

Draft resolutions of the Ordinary General Meeting of Boryszew S.A. on June 24, 2021

The Management Board of Boryszew S.A. announces the content of draft resolutions to be discussed at the Ordinary General Meeting of Boryszew S.A. convened for June 24, 2021.

regarding item 2 of the planned agenda

(Draft)

"Resolution No. 1

of the Ordinary General Meeting of Boryszew S.A. dated June 24, 2021

on: election of the Chairman of the General Meeting

§ 1

The 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 Annual General Meeting of the Company in person

§ 2

The resolution shall enter into force upon its adoption. "

regarding item 4 of the planned agenda

(Draft)

"Resolution No. 2

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: adoption of the agenda of the General Meeting

§ 1

The Ordinary 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 current report No. 18/2021 published on May 28, 2021.

§ 2

The resolution shall enter into force upon its adoption. "

regarding item 5 of the planned agenda

(Draft)

"Resolution No. 3

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: appoint the Ballot Committee

§ 1

The Ordinary General Meeting of the Company hereby appoints the following persons to the Ballot Committee:.....

§ 2

The resolution is into force upon adoption. "

regarding item 6 of the planned agenda

(Draft)

"Resolution No. 4

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: approval of the report on the operations of Boryszew Capital Group in 2020 (incorporating disclosure requirements for the Report of the Management Board on the operations of the Parent Company in the above mentioned period)

§ 1

The General Meeting of the Company approves the Report of the Management Board on the operations of Boryszew Capital Group in 2020 (incorporating disclosure requirements for the Report of the Management Board on the operations of the Parent Company in the above mentioned period).

§ 2

The resolution shall enter into force upon its adoption. "

regarding item 7 of the planned agenda

(Draft)

" Resolution No. 5

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: approval of the financial statements of Boryszew S.A. for 2020

Acting pursuant to art. 395 § 2 item 1 of the Code of Commercial Companies and § 13 para. 8 item 1 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of the Company approves the financial statements of Boryszew S.A. for the period from January 1, 2020 to December 31, 2020, comprising:

- the separate statement of financial position prepared as at December 31, 2020, which on the assets and equity and liabilities side shows the amount of PLN 2,545,049 thousand,
- the separate statement of comprehensive income for the period from January 1, 2020 to December 31, 2020, showing a net profit of PLN 1,176,737 thousand and total comprehensive income in the amount of PLN 1,204,548 thousand,
- the separate statement of changes in equity for the period from January 1, 2020 to December 31, 2020, showing an increase in equity by PLN 1,168,462 thousand,
- the separate statement of cash flow for the period from January 1, 2020 to December 31, 2020, showing a decrease in cash by PLN 2,894 thousand,
- notes.

§ 2

The resolution shall enter into force upon its adoption. "

regarding item 8 of the planned agenda

(Draft)

" Resolution No. 6

of the Ordinary of the General Meeting of Boryszew SA of June 24, 2021

on: approval of the consolidated financial statements of the Group for 2020

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, the following is resolved:

§ 1

The General Meeting of the Company approves the consolidated financial statements of the Group for 2020 comprising:

- the consolidated statement of financial position prepared as at December 31, 2019, which on the assets side and on the equity and liabilities side, it shows the sum of PLN 4,788,372 thousand,
- the consolidated statement of comprehensive income for the period from January 1, 2019 to December 31, 2019, showing a net loss of 98.745 thousand PLN and total comprehensive income in the amount of (98,206) thous. PLN,
- the statement of changes in consolidated equity for the period from January 1, 2019 to December 31, 2019, showing a decrease in equity by PLN 259,850 thousand. PLN,
- the consolidated statement of cash flows for the period from January 1, 2019 to December 31, 2019, showing an increase in cash by PLN 81,974 thousand,
- notes.

§ 2

The resolution shall enter into force upon its adoption. "

regarding item 9 of the planned agenda

(Draft)

"Resolution No. 7

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: approval of the financial statements of SPV Boryszew 3 Sp. z o.o. for 2019 and the report on the operations of SPV Boryszew 3 Sp. z o.o. in 2019

§ 1

Acting pursuant to art. 395 § 5 of the Commercial Companies Code, The General Meeting of Boryszew S.A. approves the financial statements and the Report of the Management Board on the operations of SPV Boryszew 3 Sp. z o.o. in 2019.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 11 of the planned agenda

(Draft)

"Resolution No. 8

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: grant discharge to Mr Piotr Lisiecki, in respect of his duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Piotr Lisiecki in respect of his duties as President of the Management Board in the period from January 1, 2020 to December 31, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 11 of the planned agenda

(Draft)

"Resolution No. 9

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: grant discharge to Mr Mikołaj Budzanowski, in respect of his duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Mikołaj Budzanowski in respect of his duties as Member of the Management Board in the period from January 1, 2020 to December 31, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 11 of the planned agenda

(Draft)

"Resolution No. 10

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: grant discharge to Mr Krzysztof Kołodziejczyk, in respect of his duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Krzysztof Kołodziejczyk in respect of his duties as Member of the Management Board in the period from January 1, 2020 to December 11, 2020.

§ 2

The resolution shall enter into force upon its adoption. "

regarding item 11 of the planned agenda

(Draft)

"Resolution No. 11

of the Ordinary General Meeting of Boryszew SA of June 24, 2020

on: grant discharge to Mr Andrzej Juszczyński, in respect of his duties in 2020.

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Andrzej Juszczyński in respect of his duties as Vice President of the Management Board in the period from December 11, 2020 to December 31, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 12 of the planned agenda

(Draft)

"Resolution No. 12

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: grant discharge to Mr Arkadiusz Krężel in respect of duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Arkadiusz Krężel, in respect of duties as Chairman of the Supervisory Board, in the period from January 1, 2020 to July 23, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 12 of the planned agenda

(Draft)

"Resolution No. 13

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: grant discharge to Mr Janusz Wisniewski in respect of duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Janusz Wiśniewski, in respect of duties as Deputy Chairman of the Supervisory Board, in the period from January 1, 2020 to July 23, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 12 of the planned agenda

(Draft)

"Resolution No. 14

of the Ordinary General Meeting of Boryszew SA of June 24, 2020
on: grant discharge to Mr Mirosław Kutnik in respect of duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Mirosław Kutnik, in respect of duties as Secretary of the Supervisory Board in the period from January 1, 2020 to December 31, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 12 of the planned agenda

(Draft)

"Resolution No. 15

of the Ordinary General Meeting of Boryszew SA of June 24, 2020
on: grant discharge to Mr Jarosław Antosik in respect of duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Jarosław Antosik, in respect of duties as Member of the Supervisory Board in the period from January 1, 2020 to December 31, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 12 of the planned agenda

(Draft)

"Resolution No. 16

of the Ordinary General Meeting of Boryszew SA of June 24, 2020
on: grant discharge to Ms Małgorzata Waldowska in respect of duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Ms Małgorzata Waldowska in respect of duties as Member of the Supervisory Board in the period from January 1, 2020 to December 31, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 12 of the planned agenda

(Draft)

"Resolution No. 17

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: grant discharge to Mr Wojciech Kowalczyk in respect of duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Wojciech Kowalczyk in respect of duties as:

- Member of the Supervisory Board in the period from June 15, 2020 to July 22,2020,
- Chairman of the Supervisory Board, in the period from July 23, 2020 to December 31, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 12 of the planned agenda

(Draft)

"Resolution No. 18

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: grant discharge to Mr Andrzej Juszczynski in respect of duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Andrzej Juszczynski in respect of duties as:

- Member of the Supervisory Board in the period from July 23, 2020 to July 26,2020,
- Deputy Chairman of the Supervisory Board, in the period from July 27, 2020 to December 10, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 12 of the planned agenda

(Draft)

"Resolution No. 19

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: grant discharge to Mr Damian Pakulski in respect of duties in 2020

Acting pursuant to art. 395 § 2 point 3 of the Commercial Companies Code and § 13 para. 8 point 3 of the Company's Articles of Association, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Damian Pakulski in respect of duties as Member of the Supervisory Board in the period from December 11, 2020 to December 31, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 13 of the planned agenda

(Draft)

"Resolution No. 20

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: grant discharge to Member of the Management Board in respect of duties in 2019

Acting pursuant to art. 395 § 5 of the Commercial Companies Code and § 18 section 8a) of the Articles of Organization, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Piotr Szeliga in respect of duties as President of the Management Board in the period from January 1, 2019 to May 8, 2019.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 13 of the planned agenda

(Draft)

"Resolution No. 21

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: grant discharge to Member of the Management Board in respect of duties in 2019

Acting pursuant to art. 395 § 5 of the Commercial Companies Code and § 18 section 8a) of the Articles of Organization, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Ms Anna Worach in respect of duties as President of the Management Board in the period from May 9, 2019 to December 8, 2019.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 13 of the planned agenda

(Draft)

"Resolution No. 22

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: to grant discharge to Member of the Management Board in respect of duties in 2019 and in 2020

Acting pursuant to art. 395 § 5 of the Commercial Companies Code and § 18 section 8a) of the Articles of Organization, the following is resolved:

§ 1

The General Meeting of Boryszew S.A. grants discharge to Mr Paweł Tokłowicz in respect of duties as President of the Management Board in the period from December 9, 2019 to December 31, 2019 and January 1, 2020 to June 24, 2020.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 14 of the planned agenda

"Resolution No. 23

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: distribution of net profit for 2020

Acting pursuant to art. 395 § 2 point 2 of the Commercial Companies Code and § 13 para. 8 point 2 of the Company's Articles of Association, the following is resolved:

§ 1

The Ordinary General Meeting of Boryszew S.A. decides to allocate the net profit of the Company for 2020 in the amount of PLN 1,176,737 thousand to:

- cover net loss for 2019 of 173,789 thousand,
- capital increase - retained profits in the amount of PLN 1,002,948 thousand.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 15 of the planned agenda

"Resolution No. 24

of the Ordinary General Meeting of Boryszew SA of June 24, 2021

on: endorse the Report of the Supervisory Board of Boryszew S.A. on remuneration of members of the Management Board and the Supervisory Board for 2019–2020

Acting pursuant to Art. 395 § 2 point 1 of the Commercial Companies Code in conjunction with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005,

§ 1

The Ordinary General Meeting of Boryszew S.A., having considered the auditor's assessment of the Report of the Supervisory Board of Boryszew S.A. on remuneration of members of the Management Board and the Supervisory Board for 2019–2020, hereby resolves to endorse the Report as adopted by the Supervisory Board and attached to this Resolution.

§ 2

This resolution shall come into force upon its adoption.

regarding item 16 of the planned agenda

"Resolution No. 25
of the Ordinary General Meeting of Boryszew SA of June 24, 2021
on: 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. "

regarding item 16 of the planned agenda

"Resolution No. 26
of the Ordinary General Meeting of Boryszew SA of June 24, 2021
on: 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 S.A.

§ 2

The resolution comes into force upon its adoption.

§ 3

The resolution was passed in a secret ballot. "

Signatures:

Wojciech Kowalczyk - Acting 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.