



**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 Extraordinary General Meeting of Boryszew S.A. with the seat in Warszawa (called hereinafter as "the Company") to be held on 8 October , 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 disposal (including filing to another entity in the form of contribution in kind) of an organized part of the Company in the form of a Branch Nowoczesne Produkty Aluminiowe Skawina**

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 .....
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<input type="checkbox"/> Further instructions
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**Point 7 of the agenda – approval the change of Company’s Articles of Association**

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 – changes in the Supervisory Board**

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 8 of the agenda – changes in the Supervisory Board**

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			

**VI. Drafts of resolutions for Ordinary General Meeting of Borszew S.A. dated 8 October, 2015**

**(Draft)**

**Resolution No 1**

**Of the Extraordinary General Meeting of Borszew S.A., dated 8 October, 2015**

*Regarding: election of the Chairperson of the General Meeting*

§ 1

The Extraordinary 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 Extraordinary General Meeting of Boryszew S.A., dated 8 October, 2015**

*Regarding: adoption of the agenda of the General Meeting*

§ 1

Extraordinary 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 112/2015, published on 11 September, 2015.

§ 2

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

**(Draft)**

**Resolution No 3**

**Of the Extraordinary General Meeting of Boryszew S.A., dated 8 October, 2015**

*Regarding: choice of Scrutiny Commission*

§ 1

The Extraordinary 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 Extraordinary General Meeting of Boryszew S.A., dated 8 October, 2015**

Regarding: approval of the disposal (including filing to another entity in the form of contribution in kind) of an organized part of the Company in the form of a Branch Nowoczesne Produkty Aluminiowe Skawina.

The Extraordinary 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 General Meeting decides to express its agreement for disposal (including filing to another entity in the form of contribution in kind) of an organized part of the Company Boryszew S.A.



including, at the day 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 Nowoczesne Produkty Aluminiowe Skawina with the seat in Skawina.

2. Organized part of the Company Boryszew S.A. will disposal (including filing to another entity in the form of contribution in kind) based on a valuation of its market value drawn up by an 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 disposal in kind organized part of the Company and the price of disposal. 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 of the resolution:

According to the agreement concluded on 31 August 2015 regarding disposal of Branch Nowoczesne Produktu Aluminiowe Skawina, one of the conditions of the transaction was the agreement of the competent corporate bodies on the proposed transaction. In accordance with Art. 393 item 3 of the Commercial Companies Code, the sale of the business or its organized part requires the approval of the General Meeting.

**(Draft)**

#### **Resolution No 5**

#### **Of the Extraordinary General Meeting of Boryszew S.A., dated 8 October, 2015**

Regarding: approval the change of Company's Articles of Association

Acting on behalf of an article 430 § 1 and § 5 of the Commercial Companies Code and § 13 passage 8 point 4 of the Company's Articles of Association, hereby resolves:

#### § 1

Change the current wording of § 12 passage 11 point 9 of Company's Article of Association, as follows:

- 9) approval of the Management Board's motions regarding:
  - a) creating and closing of branches and other spinned off organization entities of the Company,
  - b) purchase and disposal of real estates, perpetuity or share in the real estate,
  - c) effecting activities aiming at covering, disposal or purchase stakes and shares in case when the value of transaction exceeds 1/20 part of the initial capital of the Company,



- d) purchase and disposal of fixed assets, which value exceeds 1/20 part of the initial capital of the Company,
- e) concluding by the Company the credits and loans agreements, giving guarantees and warranties if their value exceeds 1/10 part of the initial capital of the Company,

§ 2

The resolution is in force from the date of registration of the change by the Registry Court.

**(Draft)**

**Resolution No 6**

**Of the Extraordinary General Meeting of Boryszew S.A., dated 8 October, 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 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 7**

**Of the Extraordinary General Meeting of Boryszew S.A., dated 8 October, 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

According to appointed Mr./Mrs. .... to the composition of the Supervisory Board of Boryszew S.A., the Supervisory Board the current legislature is composed of:

1) .....



- 2) .....
- 3) .....
- 4) .....
- 5) .....

§ 3

The resolution has been passed in secret ballot.

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 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.