

**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 Sochaczew (called hereinafter as "the Company") to be held on 17 February 2014.

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 3 of the agenda – stating the rightness of convening of the General Meeting and its abilities for passing resolutions**

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 4 of the agenda – acceptance of the agenda of 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 – consolidation of the Company's shares and authorize of the Management Board to take necessary steps.**

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	<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"/> 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	<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 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	<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 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	<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 Extraordinary General Meeting of Boryszew S.A.**

(Draft)

Resolution No 1

Of the Extraordinary General Meeting of Boryszew S.A. of 17 February 2014

Regarding: choice of the Chairman of the General Meeting.

§ 1

The Extraordinary General Meeting makes the choice of Chairman of the EGM 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 17 February 2014

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.boryszew.com.pl](http://www.boryszew.com.pl) and in the current report no 2/2014 published on 21 January 2014.

§ 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 17 February 2014

Regarding: choose of the Scrutiny Commission

§ 1

The Extraordinary General Meeting elected the Scrutiny Commission in persons .....

§ 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 17 February 2014

Regarding: on consolidation of the Company's shares and authorize of the Management Board to take necessary steps.

The Extraordinary General Meeting of Boryszew S.A. with the seat in Sochaczew, acting upon art. 430 of the Commercial company code and taking into account demands made to the public companies by the Management Board of the Warsaw Stock Exchange in Warsaw, decides as follows:

§ 1

1. The Extraordinary General Meeting of Boryszew S.A. acting upon art. 430 of the Commercial company code fixes the nominal value of Series A Boryszew's shares in the amount of PLN 1.00 in the place of to date existing nominal value of the Company's shares in the amount of 0.10 PLN. The total number of Series A Boryszew's shares has been proportionally decreased from the amount of 2,200,000,000.00 to the amount of 220,000,000 saving unchanged level of the share capital (concentration of shares).
2. The Extraordinary General Meeting of Boryszew S.A. authorizes the Management Board of Boryszew S.A. to take any possible and consistent with the binding law rules action, including not mentioned in this resolution and aiming directly or indirectly at consolidation of Boryszew's shares in such a way that 10 (ten) units of Boryszew's shares of the nominal value of PLN 0.10 each will be changed to 1 (one) of Boryszew's shares of the nominal value of PLN 1.00. In particular, The General Meeting , authorizes the Management Board of Boryszew S.A. to appoint the day (the reference day), according to which the number of Boryszew's share of the nominal value of PLN 0.10 each registered on the particular security accounts and consolidated accounts in order to computation of number of Boryszew's shares of the nominal value of PLN 1.00 each, which as a result of consolidation of Boryszew's shares of the nominal value of PLN 0.10 each should have to be registered in their place on the above mentioned accounts, will be set.
3. The Extraordinary General Meeting of Boryszew S.A. decides that the consolidation shortages will be completed at the cost of shares rights owned by ..... who upon the agreement with Boryszew S.A. concluded on ..... has waived his shares rights in Boryszew S.A. free of charge for the benefit of shareholders at whom the consolidation shortages will take place in such range necessary to unable to give in place of the above mentioned consolidation shortages one new share of Boryszew S.A. of the new nominal value of PLN 1.00 under the condition of passing by the General Meeting of Boryszew S.A. a resolution regarding consolidation of shares in this ratio and the change of Boryszew's Statute, register of this change by the Register Court and appointing by the Management Board of Boryszew S.A. the reference day. All the above mentioned conditions will result on the day of conducting the operation of Boryszew's shares consolidation in the security deposit carried by the KDPW (National Security Deposit). The consolidation shortage is each such number of Boryszew's shares of the nominal value of PLN 0.10, registered on the security account or consolidated account which, according to the accepted ratio of consolidation, is not equal to one Boryszew's share of the nominal value of PLN 1.00. Each consolidation shortage as at the reference day, i.e. shares of the nominal value of PLN 0.10 each, in the number from one to ten, will empower to get in place of shares of such shortage, one share of the nominal value of PLN 1.00. And the entitlements to get instead of owned by the shareholder on the reference day shares of the nominal value of PLN 0.10 each, shares of the nominal value of PLN 1.00 each will be decreased by such number of these shares, which will be necessary to complete of each such consolidation shortage to one share of the nominal value of PLN 1.00 If it would occur that the liquidation of all consolidation shortages in the above mentioned way would not be possible, then the process of shares consolidation of Boryszew's shares could not happen.

4. The Extraordinary General Meeting of Boryszew S.A. binds Boryszew's shareholders to check the possession status of Boryszew's shares on the security and consolidated accounts as well as to adjust states of Boryszew's shares registered on them in the date up to the reference day appointed by the Management Board of Boryszew S.A. in form of the current report in such a way that the number of Boryszew's shares registered on this day makes one or multiplicity of the number 10. If the Management Board of Boryszew S.A. will not appoint other day, it is accepted that the adjustment of shares on the security accounts should take place till ..... Such action will diminish the risk of not materialize the Boryszew's shares' consolidation due to the factual impossibility to realize of the resolution.
5. The Extraordinary General Meeting of Boryszew S.A. confirms hereby concluding an agreement with ..... of ....., which has worked the fulfillment of one of the included suspension conditions. The provisions of the agreement of ..... are integral element of the process of Boryszew's shares combination. Copy of the agreement is a number 1 Enclosure to this resolution.
6. The Extraordinary General Meeting authorizes and empowers the Management Board of Boryszew S.A. to take all necessary legal and actual steps connected with the registration of changed nominal value of the Boryszew's shares and their number in KDPW S.A. (National Security Deposit). These changes will be recorded and will exist in form of entries on the proper security and consolidation accounts.
7. The Extraordinary General Meeting authorizes and empowers the Management Board of Boryszew S.A. to apply to the Warsaw Stock Exchange with the motion to suspend the quotations in order to carry out the consolidation of Boryszew's shares. The period of shares' suspension should be previously agreed with KDPW S.A. (National Security Deposit).

§ 2

The above mentioned resolution is in force from the day of its passing and the changes in the Statute are in force from the day of registration of Boryszew's shares combination made by the registry court.

(Draft)

Resolution No 5

Of the Extraordinary General Meeting of Boryszew S.A. of 17 February 2014

Regarding: change in the Statute of the Company

The Extraordinary General Meeting in relation to Resolution No. 4 of 17 February 2014 on the consolidation shares of the Company' shares and authorization the Management Board to take necessary steps, resolves as follows:

§ 1

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

§ 2

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

(Draft)

Resolution No 6

Of the Extraordinary General Meeting of Boryszew S.A. of 17 February 2014

Regarding change in the Statute of the Company

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

The Company's registered seat shall be the City of Warsaw.

§ 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 17 February 2014

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 17 February 2014

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.