

Supplement to the agenda of the Ordinary General Meeting of Boryszew S.A., dated 25 June, 2014

Current report no 31/2014

The Management Board of Boryszew S.A. informs that the Company has got a shareholder's motion to place in the agenda of the Ordinary General Meeting convened for 25 June, 2014 the following issue:

1. Passing resolution regarding increasing of the share capital in a way of private subscription of Series B bearer shares, excluding in total the collection law of the to-date shareholders, dematerialization of Series B shares and introducing into turnover the regular market carried by the WSE series B shares and right to Series B shares as well as the change of the Company's Statute.

Draft of resolution of the Ordinary General Meeting of Boryszew S.A. added on the shareholder's motion.

(Draft)

Resolution No

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

regarding increasing of the share capital in a way of private subscription of Series B bearer shares, excluding in total the collection law of the to-date shareholders, dematerialisation of Series B shares and introducing into turnover the regular market carried by the WSE series B shares and right to Series B shares as well as the change of the Company's Statute.

Acting on behalf of art. 431 § 1 and § 2 point 1), art.432, art. 433 § 2 art. 310 § 2 in connection with the art. 431 § 7 of the Commercial Companies Code and art. 5 of the Act of Parliament of 29 July 2005 on the turnover of the financial instruments, the Ordinary General Meeting of Boryszew S.A. with the seat in Warsaw has resolved:

§ 1

1. The share capital of the Company has been increased from the amount of PLN 220,000,000.00 (say: two hundred twenty millions) to the amount of PLN 240,000,000.00 (say: two hundred forty millions).
2. The above mentioned increasing will be executed through issue of 20,000,000 (say: twenty millions) units of new Series B bearer shares, of the nominal value of PLN 1.00 (say: one) each.
3. The issue price of one Series B share has been fixed as the amount of PLN 5.50 (say: five and fifty/100).
4. Series B shares will be paid in total only by money deposits before placing a motion of an entry to the registry court of the share capital increasing.

5. Series B shares will be a subject of dividend starting from 2014.
6. Series B shares and the right to Series B shares will be a subject of applying for admittance and introducing to turnover on the regular market carried by the WSE. The Management Board has been authorized and obliged to take any necessary fact and legal steps as far as applying of Series B shares and the right to Series B shares for admittance and introducing to turnover on the regular market carried by the WSE is concerned.
7. Series B shares will be issued in dematerialization form. Series B shares and the right to Series B shares are the matter of dematerialization – according to the Act of Parliament of 29 July 2005 on the turnover of the financial instruments. The Management Board has been authorized and obliged to conclude an agreement with KDPW S.A. on registration and dematerialization of Series B shares and the right to Series B shares.
8. The issue of Series B shares will be carried in a way of a private subscription (see art. 431 § 2 point 1) of the Commercial companies code), not constituting the public proposal of purchase of the financial instruments.
9. Persons, to which the offer of covering of Series B shares will be directed, will be pointed out by the Management Board.
10. Agreement on covering of Series B shares should be concluded up to 31 July 2014.

§ 2

For a good of the Company, the collection law of the to-date shareholders as far as all Series B shares are concerned, has been excluded in total.

§ 3

1. The General Meeting has authorized the Management Board of Boryszew S.A. to place in a form of notarial act the declaration on the amount of the share capital increased as a result of covering of Series B shares in a private subscription.
2. The Management Board has been authorized and obliged to take any necessary fact and legal steps aiming at realization of the above mentioned resolution, especially to:
 - a. fixing the principles of choice and making a choice of entities, to which the offer of covering of Series B shares will be directed,
 - b. determination, with saving the conditions expressed in this resolution, dates of opening and closing Series B shares' subscription as well as the dates of payments for Series B shares,
 - c. placing an offer to cover Series B shares on principles provided in this resolution,
 - d. fixing contents of agreements of Series B shares' covering and concluding agreements on Series B shares' covering.
 - e. making any other duties connected with realization of provisions of this resolution.

§ 4

In connection with the increasing of share capital in a way of private subscription of Series B shares, the Company's Statute has been changed in such a way that the hitherto existing § 6 passage 1 of the Statute has received the following wording:

“The share capital of the Company amounts to PLN 240,000,000 (say: two hundred forty millions) and is divided into 220,000,000 units of Series A ordinary bearer shares of the nominal value of PLN 1.00 and 20,000,000 units of Series B ordinary bearer shares of the nominal value of PLN 1.00”.

§ 5

The resolution is in force from the date of its passing and the increasing of the share capital and the change of the Statute require the entry to the entrepreneurs registry of the National Court Registry.

The Management Board of Boryszew S.A. decides to introduce changes to the agenda of the Ordinary General Meeting of Boryszew S.A. published in the current report of the Company no 29/2014 of 29 May, 2014 as follows:

1. Adding point 19: Passing resolution regarding increasing of the share capital in a way of private subscription of Series B bearer shares, excluding in total the collection law of the to-date shareholders, dematerialization of Series B shares and introducing into turnover the regular market carried by the WSE series B shares and right to Series B shares as well as the change of the Company's Statute.
2. Hitherto existing point 19 of the agenda is marked as number 20.

In connection with the intended changes of the Company Statute, the Management Board of Boryszew S.A. publish the hitherto existing wording of § 6 passage 1 of the Company's Statute:

“The share capital of the Company is PLN 220,000,000.00 and is divided into 220,000,000.00 Series A Bearer's shares with a nominal value of PLN 1,00 each.”

In connection with the introduced changes, the supplemented agenda of the OGM has been presented as follows:

1. Opening of the General Meeting.
2. Appointment of the Chairperson of the General Meeting.
3. Asserting that the General Meeting has been convened correctly and is capable of adopting resolutions.
4. Acceptance of the Agenda.
5. Election of Scrutiny Committee.
6. Adoption of resolution on approval of the Report on the activities of Boryszew S.A. in year 2013,
7. Adoption of resolution on approval of the Financial Statements of Boryszew S.A. for financial year 2013,

8. Adoption of resolution on approval of the Report on the activities of the Boryszew Group in year 2013,
9. Adoption of resolution on approval of the Consolidated Financial Statements of the Boryszew Group for financial year 2013.
10. Presentation of the Supervisory Board's activity report for 2013.
11. Adoption of resolution on covering the 2013 net loss.
12. Vote of discharge of duties to Members of the Management Board for 2013.
13. Vote of discharge of duties to Members of the Supervisory Board for 2013.
14. Adoption of resolution on authorization of the Management Board to buy treasury shares of Boryszew S.A.
15. Adoption of resolution on create the reserve capital to buy treasury shares of Boryszew S.A.
16. Adoption of resolutions on disposal (including contribution in kind to other entity) of the organized part of company.
17. Adoption of resolution on change in the Company's Articles of Association
18. Adoption of resolution on changes in the Supervisory Board.
19. Passing resolution regarding increasing of the share capital in a way of private subscription of Series B bearer shares, excluding in total the collection law of the to-date shareholders, dematerialization of Series B shares and introducing into turnover the regular market carried by the WSE series B shares and right to Series B shares as well as the change of the Company's Statute.
20. Closing of the General Meeting.

Detailed information concerning principles of participation in the Ordinary General Meeting and the persons authorized to participate in the OGM was published in the current report of the Company no 29/2014 of 29 May, 2014.

Drafts of resolutions of the Ordinary General Meeting to all points of the agenda other than these added on the shareholder's motion, were published in the current report of the Company no 30/2014 of 29 May, 2014.

Signatures:

Piotr Szeliga – 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.