

**Draft resolutions of the Ordinary General Meeting of Boryszew S.A. on May 27, 2022**

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 May 27, 2022.

At the same time, the Company informs that the Report of the Supervisory Board of Boryszew S.A. on the remuneration of Members of the Management Board and Supervisory Board for 2021, along with the report of an independent statutory auditor, whose opinion is expected under item 16 of the planned AGM agenda, will be made public by the Issuer immediately after their approval by the Supervisory Board of the Company.

***regarding item 2 of the planned agenda***

(Draft)

"Resolution No. 1

of the Ordinary General Meeting of Boryszew S.A. dated May 27, 2022

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 May 27, 2022

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](http://www.boryszew.com) and in the form of current report No. 15/2021 published on April 29, 2022.

§ 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 May 27, 2022

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 May 27, 2022

on: approval of the report on the operations of Boryszew Capital Group in 2021 (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 2021 (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 May 27, 2022

on: approval of the financial statements of Boryszew S.A. for 2021

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, 2021, comprising:

- the separate statement of financial position prepared as at December 31, 2021, which on the assets and equity and liabilities side shows the amount of PLN 2,513,462 thousand,
- the separate statement of comprehensive income for the period from January 1, 2021 to December 31, 2021, showing negative total comprehensive income in the amount of PLN (244,202) thousand; PLN and the net loss for 2021 in the amount of PLN (259,762) thousand,

- the separate statement of cash flow for the period from January 1, 2021 to December 31, 2021, showing an increase in cash by PLN 22,042 thousand,
- the separate statement of changes in equity for the period from January 1, 2021 to December 31, 2021, showing a decrease in equity by PLN 230,467 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 May 27, 2022

on: approval of the consolidated financial statements of the Group for 2021

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 2021 comprising:

- the consolidated statement of financial position prepared as at December 31, 2021, which on the assets side and on the equity and liabilities side, it shows the sum of PLN 4,220,636 thousand,
- the consolidated statement of comprehensive income for the period from January 1, 2021 to December 31, 2021, showing total comprehensive income in the amount of PLN 124,277 thousand and a net profit of PLN 82,155 thousand;
- the consolidated statement of cash flows for the period from January 1, 2021 to December 31, 2021, showing an increase in cash by PLN 34,890 thousand,
- the statement of changes in consolidated equity for the period from January 1, 2021 to December 31, 2021, showing an increase in equity by PLN 113,110 thousand. PLN,
- 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 May 27, 2022

on: on: approval of the Supervisory Board's report for 2021

Acting pursuant to art. 382 § 3 in connection with art. 395 § 5 of the Commercial Companies Code and § 12 sec. 11 point 2 of the Articles of Association of the Company, it is resolved as follows:

§ 1

The Ordinary General Meeting of the Company approves the Report of the Supervisory Board of Boryszew S.A. for 2021, containing in particular information on the functioning of the Company and the Capital Group, the Supervisory Board and its committees as well as other information and assessments required by generally applicable regulations and Best Practices of WSE Listed Companies 2021.

§ 2

The resolution shall enter into force upon its adoption."

***regarding item 10 of the planned agenda***

(Draft)

"Resolution No. 8

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to Mr Piotr Lisiecki, in respect of his duties in 2021

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, 2021 to May 3, 2021.

§ 2

The resolution shall enter into force upon its adoption."

***regarding item 10 of the planned agenda***

(Draft)

"Resolution No. 9

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to Mr Mikołaj Budzanowski, in respect of his duties in 2021

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, 2021 to December 31, 2021.

§ 2

The resolution shall enter into force upon its adoption."

**regarding item 10 of the planned agenda**

(Draft)

"Resolution No. 10

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to Mr Andrzej Juszczyński, in respect of his duties in 2021.

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 January 1, 2021 to September 31, 2021.

§ 2

The resolution shall enter into force upon its adoption."

**regarding item 10 of the planned agenda**

(Draft)

"Resolution No. 11

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to Mr Wojciech Kowalczyk in respect of duties in 2021

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:

- Acting President of the Management Board in the period from May 18, 2021 to August 10, 2021,
- President of the Management Board in the period from August 10, 2021 to December 31, 2021.

§ 2

The resolution shall enter into force upon its adoption."

**regarding item 11 of the planned agenda**

(Draft)

"Resolution No. 12

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to Mr Wojciech Kowalczyk in respect of duties in 2021

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 Chairman of the Supervisory Board, in the period from January 1, 2021 to August 10, 2021.

§ 2

The resolution shall enter into force upon its adoption."

**regarding item 11 of the planned agenda**

(Draft)

"Resolution No. 13

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to Ms Małgorzata Waldowska in respect of duties in 2021

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, 2021 to May 18, 2021,
- Deputy Chairman of the Supervisory Board, in the period from May 18, 2021 to August 10, 2021,
- Chairman of the Supervisory Board, in the period from August 10, 2021 to December 31, 2021.

§ 2

The resolution shall enter into force upon its adoption."

**regarding item 11 of the planned agenda**

(Draft)

"Resolution No. 14

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to Mr Mirosław Kutnik in respect of duties in 2021

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, 2021 to September 7, 2021,
- Deputy Chairman of the Supervisory Board, in the period from September 7, 2021 to December 31, 2021.

§ 2

The resolution shall enter into force upon its adoption."

**regarding item 11 of the planned agenda**

(Draft)

"Resolution No. 15

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to Mr Damian Pakulski in respect of duties in 2021

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 January 1, 2021 to September 7, 2021,
- Secretary of the Supervisory Board in the period from September 7, 2021 to December 31, 2021

§ 2

The resolution shall enter into force upon its adoption."

**regarding item 11 of the planned agenda**

(Draft)

"Resolution No. 16

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to Mr Jarosław Antosik in respect of duties in 2021

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, 2021 to December 31, 2021.

§ 2

The resolution shall enter into force upon its adoption."

**regarding item 11 of the planned agenda**

(Draft)

"Resolution No. 17

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to Mr Janusz Siemieniec in respect of duties in 2021

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 Siemieniec, in respect of duties as Member of the Supervisory Board in the period from August 10, 2021 to December 31, 2021.

§ 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 May 27, 2022

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to President of the Management Board of SPV Impexmetal Spółka z o.o.  
in respect of duties in 2021

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 Małgorzata Iwanejko in respect of duties as President of the Management Board Impexmetal Spółka z o.o. of in the period from January 1, 2021 to December 15, 2021.

§ 2

The resolution shall enter into force upon its adoption."

***regarding item 13 of the planned agenda***

(Draft)

"Resolution No. 19

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: grant discharge to President of the Management Board SPV Impex - Invest Spółka z o.o.  
in respect of duties in 2021

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 January 1, 2021 to December 15, 2021.

§ 2

The resolution shall enter into force upon its adoption."



**regarding item 14 of the planned agenda**

(Draft)

"Resolution No. 20

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: coverage of the net loss for 2021

Acting pursuant to Art. 395 § 2 point 2 and Art. 348 § 1, 4 and 5 of the Commercial Companies Code and § 13 sec. 8 point 2 of the Articles of Association of the Company, it is resolved as follows:

§ 1

Ordinary General Meeting of Boryszew S.A. decides to cover the net loss for 2021 in the amount of PLN (259,762) thousand from the Company's supplementary capital, and the profit from the sale of financial assets through total income in the amount of PLN 20,505 thousand to the Company's supplementary capital.

§ 2

The resolution shall enter into force upon its adoption."

**regarding item 15 of the planned agenda**

(Draft)

"Resolution No. 21

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: dividend payments

Acting pursuant to Art. 396 § 5 in connection with Art. 348 § 1, 4 and 5 of the Commercial Companies Code and § 13 sec. 8 point 2 of the Articles of Association of the Company, it is resolved as follows:

§ 1

1. Ordinary General Meeting of Boryszew S.A. decides to pay out, of the Company's supplementary capital, which pursuant to Art. 348 of the Commercial Companies Code, may be allocated to dividend, dividends to shareholders in the amount of PLN 0.92 per one share entitled to dividend.
2. The dividend record date is June 3, 2022.
3. The dividend payment date is set on June 10, 2022.
4. Own shares held by Boryszew S.A. are not eligible for dividend.

§2

The resolution is adopted subject to obtaining by Boryszew S.A. the consent of the Company's financing banks to the payment of dividends . If the condition is not met by the day preceding the dividend payment date, this resolution has no legal effect and will be considered as not adopted.."

***regarding item 16 of the planned agenda***

(Draft)

"Resolution No. 22

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

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 2021

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 2021, 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 17 of the planned agenda***

"Resolution No. 23

of the Ordinary General Meeting of Boryszew SA of May 27, 2022

on: amending the Company's Articles of Association

Acting pursuant to 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 § 14, point 7 is added, as follows:

"The Management Board of the Company is entitled to adopt a resolution on the payment of an advance to the shareholders on the expected dividend at the end of the financial year, if the Company has sufficient funds for the payment. The advance payment requires the consent of the Supervisory Board."

§ 2

The resolution comes into force upon its adoption, with effect from the date of entering the changes to the register of entrepreneurs of the National Court Register.

**regarding item 18 of the planned agenda**

"Resolution No. 24

of the Ordinary General Meeting of Boryszew SA of May 27, 2022  
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. 25

of the Ordinary General Meeting of Boryszew SA of May 27, 2022  
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 - 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.