

**Resolutions passed by the Extraordinary General Meeting of Boryszew S.A.  
held on 8 October, 2015.**

**Resolution No 1**

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

*regarding the election of the Chairman of the Extraordinary General Meeting*

§ 1

The Extraordinary General Meeting, pursuant to Article 409 § 1 of the Commercial Companies Code, resolves Mr. Paweł Tokłowicz is hereby elected as the Chairman of the General Meeting of Boryszew SA.

§ 2

The resolution was adopted by way of secret ballot.

§ 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 124,879,233 percentage of the said shares in the share capital 52.03 %.

There were 124,879,233 votes in favour of the resolution, 0 votes against the resolution and 0 votes abstained, so the resolution was passed. Mr. Paweł Tokłowicz accepted the election.

**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 comes into force upon its adoption.

The number of shares for which valid votes were cast 124,879,233 percentage of the said shares in the share capital 52.03 %.

There were 124,879,233 votes in favour of the resolution, 0 votes against the resolution and 0 votes abstained, so the resolution was passed.

**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 decided not to choose the Scrutiny Commission.

§ 2

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 124,879,233 percentage of the said shares in the share capital 52.03 %.

There were 124,879,233 votes in favour of the resolution, 0 votes against the resolution and 0 votes abstained, so the resolution was passed.

#### **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.

The number of shares for which valid votes were cast 124,879,233 percentage of the said shares in the share capital 52.03 %.

There were 116,516,344 votes in favour of the resolution 7,518,271 votes against the resolution and 844,618 votes abstained, so the resolution was passed.

#### **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 the Company's Articles 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.

The number of shares for which valid votes were cast 124,879,233 percentage of the said shares in the share capital 52.03 %.

There were 124,879,233 votes in favour of the resolution, 0 votes against the resolution and 0 votes abstained, so the resolution was passed.

The Management Board of the Company informs that, as there were no motions regarding changes in the Supervisory Board, the Extraordinary General Meeting of Boryszew S.A., point no 8 of the agenda remains without resolutions.