

## **Date and agenda of the Extraordinary General Meeting of Boryszew S.A. convened on January 25, 2021**

The Management Board of Boryszew Spółka Akcyjna with its seat in Warsaw ("Company"), acting pursuant to Art. 399 § 1, 402<sup>1</sup> and 402<sup>2</sup> of the Commercial Companies Code ("CCC") and § 13 section 1 of the Company's Articles of Association, convenes the Extraordinary General Meeting of Boryszew S.A., which will be held on January 25, 2021 in Warsaw at 6 Foksal Street, at 12.00, with the following agenda:

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation that the General Meeting has been properly convened and is able to adopt resolutions.
4. Adoption of the agenda of the General Meeting.
5. Election of the Returning Committee.
6. Adoption of a resolution on amendments to the Company's Articles of Association.
7. Adoption of a resolution approving the appointment of a Supervisory Board member.
8. Adoption of a resolution on amending Resolution No. 22 of the Ordinary General Meeting of Boryszew S.A. of June 25, 2019 regarding the authorization of the Management Board of the Company to purchase own shares of Boryszew S.A.
9. Changes in the composition of the Supervisory Board.
10. Closing of the meeting.

In connection with the intended amendments to the Articles of Association, the Company presents the content of the proposed amendments below:

In § 4 sec. 1 of the Company's Articles of Association, the following types of activity are added:  
- PKD 20.20.Z - Production of pesticides and other agrochemicals.

### **The right to participate in the Extraordinary General Meeting**

Pursuant to Art. 406a § 1 of the Commercial Companies Code, persons who are shareholders of the Company 16 days before the date of the General Meeting, i.e. on January 9, 2021 (the date of registering participation in the Extraordinary General Meeting), are entitled to participate in the Extraordinary General Meeting. According to Art. 4063 § 2 of the Commercial Companies Code, in order to ensure participation in the Extraordinary General Meeting, a shareholder entitled to dematerialized bearer shares should request, not earlier than after the announcement of the convening of the Extraordinary General Meeting, i.e. not earlier than on December 29, 2020 and not later than on the first working day after the date of registration of participation in the Extraordinary General Meeting, i.e. on January 11, 2021, from the entity maintaining the securities account on which the shares of a given shareholder are recorded, issuing a personal certificate of the right to participate in the General Meeting.

### **Right to request that certain items be placed on the agenda of the Extraordinary General Meeting.**

In accordance with Art. 401 § 1 of the Commercial Companies Code, a shareholder or shareholders representing at least one twentieth (5%) of the share capital may request that certain matters be placed on the agenda of the Extraordinary General Meeting. The request should be submitted to the management board no later than 21 days prior to the scheduled date of the Meeting. The request should include a justification or a draft resolution regarding the proposed item on the agenda. The Management Board immediately, but not later than 18 days before the scheduled date of the General Meeting, announces changes to the agenda, introduced at the request of shareholders. The

announcement is made in the manner appropriate for convening the General Meeting. Requests should be sent to the company's registered office or in electronic form to the following address: [p.toklowicz@boryszew.com](mailto:p.toklowicz@boryszew.com) , [m.goczynska@boryszew.com](mailto:m.goczynska@boryszew.com)

Documents confirming the right to submit this request are attached to the request.

### **The right to submit draft resolutions on matters put on the agenda or matters to be put on the agenda before the date of the General Meeting.**

In accordance with Art. 401 § 4 of the Commercial Companies Code, a shareholder or shareholders of the Company representing at least one twentieth (5%) of the share capital may, before the date of the General Meeting, submit to the Company in writing or by means of electronic communication draft resolutions regarding items on the agenda of the General Meeting or items that they are to be placed on the agenda.

The company immediately publishes the draft resolutions on its website. Draft resolutions together with justification should be sent to the address of the Company's seat or in electronic form to the following address: [p.toklowicz@boryszew.com](mailto:p.toklowicz@boryszew.com) , [m.goczynska@boryszew.com](mailto:m.goczynska@boryszew.com)

### **The right to submit draft resolutions regarding matters introduced to agenda during the General Meeting.**

In accordance with Art. 401 § 5 of the Commercial Companies Code, each shareholder may, during the General Meeting, submit draft resolutions on matters included in the agenda. Moreover, the shareholder has the right to propose changes and additions to the draft resolutions included in the agenda of the General Meeting - until the end of the discussion on the item on the agenda including the draft resolution, which such the proposal concerns.

### **Exercising voting rights through a proxy.**

1. Pursuant to Art. 412 § 1 of the Commercial Companies Code, shareholders may participate in the General Meeting of Boryszew S.A. and exercise the right to vote in person or through proxies. The power of attorney should be granted in writing or in electronic form. Representatives of legal persons should present current excerpts from the relevant court registers listing persons authorized to represent these entities. Persons not listed in the abovementioned excerpt should present a relevant power of attorney signed by persons authorized to represent the given entity.

2. The power of attorney to participate in the General Meeting of the Company and exercise voting rights may be granted in electronic form. Granting a power of attorney in an electronic form does not require a secure electronic signature verified with a valid qualified certificate. The power of attorney granted in electronic form should ensure the identification of the shareholder and the proxy.

3. The power of attorney granted in electronic form should be sent to the email address: [p.toklowicz@boryszew.com](mailto:p.toklowicz@boryszew.com), [m.goczynska@boryszew.com](mailto:m.goczynska@boryszew.com) no later than 4:00 p.m. on the day preceding the General Meeting ( failure to meet the deadline for notifying the Company about granting a power of attorney in an electronic form does not prevent the attorney from participating in the General Meeting on the basis of a power of attorney granted in writing).

4. The electronic power of attorney should be formulated in a separate document signed by the shareholder or a person authorized to represent the shareholder, sent as an attachment in PDF format to the e-mail address indicated in point 3 above.

Obligatory documents confirming the right of a given shareholder to participate in the General Meeting should be sent along with the electronic power of attorney.

The representative is obliged to present the power of attorney in question when drawing up the attendance list.

Forms enabling the exercise of voting rights by a proxy are available on the Company's website at <http://www.boryszew.com> in the tab: Investor Relations / General Meeting / Other information. The company informs that the use of the above-mentioned the form is not obligatory.

5. If the proxy at the General Meeting of Boryszew S.A. is a member of the Management Board, a member of the Supervisory Board or an employee of the Company, the power of attorney may authorize representation only at the General Meeting on a given day. The attorney is obliged to disclose to the shareholder the circumstances indicating the existence or possibility of a conflict of interest. Granting further power of attorney is excluded. The proxy votes in accordance with the instructions given by the shareholder.

The full text of the documentation to be presented to the General Meeting and draft resolutions along with the justification of the Management Board and the Supervisory Board of the Company, regarding matters introduced to the agenda or matters to be added to the agenda before the date of the General Meeting - is provided from on the day of convening the General Meeting on the Company's website [www.boryszew.com/walnezgromadzenia](http://www.boryszew.com/walnezgromadzenia) . These documents are immediately updated in the event of any changes in accordance with the provisions of the Commercial Companies Code.

A person entitled to participate in the General Meeting may obtain copies of the above-mentioned documentation at the registered office of the Company.

The list of persons authorized to participate in the General Meeting, signed by the Management Board of the Company, will be available for inspection by the shareholders 3 business days before the Meeting at the Company's seat in Warsaw, Aleje Jerozolimskie 92, from 09.00 to 16.00, from 20 to 22 January 2021.

A shareholder may request that the list of shareholders be sent to him / her free of charge by e-mail, providing the address to which the list should be sent.

It is recommended that shareholders check whether they have been placed on the list of shareholders entitled to participate in the General Meeting.

The Articles of Association do not provide for the possibility of participating and expressing opinions during the General Meeting by means of electronic communication, and the Regulations of the General Meeting do not provide for voting at the Meeting by correspondence or by means of electronic communication.

Risk related to the use of electronic means of communication, in particular sending a request to put certain matters on the agenda of the General Meeting, submitting draft resolutions on matters put on the agenda or matters to be put on the agenda before the date of the General Meeting and notifying the Company about appointing an attorney at the e-mail address indicated in this announcement is the responsibility of the shareholder.

Persons entitled to participate in the General Meeting are requested to register directly in front of the meeting room 1 hour before the start of the meeting.

In matters not covered by this announcement, the provisions of the Commercial Companies Code and the Company's Articles of Association apply.

Information clause for shareholders of Boryszew S.A. regarding the processing of personal data In accordance with art. 14 sec. 1-2 of the Regulation of the European Parliament and of the Council (EU) 2016/679 of 27 April 2016. on the protection of individuals with regard to the processing of personal data and on the free movement of such data and the repeal of Directive 95/46 / EC (General Data Protection Regulation) (hereinafter "GDPR"), the Company informs that in connection with the convening of the General Meeting, the Company it will process the personal data of the Company's shareholders, proxies authorized to vote, other persons entitled to exercise voting rights at the General

Meeting and personal data disclosed during the Extraordinary General Meeting, collectively referred to as "Shareholders" or "the State".

In connection with the above, the Company declares that:

The administrator of your personal data is Boryszew S.A. with its seat in Warsaw, Aleje Jerozolimskie 92, 00-807 Warsaw, entered into the register of entrepreneurs kept by the District Court for the Capital City of Warsaw, XII Commercial Division of the National Court Register under number 0000063824. Regarding the protection of your personal data, you can contact the Company at the following e-mail address: [rodo@boryszew.com](mailto:rodo@boryszew.com) or in writing to the address of the Company's registered office: Aleje Jerozolimskie 92, 00 - 807 Warsaw .

The Company will obtain personal data of persons entitled to participate in the General Meeting, respectively, from the National Depository for Securities or by submitting share documents in the Company, or otherwise in connection with expressing the intention to participate or participating in the Extraordinary General Meeting and exercising voting rights in accordance with 4063 § 1, 2, 3 and 5 of the Commercial Companies Code.

The Company processes (i) personal data identifying the Shareholder, such as name, surname, address for service and PESEL number, (ii) data contained in the powers of attorney, (iii) data regarding the shares and the resulting rights, such as: number, type and numbers of shares and the number of votes, as well as (iv) -in cases where the Shareholders contact the Company by e-mail - e-mail address.

Purposes and basics of processing.

In accordance with Art. 6 sec. 1 lit. c and f GDPR, the Company will process the data of persons authorized to participate in the Extraordinary General Meeting of Shareholders in order to:

1. enable participation in the Extraordinary General Meeting of the Company;
2. correct implementation of tasks related to the service of natural persons who hold the Company's shares – the legal basis for processing is the necessity of processing to fulfill legal obligations incumbent on the Company, in particular:
  - a) resulting from the Act of September 15, 2000 r. Code of Commercial Companies, such as the signing by the Management Board of the list of shareholders entitled to participate in the Extraordinary General Meeting and putting it on the premises of the Management Board for three business days before the General Meeting, in order to make it available to other shareholders, make copies and sending them to other shareholders (art. 407 1, 11 and 2 of the Commercial Companies Code);
  - b) exercise of the shareholder's right to profit (347 Commercial Companies Code);
  - c) the information obligation specified in the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to organized trading and on public companies;

and

- d) the information obligation specified in the Regulation of the Minister of Finance of March 29, 2018 on current and periodic information published by issuers of securities and conditions for recognizing as equivalent information required by the law of a non-member state.

Providing data

In connection with the processing of data of persons entitled to participate in the General Meeting for the purposes referred to above, the recipients of personal data may be other shareholders, in connection with their right to browse the list of shareholders, in connection with the presentation of the list of shareholders at the premises of the Management Board and the right to receive a copy of this list. Personal data of persons entitled to participate in the General Meeting may be published in

a current report, disclosed to the public, the Polish Financial Supervision Authority and provided to the Warsaw Stock Exchange, when pursuant to Art. 70 point 3 of the Act of July 29, 2005 on public offering and conditions introducing financial instruments to an organized trading system and about public companies, such persons would hold at least 5% of the votes at the General Meeting. The recipients of the data are also entities processing data on behalf of the Company, involved in the organization of the General Meeting.

Personal data of persons entitled to participate in the General Meeting will be processed for the duration of the obligation to store them for the purposes set out above, and after that time for the period and to the extent required by applicable law, including in particular tax law, regulations on accounting and in the period in which it is possible to pursue claims related in particular to the exercise of the shareholders' right to profit.

Rights of the data subjects.

Pursuant to GDPR, persons entitled to participate in the General Meeting are entitled to:

The right to access their data and receive a copy of it;

The right to rectify (correct) your data;

The right to remove, limit or object to their processing;

Right to data portability;

The right to lodge a complaint with a supervisory authority.

Basis for the data request.

Providing personal data of persons authorized to participate in the General Meeting is necessary for the purposes set out above. Without providing the data of persons authorized to participate in the General Meeting, he cannot achieve these goals.

Signatures:

Piotr Lisiecki - Chairman of the management board