

**Draft resolutions of the Extraordinary General Meeting of Boryszew S.A.  
convened for June 15, 2020**

The Management Board of Boryszew S.A. announces the content of draft resolutions to be discussed at the Extraordinary General Meeting of Boryszew S.A., convened for June 15, 2020.

***regarding item 2 of the planned agenda***

(Draft)

"Resolution No. 1

of the Extraordinary General Meeting of Boryszew SA of June 15, 2020

regarding: election of the Chairman Of the General Meeting

§ 1

The Extraordinary General Meeting of the Company, acting pursuant to the provisions of Article 409 §1 of the Code of Commercial Companies, elects the Chairman of the Extraordinary General Meeting of the Company in the person .....

§ 2

The resolution shall enter into force upon its adoption. "

***regarding item 4 of the planned agenda***

(Draft)

"Resolution No. 2

of the Extraordinary General Meeting of Boryszew SA of June 15, 2020

regarding: approval of the agenda Meeting

§ 1

The Extraordinary General Meeting of the Company approves the Meeting's agenda published on the Company's website [www.boryszew.com](http://www.boryszew.com) and in the form of current report No. 10/2020 published on 19 May 2020.

§ 2

The resolution shall enter into force upon its adoption. "

***regarding item 5 of the planned agenda***

(Draft)

"Resolution No. 3

of the Extraordinary General Meeting of Boryszew SA of 15 June 2020

regarding: election of the Commission The Returning Committee

§ 1

The Extraordinary General Meeting of the Company elected the Returning Committee in person .....

§ 2

The resolution shall come into force upon its adoption. "

**regarding item 6 of the planned agenda**

(Draft)

"Resolution No. 4

of the Extraordinary General Meeting of Boryszew SA of June 15, 2020

regarding: merger of Boryszew SA (as the Acquiring Company) with SPV Boryszew 3 Spółka z o.o.

(as the Acquired Company)

Extraordinary General Meeting of Boryszew SA with its registered office in Warsaw, acting pursuant to Article 506 § 1 and Article 492 § 1 point 1 of the Code commercial companies, resolves as follows:

§ 1

1. Extraordinary General Meeting of Boryszew SA, after being presented by the Company's Management Board pursuant to Article 505§ 4 of the Commercial Companies Code, significant elements of the Merger Plan and after reviewing the full documentation regarding the merger procedure, agrees to the Merger Plan agreed on May 14, 2020 by the Management Boards of Boryszew S.A. (Acquiring Company) and SPV Boryszew 3 Spółka z o.o. (Acquired Company), constituting Annex No. 1 to these minutes, and decides to merge Boryszew S.A. (as the Acquiring Company) with SPV Boryszew 3 Spółka z o.o. (as the Merged Company) by transferring to the Merging Company as the sole shareholder of all the assets of the Merged Company.
2. The merger is based on art. 492 § 1 point 1 of the Code of Commercial Companies, i.e. by transferring to the Acquiring Company all the assets of the Acquired Company by universal succession, without increasing the share capital of the Acquiring Company.

§ 2

The merger of the Companies will take place in the manner specified in art. 515 § 1 of the Code of Commercial Companies, without increasing the share capital of the Acquiring Company and on the conditions set out in the Merger Plan, which pursuant to art. 500 § 21 of the Commercial Companies Code has been made available on the websites of the merging Companies at: [www.boryszew.com](http://www.boryszew.com) and [www.spvboryszew3.com.pl](http://www.spvboryszew3.com.pl).

§ 3

Due to the fact that the Acquiring Company is the sole shareholder of the Acquired Company, the merger will be carried out in a simplified manner indicated in art. 516 § 6 of the Code of Commercial Companies.

§ 4

Extraordinary General Meeting of Boryszew S.A. authorizes the Company's Management Board to perform all necessary activities related to the merger of the Acquiring Company with the Acquired Company.

§ 5

The resolution shall enter into force on the day of its adoption with effect as of the date of entering the merger in the register of entrepreneurs competent for the Acquiring Company."

Justification of the resolution:

Resolution resulting from the fact of placing it in the order of the General Meeting of the point regarding the merger of Boryszew SA with the subsidiary SPV Boryszew 3 Spółka z oo In the opinion of the Issuer, as a result of the merger, the management efficiency of the Boryszew Capital Group will be further improved by simplifying the organizational structure and reorganization within the Capital Group.

***regarding point 7 planned agenda***

(Draft)

"Resolution No. 5

of the Extraordinary General Meeting of Boryszew SA of June 15, 2020  
regarding: changes in the composition of the Company's Supervisory Board

Acting on the basis of Article 385 § 1 of the Commercial Companies Code and § 13 item 8 point 6 of the Articles of Association, the following is resolved:

§ 1

On ..... Mr / Ms ..... from the Supervisory Board of Boryszew SA

§ 2

The resolution shall enter into force upon its adoption.

§ 3

The resolution was adopted by secret ballot. "

Justification of the resolution:

Resolution arising from the fact of including on the agenda of the General Meeting a point regarding changes in the composition of the Company's Supervisory Board. This item on the agenda of the Meeting is usually placed in order to enable Shareholders to make changes in the event of such a decision.

***regarding item 7 of the planned agenda***

(Draft)

"Resolution No. 6

of the Extraordinary General Meeting of Boryszew SA of June 15, 2020  
regarding: changes in composition of the Supervisory Board of the Company

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 paragraph 8 point 6 of the Articles of Association, the following is resolved:

§ 1

On ..... Mr/Ms is appointed ..... to the composition of the Supervisory Board of Boryszew SA

§ 2

The resolution shall enter into force upon its adoption.

§ 3

The resolution was passed in secret ballot. "

Justification of the resolution:

Resolution arising from the fact of including on the agenda of the General Meeting a point regarding changes in the composition of the Company's Supervisory Board. This item on the agenda of the Meeting is usually placed in order to enable Shareholders to make changes in the event of such a decision.

Draft resolutions of the Extraordinary General Meeting of Boryszew S.A. were approved by the Company's Supervisory Board.

Signatures:

Piotr Lisiecki - Chairman 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.