

Drafts of resolutions for Ordinary General Meeting of Boryszew S.A. dated 25 June, 2014.

(Draft)

Resolution No 1

Of the Ordinary General Meeting of Boryszew S.A. dated 25 June, 2014

concerning election of the Chairperson of the General Meeting

§ 1

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

§ 2

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

(Draft)

Resolution No 2

Of the Ordinary General Meeting of Boryszew S.A. dated 25 June, 2014

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 29/2014 published on 29 May, 2014.

§ 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 25 June, 2014

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 25 June, 2014

concerning approval of the report on the Company's activity in 2013

Acting on behalf of art. 395 § 2 point 1 of the Commercial companies code and § 13 passage 8 point 1 of the Company Statute, it is resolved:

§ 1

The Report on the Company's activity in 2013 has been approved.

§ 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 25 June, 2014

concerning approval of the Company's financial report for 2013

Acting on behalf of art. 395 § 2 point 1 of the Commercial companies code and § 13 passage 8 point 1 of the Company Statute, it is resolved:

§ 1

The Company's financial report for 2013 has been approved, as follows:

- The statement of financial position prepared as at 31 December 2013, which shows total assets and total equity and liabilities of PLN 1,184,229 thousand,
- The statement of comprehensive income for the period from 1 January 2013 to 31 December 2013, which shows a net loss of PLN 1,200 thousand and the total comprehensive income of PLN (-) 1,497 thousand,
- The statement of changes in equity for the period from 1 January 2013 to 31 December 2013 which shows a decrease in equity of PLN 1,497 thousand,
- The statement of cash flows for the period from 1 January 2013 to 31 December 2013, which shows an increase in net cash of PLN 12,914 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 25 June, 2014

concerning approval of the report on Capital Group's activity in 2013.

Acting on behalf of art. 395 § 5 of the Commercial companies code, it is resolved:

§ 1

The Report on Boryszew Capital Group's activity in 2013 has been approved.

§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 25 June, 2014

concerning approval of the Consolidated Financial Report on Boryszew Capital Group for 2013

Acting on behalf of art. 395 § 5 of the Commercial companies code, it is resolved:

§ 1

The Consolidated Financial Statements on Boryszew Capital Group for 2013 has been approved, as follows:

- The consolidated statement of financial position prepared as at 31 December 2013, which shows total assets and total **equity and liabilities** of PLN 2,921,196 thousand,
- The consolidated statement of comprehensive income for the period from 1 January 2013 to December 31, 2013, which shows the net profit of PLN 54,952 thousand, and total comprehensive income of PLN 69,399 thousand,
- The consolidated statement of changes in equity for the period from 1 January 2013 to 31 December 2013, which shows an increase in equity of PLN 27,995 thousand,
- The consolidated statement of cash flows for the period from 1 January 2013 to December 31, 2013, which shows an increase in net cash equivalents of PLN 15,431 thousand,
- Notes, comprising a summary of significant accounting policies and other explanatory information.

§ 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 25 June, 2014

Regarding: granting discharge to Mr. Piotr Szeliga with respect to the performance of his duties in the year 2013

Acting pursuant to Article 395 § 2 sec. 3 of the Commercial Companies Code and § 13 sec. 8 item 3 of Boryszew S.A.'s Articles of Association, hereby resolves:

§ 1

Granting discharge to Mr. Piotr Szeliga, the President of the Management Board of Boryszew S.A. in the period from 1 January 2013 to 31 December 2013, in respect of the performance of his duties.

§ 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 25 June, 2014

Regarding: granting discharge to Mr. Miłosz Wiśniewski with respect to the performance of his duties in the year 2013

Acting on behalf of art. 395 § 2 point 3 of the Commercial companies code and § 13 passage 8 point 3 of the Company Statute, it is resolved:

§ 1

Acting pursuant to Article 395 § 2 sec. 3 of the Commercial Companies Code and § 13 sec. 8 item 3 of Boryszew S.A.'s Articles of Association, hereby resolves:

§ 1

Granting discharge to Mr. Miłosz Wiśniewski, the Vice – President of the Management Board of Boryszew S.A. in the period from 1 January 2013 to 31 December 2013, in respect of the performance of his duties.

§ 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 25 June, 2014

Regarding: granting discharge to Mr. Paweł Surówka with respect to the performance of his duties in the year 2013

Acting pursuant to Article 395 § 2 sec. 3 of the Commercial Companies Code and § 13 sec. 8 item 3 of Boryszew S.A.'s Articles of Association, hereby resolves:

§ 1

Granting discharge to Mr. Paweł Surówka, the Member of the Management Board of Boryszew S.A. in the period from 14 January 2013 to 31 December 2013, in respect of the performance of his duties.

§ 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 25 June, 2014

Regarding: granting discharge to Mr. Mikołaj Budzanowski with respect to the performance of his duties in the year 2013

Acting pursuant to Article 395 § 2 sec. 3 of the Commercial Companies Code and § 13 sec. 8 item 3 of Boryszew S.A.'s Articles of Association, hereby resolves:

§ 1

Granting discharge to Mr. Mikołaj Budzanowski, the Member of the Management Board of Boryszew S.A. in the period from 27 July 2013 to 31 December 2013, in respect of the performance of his duties.

§ 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 25 June, 2014

Regarding: discharging of Mr. Sebastian Bogusławski from fulfillment of his duties in 2013.

Acting on behalf of art. 395 § 2 point 3 of the Commercial companies code and § 13 passage 8 point 3 of the Company Statute, it is resolved:

§ 1

Mr. Sebastian Bogusławski has been discharged from fulfillment of his duties as President of the Supervisory Board in the period from 01.01.2013 till 31.12.2013.

§ 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 25 June, 2014

Regarding: discharging of Mr. Zygmunt Urbaniak from fulfillment of his duties in 2013.

Acting on behalf of art. 395 § 2 point 3 of the Commercial companies code and § 13 passage 8 point 3 of the Company Statute, it is resolved:

§ 1

Mr. Zygmunt Urbaniak has been discharged from fulfillment of his duties as Vice President of the Supervisory Board in the period from 1.01.2013 till 31.12.2013.

§ 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 25 June, 2014
discharging of Mr. Mirosław Kutnik from fulfillment of his duties in 2013.

Acting on behalf of art. 395 § 2 point 3 of the Commercial companies code and § 13 passage 8 point 3 of the Company Statute, it is resolved:

§ 1

Mr. Mirosław Kutnik has been discharged from fulfillment of his duties as Secretary of the Supervisory Board in the period from 1.01.2013 till 31.12.2013.

§ 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 25 June, 2014
Regarding: discharging of Mr. Dariusz Jarosz from fulfillment of his duties in 2013.

Acting on behalf of art. 395 § 2 point 3 of the Commercial companies code and § 13 passage 8 point 3 of the Company Statute, it is resolved:

§ 1

Mr. Dariusz Jarosz has been discharged from fulfillment of his duties as Member of the Supervisory Board in the period from 01.01.2013 till 31.12.2013.

§ 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 25 June, 2014

Regarding: discharging of Mr. Arkadiusz Krężel from fulfillment of his duties in 2013.

Acting on behalf of art. 395 § 2 point 3 of the Commercial companies code and § 13 passage 8 point 3 of the Company Statute, it is resolved:

§ 1

Mr. Arkadiusz Krężel has been discharged from fulfillment of his duties as Member of the Supervisory Board in the period from 01.01.2013 till 31.12.2013.

§ 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 25 June, 2014

Regarding: discharging of Mr. Tadeusz Pietka from fulfillment of his duties in 2013.

Acting on behalf of art. 395 § 2 point 3 of the Commercial companies code and § 13 passage 8 point 3 of the Company Statute, it is resolved:

§ 1

Mr. Tadeusz Pietka has been discharged from fulfillment of his duties as Member of the Supervisory Board in the period from 01.01.2013 till 31.12.2013.

§ 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 25 June, 2014

Regarding: concerning cover the net loss for the year 2013

Pursuant to Article 395 § 2 point 2) of the Commercial Companies Code and § 13 passage 8 point 2 of the Company Statute, it is resolved:

§ 1

The Ordinary General Meeting decides to cover the loss of amount PLN 1,200 thousand incurred by the Company in the financial year 2013 from the Company's supplementary capital

§ 2

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

(Draft)

Resolution No 19

Of the Ordinary General Meeting of Boryszew S.A. dated 25 June, 2014

Regarding: authorization of the Management Board to buy treasury shares of Boryszew S.A.

Pursuant to Article 362 § 1 point 5 and 8 of the Commercial Companies Code, the General Meeting of Boryszew resolves as follows:

§ 1

The Management Board of Boryszew S.A. has been authorized to take all legal actions connected with purchase of treasury shares on conditions and under the mode fixed in this resolution. The Management Board of the Company will define: the final number, way of purchase, price and date of purchase.

Treasure shares purchase by the Company will be designated for:

- further resale

or

- redemption

or

- for financing acquisitions under the strategy of development of the Company and the Capital Group.

§ 2

The Management Board of the Company will be obligated to issue information on conditions of taking up of treasury shares according to the Act of 29 July 2005 on the public offer before the realization of the above mentioned purchase.

§ 3

Boryszew S.A. will purchase treasury shares on the following conditions:

1) remuneration for 1 share is fixed on the amount not lower than PLN 1,00 (say: one Polish zloty) and not higher than PLN 30 (say: thirty Polish zloty),

2) total nominal value of purchased shares will not exceed 20 % of share capital, taking into account also the nominal value of the remaining treasury shares, which have not been purchased by the Company,

3) total purchased value of treasury shares, enlarged by costs of their purchase, cannot be higher than the reserve capital, created for this purpose from the amount, which can be allocated to distribution,

4) time limit of treasury shares' purchase has been fixed for 5 years from the date of this resolution, but not longer than to the moment of exhausting of the financial means for their purchase,

5) the Management Board, having in mind the interest of the Company, after the opinion of the Supervisory Board can:

a) terminate the taking up of shares before the date determined in § 3 point 4 or before the exhausting of financial means for their taking up,

b) resign to purchase the shares totally or partly

6) in case of taking the decision from § 3 point 5 letter a) and b) the Management Board of Boryszew S.A. has been obliged to give the information to the public in the way described in the act of public offer,

7) purchase of the treasury shares of the Company may follow in particular separately in way of placing brokers orders, concluding blocks transactions or announcing calls as well as with the intermediary of brokers houses on the Warsaw Stock Exchange,

8) the remaining conditions of taking up of treasury shares will be according to the decisions of the European Commission Regulation no 2273/2003 of December 22nd, 2003.

§ 4

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

(Draft)

Resolution No 20

Of the Ordinary General Meeting of Boryszew S.A. dated 25 June, 2014

Regarding: creating the reserve capital to buy treasury shares of Boryszew S.A.

§ 1

Reserve capital has been created to finance the taking up of treasury shares in time limit and conditions determined by resolution no 19 of the Ordinary General Meeting of Boryszew dated 25 June, 2014 on authorization of the Management Board to buy treasury shares of Boryszew S.A. in the amount of PLN

§ 2

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

(Draft)

Resolution No 21

Of the Ordinary General Meeting of Boryszew S.A. dated 25 June, 2014

Regarding: disposal (including contribution in kind to other entity) of organized part of the Company.

Pursuant to Article 393 point 3 of the Commercial Companies Code and § 13 passage 8 point 10 of the Company Statute, the General Meeting of Boryszew resolves as follows :

§ 1

1. The Ordinary General Meeting decides to express its agreement for disposal (including contribution in kind to other entity) by the Company of the organized part of the Company, covering (at the moment of disposal) 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 Adhesives and Dispersion of Boryszew ERG with the seat in Sochaczew.

2. The organized part of the Company will be disposed (including 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, on behalf which the organized part of the Company will be disposed, fixing conditions of the disposal agreement as well as the disposal price. At the same time the Management Board of the Company is obliged by the General Meeting, before the concluding of the agreement, to get the approval of the Supervisory Board expressed in the resolution on execution of this transaction.

§ 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 22

Of the Ordinary General Meeting of Boryszew S.A. dated 25 June, 2014

Regarding: disposal (including contribution in kind to other entity) of organized part of the Company.

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 Statute of Boryszew S.A. resolves as follows:

§ 1

1. The Ordinary General Meeting decides to express its agreement for disposal (including contribution in kind to other entity) by the Company of the organized part of the Company, covering (at the moment of disposal) 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 – Branch Office Nylonbor with the seat in Sochaczew.

2. The organized part of the Company will be disposed (including 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, on behalf which the organized part of the Company will be disposed, fixing conditions of the disposal agreement as well as the disposal price. At the same time the Management Board of the Company is obliged by the General Meeting, before the concluding of the agreement, to get the approval of the Supervisory Board expressed in the resolution on execution of this transaction.

§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) 23

Of the Ordinary General Meeting of Boryszew S.A. dated 25 June, 2014

Regarding: concerning change of the Company's Statute

Pursuant to Article 430 point 1 and 3 of the Commercial Companies Code and § 13 passage 8 point 4 of the Company Statute, the General Meeting of Boryszew SA resolves as follows :

§ 1

1) deleted in § 11 point 7.

2) § 12 point 11 the following section. 14) and 15) of the content:

14) approval of the Company's Organizational Regulations,

15) approval of the Rules of the Board.

§ 2

This Resolution shall come into force on the date of adoption, with effect from the date of registration of the register court. "

(Draft) 24

Of the Ordinary General Meeting of Boryszew S.A. dated 25 June, 2014

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 Statute, it is resolved:

§ 1

Mr./Mrs. has been dismissed from the composition of the Supervisory Board from

§ 2

The resolution has been passed in secret ballot.

§ 3

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

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 25

Of the Ordinary General Meeting of Boryszew S.A. dated 25 June, 2014

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 Statute, it is resolved:

§ 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.