

**RESOLUTIONS ADOPTED BY THE EXTRAORDINARY GENERAL MEETING OF BORYSZEW S.A.
ON JANUARY 25, 2021**

Ad. 2 of the agenda

**"Resolution No. 1
of the Extraordinary General Meeting of Boryszew SA of January 25, 2021
regarding: election of the Chairman of the General Meeting**

§ 1

Extraordinary General Meeting The Company, pursuant to the provisions of Article 409 §1 of the Commercial Companies Code, elects Mr. Wiesław Jakubowski as the Chairman of the Extraordinary General Meeting of the Company.

§ 2

The resolution comes into force upon its adoption. "

In a secret ballot, 117,095,366 valid votes were cast from 117,095,366 shares, i.e. 48.79% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 117,095,366 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was passed in a secret ballot. Mr. Wiesław Jakubowski accepted the election.

Ad. 4 of the agenda

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

§ 1

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. "

In open ballot 117,095,366 valid votes were cast from 117,095,366 shares, i.e. from 48.79% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 117,095,366 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was adopted in an open vote.

Ad. 5 of the agenda

**"Resolution No. 3
of the Extraordinary General Meeting of Boryszew SA of 25 January 2021
on: failure to appoint a Returning Committee**

§ 1

Extraordinary General Meeting of the Company decides not to appoint a Returning Committee.

§ 2

The resolution comes into force upon its adoption. "

In open ballot 117,095,366 valid votes were cast from 117,095,366 shares, i.e. 48.79% of shares in the share capital of the Company, where:

1) for adopting a resolution: 108,945,067 votes,

2) against adopting resolutions: 0 votes,

3) abstentions: 8,150,299 votes,

therefore the above resolution was adopted in an open vote.

Ad. 6 of the agenda

**"Resolution No. 4
of the Extraordinary General Meeting of Boryszew SA of January 25, 2021
on: amendment of the Company's Articles of Association.**

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

§ 1

In § 4 section 1 of the Articles of Association, the following types of activity are added:

- PKD 20.20.Z - Production of pesticides and other agrochemicals.

§ 2

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

In open ballot 117,095,366 valid votes were cast from 117,095,366 shares, i.e. 48.79% of shares in the share capital of the Company, where:

1) for adopting the resolution: 116,906,982 votes,

2) against adopting the resolution: 0 votes,

3) abstaining: 188,384 votes,

therefore the above resolution was passed in an open vote.

Ad. 7 of the agenda

**"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 Supervisory Board on December 11, 2020 appointing Mr. Damian Pakulski to the Supervisory Board of Boryszew S.A.

§ 2

The resolution comes into force upon its adoption.

§ 3

The resolution was passed in a secret ballot. "

In a secret ballot, 117,095,366 valid votes were cast from 117,095,366 shares, i.e. 48.79% of the shares in the share capital of the Company, where:

- 1) for adopting the resolution: 116,521,742 votes,
- 2) against adopting the resolution: 573,624 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was passed in a secret ballot.

Ad. 8 of the agenda

**"Resolution No. 6
of the Extraordinary General Meeting of Boryszew S.A. of January 25, 2021
on: amendment to 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.**

Pursuant to Art. 362 § 1 point 5) and 8) of the Commercial Companies Code, the Extraordinary General Meeting of the Company resolves as follows:

§ 1

Resolution No. 22 of the Ordinary General Meeting of Boryszew Spółka Akcyjna of June 25, 2019 on authorizing the Management Board of the Company is amended to purchase own shares of Boryszew SA (hereinafter referred to as "Resolution No. 22") as follows:

- 1) in § 3 sec. 1 of Resolution No. 22 is replaced by a comma followed by the words: "subject to section 7 below".
- 2) in § 3 of Resolution No. 22 after sec. 6 the following paragraph is added: 7 with the following wording: "Under the conditions set out in this Resolution, Boryszew SA and subsidiaries of Boryszew SA are also authorized to accept their own shares as a pledge in order to secure the receivables due to Boryszew SA or its subsidiaries and to take over the pledged shares to satisfy The payment for the

pledged shares may not be lower than PLN 1 and not higher than the highest price of an independent transaction within the meaning of the Standard made within the last 12 months prior to the acceptance of the shares. % of the share capital of the company, including the nominal value of the remaining own shares that have not been sold by the company. The nominal value of own shares that have been pledged will be included in the limit specified in section 1 above. within the satisfaction of the subject of the pledge will be used the reserve capital created by resolution No. 23 of the Ordinary General Meeting of Boryszew Spółka Akcyjna of June 25, 2019 on: the creation of reserve capital for the purpose of purchasing own shares. "

§ 2

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

"§ 1

The Management Board of Boryszew SA is authorized to take any actual or legal actions related to the acquisition of own shares on conditions and in the manner set out in this resolution, in particular within the limits of this resolution, the final number, mannerThe acquisition, price, date of acquisition 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 purchase of own shares to the public in accordance with Article 2 of Commission Delegated Regulation (EU) 2016/1052 of 8 March 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, constitute 33.33% of the share capital of the Company, subject to sec. 7 below.
2. The Company will purchase its own shares in the following manner: (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) ("Act"). Own Shares may be acquired by the Company (or its subsidiary) directly or through an investment firm.
3. In the case of acquiring 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 buyback of own shares will be 5 years from the date of this resolution - no longer, however, than until the funds that may be allocated to their acquisition.

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 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 receivables due to Boryszew S.A. or subsidiaries and to take over pledged shares to satisfy the pledge. The payment for the shares pledged or taken over may not be lower than PLN 1 and not higher than the highest price from an independent transaction within the meaning of the Standard made in the last 12 months before accepting the shares. 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 shall 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 will be used created by resolution No. 23 of the Ordinary General Meeting of Boryszew Spółka Akcyjna of June 25, 2019 on: creating a reserve capital for the purpose of purchasing own shares."

§ 3

Acts of acquiring 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.

§ 4

The resolution comes into force upon its adoption. "

In open ballot 117,095,366 valid votes were cast from 117,095,366 shares, i.e. from 48.79% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 116,333,358 votes,
- 2) against the adoption of the resolution: 51,879 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was adopted in an open vote.

Ad. 9 of the agenda

**"Resolution No. 7
of the Extraordinary General Meeting of Boryszew SA of January 25, 2021
on: changes in the composition of the Company's Supervisory Board**

§ 1

The Extraordinary General Meeting of Boryszew SA resolves not to make changes to the composition of the Supervisory Board.

§ 2

The resolution comes into force upon its adoption. "

In open ballot 117,095,366 valid votes were cast from 117,095,366 shares, i.e. 48.79% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 108,423,322 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 8,672,044 votes,

therefore the above resolution was passed in an open vote.

Translation from the original Polish version.

In the event of differences resulting from the translation, reference should be made to the official Polish version.