

**Drafts of resolutions for Ordinary General Meeting of Boryszew S.A. dated 28 April, 2015.**

The Management Board of Boryszew S.A. releases to public the contents of drafts of resolutions, which will be subjects of discussion on the Ordinary General Meeting of Boryszew S.A. on 28 April, 2015.

**(Draft)**

**Resolution No 1**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning election of the Chairperson of the General Meeting*

§ 1

The Ordinary 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 Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning adoption of the agenda of the General Meeting*

§ 1

Ordinary 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 50/2015, published on 1 April, 2015.

§ 2

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

**(Draft)**

**Resolution No 3**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning choice of Scrutiny Commission*

§ 1

The Ordinary 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 Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

regarding the approval of the report on activities of the Company in 2014

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code and §13 item 8 point 1 of the Articles of Association of the Company, it is resolved as follows:

§ 1

The General Meeting approves the report on the activities of the Company in 2014.

§ 2

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

**(Draft)**

**Resolution No 5**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

regarding the approval of the financial statements of the Company for 2014

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code and § 13 item 8 point 1 of the Articles of Association of the Company, it is resolved as follows:

§ 1

The General Meeting approves the Company's financial report for 2014, which include:

- The statement of financial position prepared as at 31 December 2014, which shows total assets and total equity and liabilities of PLN 1,428,177 thousand,
- The statement of comprehensive income for the period from 1 January 2014 to 31 December 2014, which shows a net profit of PLN 25,548 thousand and the total comprehensive income of PLN 25,782 thousand,
- The statement of changes in equity for the period from 1 January 2014 to 31 December 2014 which shows a increase in equity of PLN 131,319 thousand,
- The statement of cash flows for the period from 1 January 2014 to 31 December 2014, which shows an decrease in net cash of PLN 4,915 thousand,
- the accounting policies and other explanatory information to the financial statements.

§ 2

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

**(Draft)**

**Resolution No 6**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning approval the report on activities of Boryszew Capital Group in 2014*

Pursuant to Article 395 § 5 of the Commercial Companies Code, it is resolved as follows:

§ 1

The General Meeting approves the report on the activities of Boryszew Capital Group in 2014.

§ 2

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

**(Draft)**

**Resolution No 7**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning approval of the Consolidated Financial Statements of the Boryszew Group for 2014*

Pursuant to Article.395 § 5 of the Commercial Companies Code, it is resolved as follows:

§ 1

The General Meeting approves the Consolidated Financial Statements of the Boryszew Group for 2014, which include:

- The consolidated statement of financial position prepared as at 31 December 2014, which shows total assets and total equity and liabilities of PLN 3,350,187 thousand,
- The consolidated statement of comprehensive income for the period from 1 January 2014 to 31 December 2014, which shows the net profit of PLN 159,950 thousand, and total comprehensive income of PLN 153,100 thousand,
- The consolidated statement of changes in equity for the period from 1 January 2014 to 31 December 2014, which shows a decrease in equity in the amount of PLN 224,790 thousand,
- The consolidated statement of cash flows for the period from 1 January 2014 to 31 December 2014, which shows a decrease in net cash and cash equivalents of PLN 11,689 thousand,
- The accounting policies and other explanatory information to the consolidated financial statements.

§ 2

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

**(Draft)**

**Resolution No 8**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning a vote of discharge of duties to Mr. Piotr Szeliga in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of the Company gives a vote of discharge of duties to Mr. Piotr Szeliga, as President of the Management Board in year 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 9**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning a vote of discharge of duties to Mr. Miłosz Wiśniewski in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of the Company gives a vote of discharge of duties to Mr. Miłosz Wiśniewski, as Vice-President of the Management Board in year 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 10**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning a vote of discharge of duties to Mr. Mikołaj Budzanowski in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of the Company gives a vote of discharge of duties to Mr. Mikołaj Budzanowski, as Member of the Management Board in year 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 11**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning a vote of discharge of duties to Mr. Paweł Surówka in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of the Company gives a vote of discharge of duties to Mr. Paweł Surówka, as Member of the Management Board in the period from 1 January 2014 to 22 December 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 12**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning: granting discharge to Mr. Sebastian Bogusławski to the performance of his duties in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr. Sebastian Bogusławski as President of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 13 February 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 13**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning: granting discharge to Mr. Dariusz Jarosz to the performance of his duties in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr. Dariusz Jarosz as Member of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 17 February 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 14**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning: granting discharge to Mr. Janusz Siemieniec to the performance of his duties in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr. Janusz Siemieniec as President of the Supervisory Board in respect of the performance of his duties, in the period from 17 February to 31 December 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 15**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning: granting discharge to Mr. Zygmunt Urbaniak to the performance of his duties in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr. Zygmunt Urbaniak as Vive – President of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 31 December 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 16**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning: granting discharge to Mr. Mirosław Kutnik to the performance of his duties in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr. Mirosław Kutnik as Secretary of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 31 December 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 17**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning: granting discharge to Mr. Jan Bogolubow to the performance of his duties in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr. Jan Bogolubow as Member of the Supervisory Board in respect of the performance of his duties, in the period from 17 February to 31 December 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 18**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning: granting discharge to Mr. Arkadiusz Krężel to the performance of his duties in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr. Arkadiusz Krężel as Member of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 31 December 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 19**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

*concerning: granting discharge to Mr. Tadeusz Pietka to the performance of his duties in year 2014*

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 item 8 point 3 of Company's Articles of Association, hereby resolves:

§ 1

The General Meeting of Boryszew SA grants discharge to Mr. Tadeusz Pietka as Member of the Supervisory Board in respect of the performance of his duties, in the period from 1 January to 31 December 2014.

§ 2

The resolution has been passed in secret ballot.

§ 3

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

**(Draft)**

**Resolution No 20**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

concerning distribution of the Company's profit for 2014

Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and § 13 item 8 point 2 of Company's Articles of Association, the General Meeting of the Company resolves as follows:

§ 1

The General Meeting of the Company distributes the net profit of the Company for 2014 amounting to PLN 25,548 thousand, as follows:

- dividend payment PLN ..... (the dividend is PLN 0.10 per one share),
- supplementary capital PLN .....

2. The dividend record date is .....

3. The dividend payment date is .....

§ 2

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

**(Draft)**

**Resolution No 21**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

Regarding: contribution in kind of organized part of the Company to other entity



The Ordinary 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 Ordinary General Meeting decides to express its agreement for contribution in kind to other entity by the Company of the organized part of the Company, including 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 – Enterprise Data Center Branch.

2. The organized part of the Company will be contribution in kind according to the market valuation prepared by the 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 contribution in kind organized part of the Company, fixing conditions of the contribution in kind. 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

Expressing an approval for disposal of the organized part of the Company is the obligatory jurisdictions of the General Meeting.

Group of elements included in the Organized Part of the Company is its integral part and provide the execution of all functions connected with the production-commercial operations.

**(Draft)**

**Resolution No 22**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

Regarding: contribution in kind of organized part of the Company to other entity

The Ordinary 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 Ordinary General Meeting decides to express its agreement for contribution in kind to other entity by the Company of the organized part of the Company, including 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 – Maflow Branch.

2. The organized part of the Company will be contribution in kind according to the market valuation prepared by the 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 contribution in kind organized part of the Company, fixing conditions of the contribution in kind. 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

Expressing an approval for disposal of the organized part of the Company is the obligatory jurisdictions of the General Meeting.

Group of elements included in the Organized Part of the Company is its integral part and provide the execution of all functions connected with the production-commercial operations.

**(Draft)**

**Resolution No 23**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

Regarding: contribution in kind of organized part of the Company to other entity

The Ordinary 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 Ordinary General Meeting decides to express its agreement for contribution in kind to other entity by the Company of the organized part of the Company, including 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 – Department of Building Production.

2. The organized part of the Company will be contribution in kind according to the market valuation prepared by the 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 contribution in kind organized part of the Company, fixing conditions of the contribution in kind. 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

Expressing an approval for disposal of the organized part of the Company is the obligatory jurisdiction of the General Meeting.

Group of elements included in the Organized Part of the Company is its integral part and provide the execution of all functions connected with the production-commercial operations.

**(Draft)**

**Resolution No 24**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 2015**

The Ordinary 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 Ordinary General Meeting decides to express its agreement for contribution in kind to other entity by the Company of the organized part of the Company, including 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 – Department of Plastic Additives.

2. The organized part of the Company will be contribution in kind according to the market valuation prepared by the 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 contribution in kind organized part of the Company, fixing conditions of the contribution in kind. 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

Expressing an approval for disposal of the organized part of the Company is the obligatory jurisdiction of the General Meeting.

Group of elements included in the Organized Part of the Company is its integral part and provide the execution of all functions connected with the production-commercial operations.

**(Draft)**

**Resolution No 25**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 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 Ordinary 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 26**

**Of the Ordinary General Meeting of Boryszew S.A., dated 28 April, 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

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 Ordinary 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.