\rm o}$ $\tilde{\rm o}$ $\tilde{\rm o}$ $\tilde{\rm o}$ $\tilde{\rm o}$

§ 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 Companyos 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 Companys 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.

B

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 Mikoÿaj Budzanowski in year 2016

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

§ 1

The General Meeting of the Company gives a vote of discharge of duties to Mr Mikoÿaj 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 Companys 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 Jarosjaw Michniuk in year 2016



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

§ 1

The General Meeting of the Company gives a vote of discharge of duties to Mr Jarosÿaw 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 Companys 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.

8.3

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 Companys 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.



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 Kr el 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 Companys Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr Arkadiusz Kr el as Vive . 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 Mirosÿaw 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 Companys Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr Mirosÿaw 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 Companys 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 Maÿgorzata 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 Companys Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Ms Maÿgorzata 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.

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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 Companys 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 Companys 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 Å Å.

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 \tilde{o} . the General Meeting revolves to appoint Mr./Mrs. \tilde{o} \tilde{o}

§ 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.