

**The date and agenda of the Ordinary General Meeting of Shareholders of Boryszew S.A.
convened for 25 June 2019**

The Management Board of Boryszew Spółka Akcyjna based in Warsaw (the "Company"), acting under Art. 395, 399 § 1, 402¹ § 1, 2 and 402² of the Commercial Companies Code and § 13 section 1 of the Company's Articles of Association, hereby convenes the Ordinary General Meeting of Boryszew S.A. to be held on 25 June 2019 in Warsaw, at Foksal street No. 6, at 2 p.m., with the following agenda:

1. Opening of the General Meeting.
2. Appointing the Chairperson of the General Meeting.
3. Confirmation of correct convening of the General Meeting and its capacity to adopt resolutions.
4. Adoption of the agenda of the General Meeting.
5. Appointment of the Ballot Counting Committee.
6. Adoption of a resolution on the approval of the report on activity of Boryszew S.A. and Boryszew Capital Group in 2018.
7. Adoption of a resolution on the approval of the financial statements of Boryszew S.A. for 2018.
8. Adoption of a resolution on the approval of the consolidated financial statements of the Boryszew Capital Group for 2018.
9. Presentation of the report on activities of the Supervisory Board for 2018.
10. Acknowledgment of the fulfilment of duties by Members of the Management Board for 2018.
11. Acknowledgment of the fulfilment of duties by Members of the Supervisory Board for 2018.
12. Adoption of a resolution on the distribution of net profit for 2018.
13. Adoption of a resolution on the approval of election of a member of the Supervisory Board.
14. Adopting resolutions on changes in the composition of the Company's Supervisory Board.
15. Adoption of a resolution concerning: authorisation of the Management Board of the Company to purchase shares of Boryszew S.A.
16. Adoption of a resolution on the creation of a reserve capital to be used for the acquisition of own shares.
17. Adoption of a resolution on amending the Company's Articles of Association.
18. Closing of the meeting.

With reference to the intended amendments to the Articles of Association, the Company presents below the content of the proposed amendments:

1. § 6a to be deleted:
„1. The Management Board is entitled to increase the Company's share capital by issuing up to 443 284 308 new shares of a total nominal value of or less than PLN 44 328 430.80 (forty-four million, three hundred and twenty-eight thousand, four hundred and thirty and 80/100 PLN), which constitutes an increase within the limits of the authorised capital specified in particular in the provisions of Art. 444 - 447 of the Commercial Companies Code.

2. Within the limits of the authorised capital, the Company's Management Board is entitled, until 31 December 2013, to increase the share capital. The Management Board may exercise the authorisation granted to it by making one or more increases in the share capital within the limits specified in § 6a section 1 (of the Articles of Association.

3. Upon the consent of the Supervisory Board, the Management Board may issue shares for non-cash contributions within the limits of the authorised capital. The consent of the Supervisory Board is also required for the Management Board to determine the issue price.

4. The Management Board of the Company is entitled to deprive shareholders of their pre-emptive rights in whole or in part upon the consent of the Supervisory Board with respect to any increase in the share capital within the limits of the authorised capital specified in § 6a section 1 of the Articles of Association.”

2. In § 13 current section 10:

“The General Meeting of Shareholders may resolve to refrain from considering a matter placed on the agenda only for important reasons. Resolutions on removal of a matter from the agenda or on refraining from consideration of any matter placed on the agenda at the request of Shareholders require the majority of 75% of votes cast, provided that those Shareholders present at the General Meeting who petitioned that the matter be placed on the agenda have already granted their consent to removal of the same from the agenda or to refraining from consideration of the same.”

to be designated as section 9.

3. In § 13 the following section 10 to be added:

“Acquisition and disposal of real estate or share in real estate or the right of perpetual usufruct does not require a resolution of the General Meeting.”

4. § 17 to be deleted:

„1. The Company, in accordance with applicable regulations, publishes its announcements in Monitor Sądowy i Gospodarczy and Monitor Polski B. If the law requires publication of announcements originating from the Company also in other magazines, such announcements shall be published in the "Rzeczpospolita" daily. If the law requires the publication of Company's announcements originating also in other publications, such announcements shall be published in the "Rzeczpospolita" daily.

2. The announcements referred to in section 1 shall also be posted on Company's premises in places generally accessible to shareholders - employees of the Company.”

5. § 18:

“Matters not regulated by these Articles of Association are subject to the provisions of the Commercial Companies Code.”

to be designated as § 17.

The right to participate in the Ordinary General Meeting of Shareholders

Under Art. 406¹ § 1 of the Commercial Companies Code, persons who are shareholders of the Company 16 days before the date of the General Meeting, i.e. on 09 June 2019 (date of registration of participation in the Ordinary General Meeting) have the right to participate in the Ordinary General Meeting. Under Art. 406³ § 2 of the Commercial Companies Code, in order to ensure participation in the General Meeting of Shareholders, a shareholder entitled under dematerialised bearer shares should demand, after the announcement of convening the Ordinary General Meeting of Shareholders, i.e. on 29 May 2019 or later, but on or before the first business day after the date of registration of participation in the Ordinary General Meeting, i.e. on 10 June 2019, that the entity maintaining the securities account on which the shares of the shareholder are recorded, issue a personal certificate of the right to participate in the General Meeting of Shareholders.

The right to request that certain issues be included in the agenda of the Ordinary General Meeting of Shareholders.

Under Art. 401 § 1 of the Commercial Companies Code, a shareholder or shareholders representing at least one twentieth (5%) of the share capital may request that certain matters be placed on the agenda of the Ordinary General Meeting of Shareholders. The request should be submitted to the Management Board within 21 days before the scheduled date of the Meeting, i.e. by 04 June 2019. The request should include a justification or a draft resolution concerning the proposed item of the agenda. The Management Board of the Company shall immediately, but not later than 18 days before the scheduled date of the General Meeting of Shareholders, i.e. on or before 6 June 2019, announce changes to the agenda introduced at the request of shareholders. The announcement is made in the manner appropriate for convening the General Meeting. Requests should be forwarded to company's registered office or in electronic form to following email address:

p.toklowicz@boryszew.com, m.goczynska@boryszew.com

The request must be forwarded together with documents confirming the right to submit the request.

The right to submit draft resolutions on matters included in the agenda or matters that are to be included in the agenda before the date of the General Meeting.

Under Art. 401 § 4 of the Commercial Companies Code, a shareholder or shareholders of the Company representing at least one twentieth (5%) of the share capital may, prior to the date of the General Shareholders Meeting, submit to the Company, in writing or by electronic means, draft resolutions on matters included in the agenda of the General Meeting of Shareholders or matters that are to be included in the agenda.

The Company will immediately publish draft resolutions on its website. Draft resolutions together with their justification should be forwarded to the Company's registered office address or in electronic form to the following email address: p.toklowicz@boryszew.com, m.goczynska@boryszew.com

The right to submit draft resolutions on matters included in the agenda during the General Meeting.

Pursuant to Art. 401 § 5 of the Commercial Companies Code, each shareholder may, during the General Meeting of Shareholders, submit draft resolutions on matters included in the agenda. The Shareholder may also propose amendments and additions to draft resolutions included in the agenda of the General Meeting - until the closing of the discussion on the agenda item including the draft resolution to which such proposal relates.

Exercising the voting right through a proxy.

1. Under Art. 412 § 1 of the Commercial Companies Code, shareholders may participate in the General Meeting of Boryszew S.A. and exercise their voting rights in person or through proxies. The power of attorney should be granted in writing or in electronic form. Representatives of legal persons should produce valid copies from relevant court registers, listing persons authorised to represent such entities. Persons not listed in the above mentioned copy should hold an appropriate power of attorney signed by persons authorised to represent a given entity.

2. The power of attorney to participate in the General Meeting of the Company and exercise the voting right may be granted in electronic form. Power of attorney granted in an electronic form does not require confirmation with a secure electronic signature having a valid qualified certificate. The power of attorney granted in electronic form should be such that identification of the shareholder and the proxy is possible.

3. The power of attorney granted in electronic form should be forwarded to: p.toklowicz@boryszew.com, m.goczynska@boryszew.com by 4:00 pm on the day preceding the date of the Ordinary General Meeting (failure to observe the deadline for notifying the Company of granting a power of attorney in electronic form does not prevent a proxy from participating in the General Meeting based on a power of attorney granted in writing).

4. The electronic power of attorney should be drafted in a separate document signed by the shareholder or a person authorised to represent the shareholder, sent as a PDF format to the e-mail address indicated in point 3 above.

The documents confirming the right of a shareholder to participate in the General Meeting must be sent together with the electronic power of attorney.

The attorney is obligated to produce the power of attorney in question while preparing the attendance list.

5. If a member of the Management Board, a member of the Supervisory Board or an employee of the Company is a proxy at the General Meeting of Boryszew S.A., the power of attorney is valid only during the General Meeting of Shareholders on a specific day. The proxy is obligated to disclose to the Shareholder any circumstances indicating existence of a possible conflict of interests. Granting of a further power of attorney shall be excluded. The proxy votes in accordance with instructions given by the Shareholder.

The full text of the documentation which is to be presented to the Ordinary General Meeting and draft resolutions together with the justification of the Management Board and the Supervisory Board of the Company concerning the matters included in the agenda or matters that are to be included in the agenda before the date of the General Meeting - is published on Company's website on the date of convening the General Meeting www.boryszew.com/ogloszenie-walne. These documents are immediately updated when changes are made, as provided for in the Commercial Companies Code. A person entitled to participate in the General Meeting may obtain copies of the above-mentioned documentation at the Company's registered office.

The list of persons entitled to participate in the Ordinary General Meeting, signed by the Management Board of the Company, will be made available for review by the shareholders 3 working days before the Meeting at the Company's registered office in Warsaw at 76 Jagiellońska Street, between 09.00 am and 04.00 pm, on 19 to 24 June 2019.

A shareholder may request that this list of shareholders be sent to them via e-mail (free of charge), indicating the address to which it is to be sent.

It is recommended that shareholders verify whether they have been placed on the list of shareholders entitled to participate in the General Meeting.

The Company's Articles of Association do not provide for the possibility of participation and speaking during the General Meeting using electronic means of communication, and the Regulations of the General Meeting do not provide for voting at the Meeting by correspondence or using electronic means of communication.

The risk associated with the use of the electronic form of communication, in particular sending a request to place specific issues on the agenda of the General Meeting, submitting draft resolutions on issues placed on the agenda or issues which are to be placed on the agenda before the date of the General Meeting and notifying the Company of the appointment of a proxy to the e-mail address indicated in this announcement, lies with the shareholder.

Persons entitled to participate in the General Meeting are requested to register and collect their voting cards directly in front of the meeting room, 1 hour before the start of the meeting.

Matters not covered by this announcement are regulated by the provisions of the Commercial Companies Code and the Company's Articles of Association.

Notice to shareholders of Boryszew S.A. concerning personal data processing

Under Article 14 section 1 to 2 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (hereinafter referred to as "GDPR") be advised that in connection with the convening of the Ordinary General Meeting, the Company will process personal data of Company's shareholders, proxies entitled to vote, other persons entitled to exercise voting rights at the General Meeting and personal data disclosed during the Ordinary General Meeting, jointly referred to as "Shareholders" or "You".

Given the above, the Company represents that:

The data controller for your personal data is Boryszew S.A. based in Warsaw, at Jagiellońska street No. 76, 03-301 Warsaw, entered into the register of entrepreneurs of the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register under KRS no. 0000063824.

In order to protect your personal data, you may contact the Company at the following e-mail address: rodo@boryszew.com or in writing at the Company's registered office address: Jagiellońska 76, 03-301 Warsaw.

The Company will obtain personal data of persons entitled to participate in the Ordinary General Meeting, respectively, from the National Depository for Securities or by submitting documents of shares in the Company, or in any other way upon expressing the intention to participate or upon participation in the Ordinary General Meeting and exercising voting rights, in accordance with Art. 406³ § 1, 2, 3 and 5 of the Commercial Companies Code.

The Company processes (i) personal data identifying the Shareholder, such as name, surname, address of residence or address for service and PESEL number, (ii) data provided in powers of attorney, (iii) data on shares and rights attached thereto, such as the number, type and numbers of shares and the number of votes to which they carry, and (iv) - in cases where the Shareholders contact the Company by e-mail - e-mail address.

Objectives and grounds of the processing.

Under Art. 6 section 1 point c and f of GDPR, the Company will process the data of persons entitled to participate in the Ordinary General Meeting for the following purposes:

1. to enable participation in the Ordinary General Meeting of the Company;
2. for proper performance of tasks associated with servicing natural persons holding shares in the Company - the legal basis for processing is the need of processing to fulfil the legal obligations of the Company, in particular:
 - a) arising under the Commercial Companies Code Act of 15 September 2000, such as the signing by the Company's Management Board of a list of shareholders authorised to participate in the Ordinary General Meeting of Shareholders and providing it for review at the offices of the Management Board for three business days prior to the Ordinary General Meeting of Shareholders, in order to make it available to other shareholders, make copies thereof, and send them to other shareholders (Art. 407.1, Art. 407.11 and Art. 407.2 of the Commercial Companies Code);
 - b) exercising the shareholder's right to profit (347 Commercial Companies Code);
 - c) disclosure duty laid down in the Act of 29 July 2005 on public offering and terms of introducing financial instruments to organised trading and on public companies; and
 - d) disclosure duty laid down in the Regulation of the Minister of Finance of 29 March 2018. on current and interim information to be submitted by issuers of securities and conditions for considering as equivalent information required under the law of a non-member state.

Sharing of personal data

Due to the processing of data of persons entitled to participate in the Ordinary General Meeting for the purposes referred to above, the recipients of personal data may be other shareholders, due to their right to review the list of shareholders, due to making the list of shareholders available in the offices of the Management Board and due to the right to receive a copy of this list, as well as the Polish Financial Supervision Authority, which, under Art. 70 point 2 of the Act of 29 July 2005 on public offering and terms of introducing financial instruments to organised trading and on public companies, publishes the list of shareholders entitled to participate in this meeting, specifying the number of

shares held by each shareholder and votes carried by these shares. Furthermore, personal data of persons entitled to participate in the Ordinary General Meeting may also be published in the current report, disclosed to the public, the Polish Financial Supervision Authority and the Warsaw Stock Exchange if, under Article 70 point 3 of the Act of 29 July 2005 on public offering and terms of introducing financial instruments to organised trading and on public companies, such persons would hold at least 5% of the votes at the General Meeting. The recipients of personal data are also entities processing the data on behalf of the Company involved in the process of organising the Ordinary General Meeting.

Personal data of persons entitled to participate in the General Meeting will be processed during the period of the obligation to store them for the purposes specified above, and then for the period and to the extent required by law, including in particular tax law regulations, accounting regulations and in the period in which it is possible to pursue claims related in particular to the exercise of the right to profit of shareholders.

Rights of data subjects.

Under GDPR, the persons entitled to participate in the Ordinary General Meeting are entitled to:

- The right to access their data and to receive a copy of their data;
- The right to rectify their own data;
- The right to erase, restrict the data or object to their processing;
- The right to transfer data;
- The right to lodge a complaint with the competent supervisory authority.

Grounds for data request.

Providing personal data of persons entitled to participate in the Ordinary General Meeting is necessary to achieve the objectives specified above. Failure to provide the data of the persons entitled to participate in the Ordinary General Meeting of Shareholders, these objectives cannot be achieved.

Signatures: Piotr Lisiecki - President of the Management Board

Translation from the original Polish version.

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