



Form to allow execution of vote's right by proxy
(it does not replace the document of proxy)

I. GENERAL INFORMATION

The aforesaid form has been prepared according to the article 402³ of the Commercial companies code in order to make it possible to execute the vote's right by proxy on the Extraordinary General Meeting of Boryszew S.A. with the seat in Warszawa (called hereinafter as "the Company") to be held on October 28, 2021.

Using of the aforesaid form is not a duty of shareholder and is not a condition of voting by proxy. It also does not replace the document of proxy.

II. PRINCIPLE'S (SHAREHOLDER'S) DATA

Name and family name/company:

.....

Address:

.....

No of identity card/passport / number in National Court Registry:

.....

PESEL:

.....

NIP:

.....

III. PROXY'S DATA

Name and family name/company:

.....

Address:

.....

No of identity card/passport/number in National Court Registry:

.....

PESEL:

.....

NIP:

.....

IV. INSTRUCTION FOR THE PROXY

Using of this form is only in the decision of Shareholder and is not the condition to vote by the proxy.

The form includes instruction regarding execution of the vote's right by the proxy and does not replace the document of proxy.



Shareholder gives instructions by putting "X" sign in adequate column. In case of wishes to give other or further instructions, Shareholder should fill in the column "Further/other instructions" stating there the way of executing the vote's right by the proxy.

In case Shareholder takes a decision to vote different from the possessed shares, he is asked to point in the adequate column the number of shares, out of which the proxy is to vote "FOR", "AGAINST" or "ABSTAIN FROM VOTE". In case of lack of pointing the amount of shares, it is acknowledged that the proxy is authorized to vote in the indicated way of all shares possessed by the shareholder.

The drafts of resolutions placed in this instruction may differ from drafts of resolutions given under voting on the Extraordinary General Meeting. In order to avoid doubts regarding methods of voting in such case, it is recommend to determine in the column "Other" the way of processing of the proxy in such situation.

At the same time the Company informs that it will no verify whether the proxies make vote's right given from Shareholder. In such connection the vote instruction has not to be pass to the Company.

Point 2 of the agenda – Draft resolution no 1 on election of the Chairman of the General Meeting

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

Point 4 of the agenda – Draft of resolution no 2 on approval of the agenda of the meeting

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			

Point 5 of the agenda – Draft of resolution no 3 on election of the Committee Returning

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> According to the proxy
No of shares	<input type="checkbox"/> Notification of objection No of shares	No of shares	No of shares
<input type="checkbox"/> Further instructions			



Point 6 of the agenda – Draft of resolution no 4 on the merger of Boryszew S.A. (as Acquiring Company) with SPV Impexmetal Sp. z o.o (as Acquired Company 1) and Impex - invest Sp. z o.o. (as Acquired Company 2).

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 7 of the agenda – Draft of resolution no 5 on on amending the Company’s Articles of Association

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 8 of the agenda – Draft of resolution no 6 on approval of the election of a Supervisory Board member

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 9 of the agenda – Draft of resolution no 7 on the change of Resolution No. 24 of the Ordinary General Meeting of Boryszew S.A. of 23 July 2020 on approval of the Remuneration Policy for the members of the Management Board and Supervisory Board of Boryszew S.A.

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			



Point 10 of the agenda – Draft of resolution no 8 on changes in the composition of the Company's Supervisory Board

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

Point 10 of the agenda – Draft of resolution no 9 on changes in the composition of the Company's Supervisory Board

<input type="checkbox"/> For No of shares	<input type="checkbox"/> Against <input type="checkbox"/> Notification of objection No of shares	<input type="checkbox"/> Abstain No of shares	<input type="checkbox"/> According to the proxy No of shares
<input type="checkbox"/> Further instructions			

V. DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF BORYSZEW S.A. ON OCTOBER 28, 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 October 28, 2021.

regarding point 2 of the planned agenda

(Draft)

**"Resolution No. 1
of the Extraordinary General Meeting of Boryszew SA of October 28, 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 October 28, 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. 35/2021 made public on October 1, 2021.

§ 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 October 28, 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 October 28, 2021
on the merger of Boryszew S.A. (as Acquiring Company) with SPV Impexmetal Sp. z o.o (as Acquired
Company 1) and Impex - invest Sp. z o. o. (as Acquired Company 2).**

The Extraordinary General Meeting of Shareholders of Boryszew S.A. based in Warsaw, acting under Article 506 § 2 and Article 492 § 1 point 1 of the Commercial Companies Code hereby resolves as follows:

§ 1

1. Following presentation by the Management Board of the Company of the relevant elements of the Merger Plan and having reviewed the complete documentation on the merger procedure, the Extraordinary General Meeting of Shareholders of Boryszew S.A. approves the Merger Plan agreed on 16 September 2021 by the Management Boards of Boryszew S.A. (Acquiring Company) and SPV Impexmetal Spółka z o.o. (Acquired Company 1) and Impex - Invest Spółka z o. O. (Acquired Company 2), provided as Schedule No. 1 to these minutes, and decides to merge Boryszew S.A. (as the Acquiring Company) with SPV Impexmetal Spółka z o.o. (as the Acquired Company 1) and Impex - Invest Spółka z o. o. (as the Acquired Company 2) by transferring all assets of the Acquired Company 1 and the Acquired Company 2 to the Acquiring Company as the sole shareholder.



2. The merger will be carried out under the provisions of CCC Article 492 § 1 pint 1 by transferring of all the assets of the Acquired Company 1 and Acquired Company 2 to the Acquiring Company by universal succession (merger by acquisition).

§ 2

Given the fact that the Acquiring Company owns 100% of shares in the Acquired Company 1 and in the Acquired Company 2, the merger of the Companies will take place without increase of the share capital of the Acquiring Company and on the conditions set out in the Merger Plan, which, according to Article 500 §2¹ of the Commercial Companies Code, has been made available on the websites of the merging Companies at: www.boryszew.com and www.spvimpexmetal.com.pl and www.impexinvest.com.pl

§ 3

Commercial Companies Code the Acquiring Company is the sole shareholder of the Acquired Company 1 and the Acquired Company 2, the merger will be carried out according to the simplified procedure in Article 516 § 6 of the Commercial Companies Code.

§ 4

The Extraordinary General Meeting of Boryszew S.A. authorises the Management Board of the Company to undertake all necessary actions in the procedure of merger of the Acquiring Company with the Acquired Company 1 and the Acquired Company 2.

§ 5

The resolution becomes effective on the day of its adoption with effect from the date of entering the merger into the register of entrepreneurs competent for the Acquiring Company.

regarding point 7 of the planned agenda

(Draft)

**"Resolution No. 5
of the Extraordinary General Meeting of Boryszew SA of October 28, 2021
on amending the Company's Articles of Association**

Acting in virtue of Art. 430 § 1 and 5 of Commercial Companies Code and § 13 sec. 8 item 4 of the Company' Articles of Association, it is resolved as follows:

§ 1

In § 12 of the Company's Articles of Association sec. 8 is deleted:

“Adopting resolutions following the procedure specified in point 7 does not apply to the election of the Chair Person and Deputy Chair Person, appointment of a member of the Management Board as well as dismissal and suspension of those persons.”

§ 2

Under § 12 sec. 11 of the Company's Articles of Association, the Supervisory Board is authorised to determine the consolidated text of the Company's Articles of Association, considering the amendments adopted by this resolution.



§ 3

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

regarding point 8 of the planned agenda

(Draft)

**"Resolution No. 6
of the Extraordinary General Meeting of Boryszew SA of October 28, 2021
on 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 Janusz Siemieniec to the Supervisory Board of Boryszew SA on August 10, 2021.

§ 2

The resolution comes into force upon its adoption."

regarding point 9 of the planned agenda

(Draft)

**"Resolution No. 7
of the Extraordinary General Meeting of Boryszew SA of October 28, 2021
on the change of Resolution No. 24 of the Ordinary General Meeting of Boryszew S.A. of 23 July 2020
on approval of the Remuneration Policy for the members of the Management Board
and Supervisory Board of Boryszew S.A.**

Acting under Article 90d of the Act of 29 July 2005 on public offering and terms of introducing financial instruments to organised trading and on public companies (Journal of Laws of 2005 No. 184, item 1539, consolidated text Journal of Laws of 2019, item 623), it is resolved as follows:

§ 1

The change of the Remuneration Policy for members of the Management Board and the Supervisory Board of Boryszew S.A., provided as Schedule to the Resolution No. 24 of the Ordinary General Meeting of Boryszew S.A. of 23 July 2020 is such that:

1. § 5 sec. 5 is changed to have the following new wording:

"The fixed remuneration of a member of the Supervisory Board should be differentiated with respect to the functions performed, in particular the chairman and the deputy chairman of the Supervisory Board, its secretary, a member of the Audit Committee and the Remuneration Committee. Remuneration of Supervisory Board members meeting the independence criterion should guarantee the status."

2. § 6 sec. 2 is changed to have the following new wording:

"The management objectives for a financial year or for longer periods are determined by the Supervisory Board in a resolution specifying management objectives jointly for the entire"



Management Board or individually for individual Management Board Members. The Supervisory Board assigns an appropriate point weight to each objective or determines another way of assessing the importance of an objective and evaluating the criteria for fulfilling it. In a resolution, the Supervisory Board also determines the maximum amount of the Variable Remuneration due to a member of the Management Board for a financial year or for the period to which the management objectives relate”.

3. § 6 sec. 3 is changed to have the following new wording:

“Management objectives, specified as short- and long-term goals, are determined with reference to the general criteria indicated below, which are subject to clarification or expansion by the Supervisory Board in accordance with the strategy and long-term interests of the Company and to ensure that its stability is maintained:

- 1) operating results achieved by the Company in a financial year including the reported EBIT, EBITDA according to Company’s LIFO, EBITDA of the Capital Group;*
- 2) the average market price of the Company's shares in a financial year;*
- 3) Company's relations with the competent supervisory authorities;*
- 4) Company's social interests;*
- 5) Company's contribution to environmental protection;*
- 6) measures aimed at preventing and eliminating the negative social effects of the Company's activities.”*

4. In § 6 the following new paragraph 4 is added:

“Management objectives are determined by the Supervisory Board with reference to all or part of the criteria referred to in sec. 3 above, but the Supervisory Board may not limit itself to setting management objectives only involving the financial results achieved by the Company.”

5. In § 6, the number of sec. 4 is changed to 5 with the following new wording:

“Following the end of the financial year, the Supervisory Board evaluates the achievement of the management objectives by awarding points on the basis of the point weights referred to in sec. 2 or performs evaluation in another manner determined by resolution in accordance with sec. 2 and awards an annual bonus to the members of the Management Board in the amount determined in accordance with sec. 6. In the event of earlier positive assessment of the progress in achieving the management objectives during the financial year to which the objectives relate, the Supervisory Board may decide on advance payment of part of the annual bonus”

6. In § 6, the number of sec. 5 is changed to 6 with the following new wording:

“The value of the Variable Remuneration payable is determined:

- a. if the Supervisory Board determines point weights for specific management objectives - by multiplying the percentage of points awarded to the Management Board member for achieved management objectives in all possible points by the maximum value of the Variable Remuneration referred to in section 2;*
- b. if the Supervisory Board determines a different method of defining the importance of an objective and the criteria for the evaluation of its achievement - according the procedure established by the Supervisory Board in the resolution referred to in sec. 2.”*



7. In § 6, the number of sec. 6 is changed to 7 with the following new wording:

"The amount of Variable Remuneration for a financial year may not exceed 250% of the Fixed Remuneration due for the same period."

8. In § 6, the number of sec. 7 is changed to 8.

9. In § 6, the number of sec. 8 is changed to 9.

10. In § 6, the number of sec. 9 is changed to 10.

11. In § 6, the number of sec. 10 is changed to 11.

12. New § 11 shall be added with the following new wording:

§ 11 Description of significant changes from the previous remuneration policy

"The Extraordinary General Meeting of the Company, by Resolution No. 7 of 28 October 2021, adopted amendments to the Remuneration Policy against the original wording adopted in Resolution No. 24 of the Ordinary General Meeting of the Company held on 23 July 2020. The adopted amendments include modification of the rules of awarding Variable Remuneration to members of the Company's Management Board, granting the Supervisory Board broader authority to determine the criteria for assessing if awarding Variable Remuneration is justified and the amount of such remuneration."

§ 2

The Extraordinary General Meeting of the Company adopts the consolidated text of the Remuneration Policy for the members of the Management Board and the Supervisory Board of Boryszew S.A.

§ 3

The Resolution becomes effective upon adoption and binding as of 1 January 2021."

regarding item 10 of the planned agenda

(Draft)

**"Resolution No. 8
of the Extraordinary General Meeting of Boryszew SA of October 28, 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 10 of the planned agenda

(Draft)

**" Resolution No. 9
of the Extraordinary General Meeting of Boryszew S.A. of October 28, 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 SA

§ 2

The resolution comes into force upon its adoption.

§ 3

The resolution was passed in a secret ballot. "

Translation from the original Polish version.

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