

**Draft resolutions of the Extraordinary General Meeting of Boryszew S.A., convened
for January 25, 2021**

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 January 25, 2021.

regarding point 2 of the planned agenda

(Draft)
"Resolution No. 1
of the Extraordinary General Meeting of Boryszew SA of January 25, 2021
on: 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 Commercial Companies Code, elects the Chairman of the Extraordinary General Meeting of the Company in the person

§ 2

The resolution comes into force upon its adoption."

regarding point 4 of the planned agenda

(Draft)
"Resolution No. 2
of the Extraordinary General Meeting of Boryszew SA of January 25, 2021
on: approval of the agenda of the meeting

§ 1

The Extraordinary General Meeting of the Company approves the agenda of the Meeting published on the Company's website www.boryszew.com and in the form of a current report No. 44/2020 made public on December 29, 2020.

§ 2

The resolution comes into force upon its adoption."

regarding point 5 of the planned agenda

(Draft)
"Resolution No. 3
of the Extraordinary General Meeting of Boryszew SA of January 25, 2021
on: election of the Committee Returning

§ 1

The Extraordinary General Meeting of the Company elected the Returning Committee in the following persons:

§ 2

The resolution comes into force upon its adoption."

regarding point 6 of the planned agenda

(Draft)
"Resolution No. 4
of the Extraordinary General Meeting of Boryszew SA of January 25, 2021
on: changes to the Articles of Association Companies

Pursuant to Art.430 § 1 and 5 of the Commercial Companies Code and § 13 section 8 point 4 of the Company's Articles of Association, the following is resolved:

§ 1

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

§ 2

The resolution comes into force on the day of registration by the registry court of amendments to the Articles of Association."

for point 7 of the planned agenda

(Draft)

"Resolution No. 5

of the Extraordinary General Meeting of Boryszew SA of January 25, 2021
regarding: approval of the election of a Supervisory Board member.

Pursuant to art. 385 § 1 of the Commercial Companies Code and § 12 section 1 of the Company's Articles of Association, the following is hereby resolved:

§ 1

The Extraordinary General Meeting of the Company approves the election of Damian Pakulski to the Supervisory Board of Boryszew SA on December 11, 2020.

§ 2

The resolution comes into force upon its adoption."

regarding point 8 of the planned agenda

(Draft)

"Resolution No. 6

of the Extraordinary General Meeting of Boryszew SA of January 25, 2021
on: amendment of the Resolution No. 22 of the Ordinary General Meeting of Boryszew SA of June 25, 2019 on the authorization of the Management Board of the Company to purchase own shares of Boryszew SA

Acting pursuant to art.362 § 1 point 5) and 8) of the Commercial Companies Code, the Extraordinary General Meeting of the Company resolves the following:

§ 1

The Resolution No. 22 of the Ordinary General Meeting of Boryszew S.A. of June 25, 2019 on authorizing the Management Board of the Company to purchase own shares of Boryszew SA (hereinafter referred to as "Resolution No. 22 ") is changing in such a way that:

1) in § 3 section 1 of Resolution No. 22 the full stop is replaced with a comma, followed by the words:" subject to section 7 below ".

2) in § 3 of Resolution No. 22 after section 6, section 7 shall be added with the following wording:" On the terms and conditions set out in this Resolution, Boryszew S.A. and subsidiaries of Boryszew S.A. are also authorized to accept treasury shares as a pledge in order to secure the liabilities of Boryszew S.A. or subsidiaries and to take over the pledged shares to satisfy the pledge. The payment for the pledged or acquired shares may not be lower than PLN 1 and not higher than the price of the last independent transaction as defined in the Standard. The total nominal value of own shares accepted as pledge may not exceed 20% of the share capital of the company, including also the nominal value of the remaining own shares that have not been sold by the company. The nominal value of own shares accepted as pledge will be included in the limit specified in sec. 1 above. In order to take over the pledged of own shares, as part of the satisfaction of the pledge, the reserve capital will be used

created by resolution No. 23 of the Ordinary General Meeting of Boryszew Spółka Akcyjna of June 25, 2019 on: creation of reserve capital for the purpose of buying back own shares."

§ 2

The consolidated text of Resolution No. 22 with the following wording is hereby adopted:

"§ 1

The Management Board of Boryszew SA is hereby authorized. to take any actual or legal actions related to the acquisition of own shares on the terms and in the manner set out in this resolution. In particular, within the limits of this resolution, the final number, method of purchase, price and date of purchase of shares will be determined by the Management Board of the Company under the conditions resulting from this resolution. Own shares purchased by the Company will be designated for redemption.

§ 2

The Management Board of Boryszew SA will be obliged to disclose the terms of the purchase of own shares to the public in accordance with Art. 2 of Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 supplementing the Regulation of the European Parliament and Council (EU) No 596/2014 with regard to regulatory technical standards on the conditions applicable to buy-back programs and stabilization measures prior to the commencement of share buy-backs ("Standard").

§ 3

1. The total number of shares acquired under the new share buyback program adopted by the Resolution of the Ordinary General Meeting on June 25, 2019 will not exceed 80,000,000 (in words: eighty million) shares, which constitute 33.33% of the share capital of the Company, subject to sec. 7 below.
2. The Company will purchase its own shares as follows: (i) in transactions on the regulated market of the Warsaw Stock Exchange, (ii) in transactions or transactions outside the regulated market, or (iii) by public tender offer or calls to subscribe for the sale of treasury shares announced (announced) in accordance with the provisions of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Journal of Laws of 2016, item 1639 as amended) (the "Act"). Own Shares may be acquired by the Company (or its subsidiary) directly or through an investment firm.
3. W.in the case of purchasing Own Shares in transactions on the regulated market, referred to in § 3 sec. 2 point (i) of the resolution, the price for one share will be determined taking into account Art. 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse and repealing Directive 2003/6 / EC of the European Parliament and of the Council and Commission Directives 2003/124 / EC, 2003/125 / EC and 2004/72 / EC (Journal of Laws UE. L. 2014.173.1), ("MAR Regulation") and the Standard.
4. The duration of the buy-back of own shares shall be 5 years from the date of adopting this resolution - but no longer than until the funds that may be allocated for their purchase are exhausted.
5. The Management Board, guided by the interests of Boryszew S.A. and after consulting the Supervisory Board of the Company, it may complete the acquisition of shares before the deadline specified in § 3 sec. 4 or before the funds allocated for their purchase are exhausted, or resign from purchasing shares in whole or in part.
6. In the event of making the decisions referred to in § 3 sec. 5 the Management Board of Boryszew S.A. undertakes to to disclose information to the public in a manner appropriate for the publication of confidential information within the meaning of the provisions of the MAR Regulation in the manner specified in the Act.
7. On the terms specified in this Resolution, Boryszew S.A. and subsidiaries of Boryszew S.A. are also authorized to accept treasury shares as a pledge in order to secure the liabilities of Boryszew S.A. or subsidiaries and to take over the pledged shares to satisfy the pledge. The payment for the pledged or acquired shares may not be lower than PLN 1 and not higher than the price of the last independent transaction as defined in the Standard. The total nominal value of own shares accepted as pledge

may not exceed 20% of the share capital of the company, including the nominal value of the remaining own shares which have not been sold or redeemed by the company. The nominal value of own shares accepted as pledge will be included in the limit specified in sec. 1 above. In order to take over the pledged own shares as part of the pledge, the reserve capital created by resolution No. 23 of the Ordinary General Meeting of Boryszew Spółka Akcyjna of 25 June 2019 on creating a reserve capital for the purpose of buying back own shares. "

§ 3

The actions of purchasing own shares made on the basis of the current wording of Resolution No. 22 and the resolutions of the Management Board of Boryszew SA adopted in order to implement Resolution No. 22 remain in force.

regarding item 9 of the planned agenda

(Draft)

"Resolution No. 7

of the Extraordinary General Meeting of Boryszew SA of 25 January 2021
regarding: changes in the composition of the Company's Supervisory Board

Pursuant to Art. 385 § 1 of the Commercial Companies Code and § 13 sec. 8 point 6 of the Company's Articles of Association, the following is resolved:

§ 1

On , Mr. / Mrs. is recalled from the Supervisory Board of Boryszew S.A.

§ 2

The resolution comes into force upon its adoption.

§ 3

The resolution was passed by secret ballot. "

(Draft)

" Resolution No. 8

of the Extraordinary General Meeting of Boryszew S.A. of 25 January 2021
regarding: changes in the composition of the Company's Supervisory Board

Pursuant to Art. 385 § 1 of the Commercial Companies Code and § 13 sec. 8 point 6 of the Company's Articles of Association, the following is resolved:

§ 1

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

§ 2

The resolution comes into force upon its adoption.

§ 3

The resolution was passed in a secret ballot. "

Justification for the draft resolutions:

Draft resolutions No. 1 – 3

Resolutions regarding procedural matters

Draft resolution No. 4

Resolution resulting from the expansion of the Company's operations to include the production of pesticides and other agrochemicals.

Draft resolution No. 5

Resolution related to the provision of § 12 section 1 of the Company's Articles of Association, requiring approval by the General Meeting of by the Supervisory Board of the supplementary election of a Supervisory Board member in place of a Supervisory Board member who resigned from membership in the Supervisory Board.

Draft resolution No. 6

The Management Board, in order to implement the authorization granted by Resolution No. 22 of June 25, 2019, requests for the extension of the granted authorization also for consent to acquire own shares by taking over the ownership of a pledge on shares established to secure the liabilities due to Boryszew SA or subsidiaries.

Draft resolutions No. 7 - 8:

Resolutions resulting from the inclusion in the agenda of the General Meeting of the item regarding changes in the composition of the Supervisory Board of the Company. This point of the agenda of the Meeting is placed by custom in order to enable the Shareholders to make changes in the event of such a decision.

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.