

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 402³ 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 Sochaczew (called hereinafter as "the Company") to be held on 25 November 2013.

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 General Meeting

Point V of the Form, Draft of resolution no 1

<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 4 of the agenda – acceptance of the agenda of the General Meeting

Point V of the Form, Draft of resolution no 2

<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 5 of the agenda – election of the Scrutiny Committee

Point V of the Form, Draft of resolution no 3

<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 6 of the agenda – merger of Boryszew S.A. (as taking-over company) with Boryszew ERG S.A. and Nylonbor Sp. z o.o. (as taken-over companies).

Point V of the Form, Draft of resolution no 4

<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 7 of the agenda – change of the Company’s Statute

Point V of the Form, Draft of resolution no 5

<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"/> Other			

Point 8 of the agenda – change of the Company’s Statute

Point V of the Form, Draft of resolution no 6

<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 9 of the agenda – Passing resolution on changes in the Supervisory Board

Point V of the Form, Draft of resolution no 7

<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 9 of the agenda – Passing resolution on changes in the Supervisory Board

Point V of the Form, Draft of resolution no 8

<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			

VI. Drafts of resolutions for Extraordinary General Meeting of Boryszew S.A.

(Draft)

Resolution No 1

Of the Extraordinary General Meeting of Boryszew S.A. of 25 November 2013

Regarding: choice of the Chairman of the General Meeting.

§ 1

The Extraordinary General Meeting makes the choice of Chairman of the OGM to Mr.

§ 2

The resolution is in force from the date of its passing.

(Draft)

Resolution No 2

Of the Extraordinary General Meeting of Boryszew S.A. of 25 November 2013

Regarding: approving of the agenda.

§ 1

The Extraordinary General Meeting accepts the agenda of the Meeting published on the web site of the Company at www.ir.boryszew.com.pl and in the current report no 81/2013 published on 29 October 2013.

§ 2

The resolution is in force from the date of its passing.

(Draft)

Resolution No 3

Of the Extraordinary General Meeting of Boryszew S.A. of 25 November 2013

Regarding: choose of the Scrutiny Commission

§ 1

The Extraordinary General Meeting made the choice of the Scrutiny Commission to

§ 2

The resolution is in force from the date of its passing.

(Draft)

Resolution No 4

Of the Extraordinary General Meeting of Boryszew S.A. of 25 November 2013

Regarding: on merger of Boryszew S.A. (as taking-over company) with Boryszew ERG S.A. and Nylonbor Sp. z o.o. (as taken-over companies).

The Extraordinary General Meeting with the seat in Sochaczew, acting on behalf of art. 506 § 1 and art. 492 § 1 of the Commercial companies code, resolves, as follows:

§ 1

The Extraordinary General Meeting of Boryszew S.A. accepts the Merger Plan coordinated on 23 October 2013 by the Management Boards of Boryszew S.A. (Taking-over Company) and Boryszew ERG S.A. and Nylonbor Sp. z o.o. (as Taken-over companies), being the enclosure no 1 to this protocol and decides on merger of Boryszew S.A. (as Taking-over Company) with Boryszew ERG S.A. and Nylonbor Sp. z o.o. (as Taken-over companies) by transfer on the Taking-over Company as the only partner of the whole assets of the Taken-over Companies.

§ 2

The mentioned merger will be executed according to art. 515 § 1 of the Commercial Companies Code, without the increasing of the share capital of the Taking-over Company and according to the conditions determined in the Merger Plan, which, according to art. 500 2 § 1 of the Commercial Companies Code, has been published on the web sites of the merged companies, at: www.ir.borydzew.com.pl, www.boryszewerg.pl and www.nylonbor.pl.

§ 3

As The Taking-over Company is the only partner of the Taken-over Companies, the merger will be executed in the simplified mode pointed in art. 516 § 6 of the Commercial Companies Code.

§ 4

The Extraordinary General Meeting authorizes the Management Board of the Company to make all necessary steps connected with execution the procedure of merger of the Taking-over company with the Taken-over companies.

§ 5

The resolution is in force from the date of its passing with the legal force of the day of inserting the merger to the entrepreneurs registry of each Taken-over company.

(Draft)

Resolution No 5

Of the Extraordinary General Meeting of Boryszew S.A. of 25 November 2013

Regarding: change of the Company's Statute.

Acting on behalf of art. 430 § 1 and 5 of the Commercial companies code and § 13 passage 8 point 4 of the Company Statute, it is resolved:

§ 1

In § 4 point 1 of the Statute the following kinds of operations have been added:

- 25.40.Z Production of weapon and ammunition,
- 28.15.Z Production of bearings, gear wheels, gear transmissions and power feed elements

§ 2

The resolution is in force from the date of registration by the register court of the above mentioned changes.

Justification of the resolution:

In connection with the planned merger of Boryszew S.A. with the seat in Sochaczew with Boryszew ERG S.A. with the seat in Sochaczew and Nylonbor Sp. z o.o with the seat in Sochaczew, it is necessary to broaden the object of the Company's operations.

(Draft)

Resolution No 6

Of the Extraordinary General Meeting of Boryszew S.A. of 25 November 2013

Regarding change of the Company's Statute.

Acting on behalf of art. 430 § 1 and 5 of the Commercial companies code and § 13 passage 8 point 4 of the Company Statute, it is resolved:

§ 1

In § 4 point 1 of the Statute the following kind of operations has been added:

- 41.10.Z Realization of construction projects connected with erecting of buildings,
- 41.20.Z Construction works connected with erecting of apartment and non-apartment buildings,
- 43.11.Z Demolition of construction objects,
- 43.12.Z Preparing the construction sites,
- 43.13.Z Execution of excavations and geological-engineering drillings,
- 43.22.Z Execution of water-sewerage, thermal, gas and conditioning systems,
- 43.29.Z Execution of other construction systems,
- 43.31.Z Plastering,
- 43.33.Z Flooring, paper-hanging and walls facing,
- 43.34.Z Painting and glazing,
- 43.39.Z Execution of other construction and finishing works,
- 43.91.Z Execution of building and roof structures.

§ 2

The resolution is in force from the date of registration by the register court of the above mentioned changes.

(Draft)

Resolution No 7

Of the Extraordinary General Meeting of Boryszew S.A. of 25 November 2013

Regarding: changes in the Supervisory Board

Acting on behalf of art. 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 of Boryszew S.A.

§ 2

The resolution is in force from the date of its passing.

§3

The resolution has been passed in secret ballot.

Justification of the resolution:

The resolution results from the fact of placing the point regarding changes in the Supervisory Board in the agenda of the Extraordinary General Meeting. This point of the agenda has been placed customary in order to make the shareholder possible to make changes in the Supervisory Board.

(Draft)

Resolution No 8

Of the Extraordinary General Meeting of Boryszew S.A. of 25 November 2013

Regarding: changes in the Supervisory Board

Acting on behalf of art. 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 of Boryszew S.A.

§ 2

The resolution is in force from the date of its passing.

§3

The resolution has been passed in secret ballot.

Justification of the resolution:

The resolution results from the fact of placing the point regarding changes in the Supervisory Board in the agenda of the Extraordinary General Meeting. This point of the agenda has been placed customary in order to make the shareholder possible to make changes in the Supervisory Board.