

## **Resolutions adopted by the Ordinary General Meeting of Boryszew S.A. held on 28 April, 2015**

### **Resolution No 1**

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

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

##### **§ 1**

The Ordinary 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 125,499,644 percentage of the said shares in the share capital 52.29 %.

There were 125,499,644 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 Ordinary General Meeting of Boryszew S.A. dated 28 April, 2015**

*regarding the adoption of the agenda of the Ordinary General Meeting.*

##### **§ 1**

The Ordinary General Meeting accepts the agenda of the Meeting published on the web site of the Company at [www.ir.boryszew.com.pl](http://www.ir.boryszew.com.pl) and in the current report no. 50/2015 published on 1 April, 2015, completed on the shareholder's motion and published as a current report no. 55/2015 on 9 April, 2015.

##### **§ 2**

The resolution was adopted by way of public ballot.

##### **§ 3**

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644 percentage of the said shares in the share capital 52.29 %.

There were 125,499,644 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 Ordinary General Meeting of Boryszew S.A. dated 28 April, 2015**

*regarding not to choose the Scrutiny Commission*

##### § 1

The Ordinary General Meeting decided not to choose the Scrutiny Commission.

##### § 2

The resolution was adopted by way of public ballot.

##### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644 percentage of the said shares in the share capital 52.29 %.

There were 123,165,268 votes in favour of the resolution, 0 votes against the resolution and 2,334,376 votes abstained, so the resolution was passed.

### **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 passage 8 point 1 of the Articles of Association of the Company, it is resolved:

##### § 1

The report on activities of the Company in 2014 has been approved.

##### § 2

The resolution was adopted by way of public ballot.

##### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644 percentage of the said shares in the share capital 52.29 %.

There were 125,304,864 votes in favour of the resolution, 0 votes against the resolution and 194,780 votes abstained.

### **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 passage 8 point 1 of the Articles of Association of the Company, it is resolved:

##### § 1

The Company's financial report for 2014 has been approved, as follows:

- 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 an 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 a decrease in net cash of PLN 4,915 thousand,
- the accounting policies and other explanatory information to the financial statements.

## § 2

The resolution was adopted by way of public ballot.

## § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644 percentage of the said shares in the share capital 52,29 %.

There were 125,304,964 votes in favour of the resolution, 0 votes against the resolution and 194,780 votes abstained.

### **Resolution No 6**

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

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

Pursuant to Article 395 § 5 of the Commercial companies code, it is resolved:

## § 1

The report on activities of the Boryszew Capital Group in 2014 has been approved.

## § 2

The resolution was adopted by way of public ballot.

## § 3

The resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644 percentage of the said shares in the share capital 52,29 %.

There were 125,304,964 votes in favour of the resolution, 0 votes against the resolution and 194,780 votes abstained.

## **Resolution No 7**

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

*regarding the approval of the Consolidated Financial Report on Boryszew Capital Group for 2014*

Pursuant to Article 395 § 5 of the Commercial companies code, it is resolved:

#### **§ 1**

The Consolidated Financial Statements on Boryszew Capital Group for 2014 has been approved, as follows:

- 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 an increase in equity 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 equivalents of PLN 11,689 thousand,
- The accounting policies and other explanatory information to the consolidated financial statements.

#### **§ 2**

The resolution was adopted by way of public ballot.

#### **§ 3**

The resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644 percentage of the said shares in the share capital 52,29 %.

There were 125,304,964 votes in favour of the resolution, 0 votes against the resolution and 194,780 votes abstained.

## **Resolution No 8**

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

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

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 13 sec. 8 item 3 of Boryszew S.A.'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 the President of the Management Board of Boryszew S.A. in the period from 1 January 2014 to 31 December 2014.

#### **§ 2**

The resolution has been passed in secret ballot.

### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,304,964 votes in favour of the resolution, 0 vote against the resolution and 194,780 votes abstained.

### **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 2014 year*

Pursuant to Article 395 § 2 point 3 of the Commercial companies code and § 13 sec. 8 point 3 of the Company Statute, it is resolved:

#### § 1

The General Meeting of the Company gives a vote of discharge of duties to Mr. Miłosz Wiśniewski as the Vice – President of the Management Board of Boryszew S.A. in the period from 1 January 2014 to 31 December 2014.

#### § 2

The resolution has been passed in secret ballot.

#### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,304,964 votes in favour of the resolution, 0 vote against the resolution and 194,780 votes abstained.

### **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 2014 year*

Pursuant to Article 395 § 2 sec. 3 of the Commercial Companies Code and § 13 sec. 8 item 3 of Boryszew S.A.'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 the Member of the Management Board of Boryszew S.A. in the period from 1 January 2014 to 31 December 2014.

#### § 2

The resolution has been passed in secret ballot.

#### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,304,963 votes in favour of the resolution, 0 vote against the resolution and 194,781 votes abstained.

#### **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 2014 year*

Pursuant to Article 395 § 2 sec. 3 of the Commercial Companies Code and § 13 sec. 8 item 3 of Boryszew S.A.'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 the Member of the Management Board of Boryszew S.A. in the period from 1 January 2014 to 22 December 2014.

#### § 2

The resolution has been passed in secret ballot.

#### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29% of the Company's total shares.

There were 125,304,964 votes in favour of the resolution, 0 vote against the resolution and 194,780 votes abstained.

#### **Resolution No 12**

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

*concerning a vote of discharge of duties to Mr. Sebastian Bogusławski in 2014 year*

Pursuant to Article 395 § 2 point 3 of the Commercial companies code and § 13 sec. 8 point 3 of Boryszew S.A.'s Articles of Association, it is resolved:

#### § 1

The General Meeting of the Company gives a vote of discharge of duties to Mr. Sebastian Bogusławski as President of the Supervisory Board in the period from 1 January 2014 to 13 February 2014.

#### § 2

The resolution has been passed in secret ballot.

#### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,304,963 votes in favour of the resolution, 0 vote against the resolution and 194,781 votes abstained.

### **Resolution No 13**

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

*concerning a vote of discharge of duties to Mr. Dariusz Jarosz in 2014 year*

Pursuant to Article 395 § 2 point 3 of the Commercial companies code and § 13 sec. 8 point 3 of Boryszew S.A.'s Articles of Association, it is resolved:

#### § 1

The General Meeting of the Company gives a vote of discharge of duties to Mr. Dariusz Jarosz as Member of the Supervisory Board in the period from 1 January 2014 to 13 February 2014.

#### § 2

The resolution has been passed in secret ballot.

#### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,304,963 votes in favour of the resolution, 0 vote against the resolution and 194,781 votes abstained.

### **Resolution No 14**

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

*concerning a vote of discharge of duties to Mr. Janusz Siemieniec in 2014 year*

Pursuant to Article 395 § 2 point 3 of the Commercial companies code and § 13 sec. 8 point 3 of Boryszew S.A.'s Articles of Association, it is resolved:

#### § 1

The General Meeting of the Company gives a vote of discharge of duties to Mr. Janusz Siemieniec as President of the Supervisory Board in the period from 17 February 2014 to 31 December 2014.

#### § 2

The resolution has been passed in secret ballot.

#### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,304,963 votes in favour of the resolution, 0 vote against the resolution and 194,781 votes abstained.

## **Resolution No 15**

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

*concerning a vote of discharge of duties to Mr. Zygmunt Urbaniak in 2014 year*

Pursuant to Article 395 § 2 point 3 of the Commercial companies code and § 13 sec. 8 point 3 of Boryszew S.A.'s Articles of Association, it is resolved:

#### § 1

The General Meeting of the Company gives a vote of discharge of duties to Mr. Zygmunt Urbaniak as Vice – President of the Supervisory Board in the period from 1 January 2014 to 31 December 2014.

#### § 2

The resolution has been passed in secret ballot.

#### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29% of the Company's total shares.

There were 125,304,963 votes in favour of the resolution, 0 vote against the resolution and 194,781 votes abstained.

## **Resolution No 16**

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

*concerning a vote of discharge of duties to Mr. Mirosław Kutnik in 2014 year*

Pursuant to Article 395 § 2 point 3 of the Commercial companies code and § 13 sec. 8 point 3 of Boryszew S.A.'s Articles of Association, it is resolved:

#### § 1

The General Meeting of the Company gives a vote of discharge of duties to Mr. Mirosław Kutnik as Secretary of the Supervisory Board in the period from 1 January 2014 to 31 December 2014.

#### § 2

The resolution has been passed in secret ballot.

#### § 3

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,304,963 votes in favour of the resolution, 0 vote against the resolution and 194,781 votes abstained.



## **Resolution No 17**

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

*concerning a vote of discharge of duties to Mr. Jan Bogolubow in 2014 year*

Pursuant to Article 395 § 2 point 3 of the Commercial companies code and § 13 sec. 8 point 3 of Boryszew S.A.'s Articles of Association, it is resolved:

#### **§ 1**

The General Meeting of the Company gives a vote of discharge of duties to Mr. Jan Bogolubow as Member of the Supervisory Board in the period from 17 February 2014 to 31 December 2014.

#### **§ 2**

The resolution has been passed in secret ballot.

#### **§ 3**

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,304,963 votes in favour of the resolution, 0 vote against the resolution and 194,781 votes abstained.

## **Resolution No 18**

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

*concerning a vote of discharge of duties to Mr. Arkadiusz Krężel in 2014 year*

Pursuant to Article 395 § 2 point 3 of the Commercial companies code and § 13 sec. 8 point 3 of Boryszew S.A.'s Articles of Association, it is resolved:

#### **§ 1**

The General Meeting of the Company gives a vote of discharge of duties to Mr. Arkadiusz Krężel as Member of the Supervisory Board in the period from 1 January 2014 to 31 December 2014.

#### **§ 2**

The resolution has been passed in secret ballot.

#### **§ 3**

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,304,963 votes in favour of the resolution, 0 vote against the resolution and 194,781 votes abstained.

## **Resolution No 19**

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

*concerning a vote of discharge of duties to Mr. Tadeusz Pietka in 2014 year*

Pursuant to Article 395 § 2 point 3 of the Commercial companies code and § 13 sec. 8 point 3 of Boryszew S.A.'s Articles of Association, it is resolved:

#### **§ 1**

The General Meeting of the Company gives a vote of discharge of duties to Mr. Tadeusz Pietka as Member of the Supervisory Board in the period from 1 January 2014 to 31 December 2014.

#### **§ 2**

The resolution has been passed in secret ballot.

#### **§ 3**

This resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,304,963 votes in favour of the resolution, 0 vote against the resolution and 194,781 votes abstained.

## **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 sec. 8 point 2 of the Boryszew S.A.'s Articles of Association, it is resolved:

#### **§ 1**

The General Meeting of the Company decides to distribute the net profit of the Company for 2014 amounting to PLN 25,547,747,93 as follows:

- dividend payment – the amount of PLN 0.10 per one share entitled to dividend,
- the remaining amount, being difference between the amount of 2014 net profit and the amount of paid dividend – for the disclosed capital of the Company.

The General Meeting hereby sets the following dates:

- a dividend data – 2 July 2015,
- a dividend payment date – 23 July 2015.

#### **§ 2**

The resolution was adopted by way of public ballot.

#### **§ 3**

The resolution comes into force upon its adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 125,499,643 votes in favour of the resolution, 1 vote against the resolution and 0 vote abstained.

#### **Resolution No 21**

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

*concerning 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 comes into force on the date of adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 123,683,194 votes in favour of the resolution, 1,816,450 votes against the resolution and 0 vote abstained.

#### **Resolution No 22**

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

*concerning 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 comes into force on the date of adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 123,683,193 votes in favour of the resolution, 1,816,451 votes against the resolution and 0 vote abstained.

### **Resolution No 23**

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

*concerning 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 comes into force on the date of adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 123,683,194 votes in favour of the resolution, 1,816,450 votes against the resolution and 0 vote abstained.

## **Resolution No 24**

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

*concerning 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 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 comes into force on the date of adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 123,683,194 votes in favour of the resolution, 1,816,450 votes against the resolution and 0 vote abstained.

## **Resolution No 25**

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

*concerning change of remuneration's rules of the Supervisory Board's members of Boryszew S.A.*

Acting on behalf of an article 392 § 1 of the Commercial Companies Code and § 13 passage 8 point 7 of the Company's Articles of Association, hereby resolves:

#### § 1

1. Monthly remuneration of the Supervisory Board's members amounts to:

- Supervisory Board's President – PLN 10,000.00 (say: ten thousand),
- Supervisory Board's members – PLN 5,000.00 (say: five thousand).

The Supervisory Board's members being employees of Boryszew S.A. or being employed in the Boryszew Capital Group's companies do not get their remuneration as far as their membership in the Supervisory Board is concerned.

2. The Supervisory Board's member is entitled to the remuneration mentioned in point 1 regardless of frequency of the formal convened meetings.
3. The remuneration is not vested for such month in which the Supervisory Board's member has not been present on any of the formal convened meetings with no justified reasons. The Supervisory Board decides to justify or doesn't justify the absence of the Supervisory Board's member on its meeting.
4. The remuneration mentioned in point 1 is calculated in proportion to the number of days of taken a function in such case when appointing or dismissing has happened during the calendar month.
5. The remuneration mentioned in point 1 is down paid, till 10th day of each month. The remuneration burdens the Company's operations costs.
6. The Company bears also other costs occurred in connection with executing of the Supervisory Board's member's function, including travel costs, costs of lodgings and allowances costs.

#### § 2

This Resolution comes into force on the day of adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 123,683,193 votes in favour of the resolution, 1,816,450 votes against the resolution and 1 vote abstained.

## **Resolution No 26**

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

*concerning changes in the Supervisory Board of the Company*

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. Zygmunt Urbaniak has been dismissed from the composition of the Supervisory Board of Boryszew S.A.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution comes into force on the day of adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 122,949,524 votes in favour of the resolution, 1,816,450 votes against the resolution and 733,670 votes abstained.

**Resolution No 27**

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

*concerning changes in the Supervisory Board of the Company*

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

Mrs. Małgorzata Krauze has been appointed to the composition of the Supervisory Board of Boryszew S.A.

§ 2

The resolution has been passed in secret ballot.

§ 3

This Resolution comes into force on the day of adoption.

The number of shares for which valid votes were cast 125,499,644, equivalent to 52,29 % of the Company's total shares.

There were 122,949,524 votes in favour of the resolution, 1,816,450 votes against the resolution and 733,670 votes abstained.

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.