

## Announcement on convening the Annual General Meeting of Boryszew S.A. as at May 27, 2022

The Management Board of Boryszew Spółka Akcyjna with its registered office in Warsaw (the "Company"), acting pursuant to art. 395, 399 § 1, 402(1) § 1, 2 and 402(2) of the Commercial Companies Code (CCC) and § 13 section 1 of the Company's Articles of Association, convenes the Ordinary General Meeting of Boryszew SA, which will take place on May 27, 2022 in Warsaw at 6 Foksal Street, at. 11.00, with the following agenda:

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation that the General Meeting has been properly convened and has the legal capacity to adopt resolutions.
4. Adoption of the agenda of the General Meeting
5. Appoint the Ballot Committee.
6. 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)
7. Adoption of a resolution regarding the approval of the financial statements of Boryszew S.A. for 2021.
8. Adoption of a resolution regarding the approval of the consolidated financial statements of the Boryszew Capital Group for 2021.
9. Adoption of a resolution regarding the approval of the report on the activities of the Supervisory Board for 2021.
10. Granting members of the Management Board discharge in respect of duties in 2021.
11. Granting members of the Supervisory Board discharge in respect of duties in 2021.
12. Granting President of the Management Board of SPV Impexmetal Sp. z o.o. discharge in respect of duties in 2021.
13. Granting President of the Management Board of Impex – Invest Sp. z o.o. discharge in respect of duties in 2021.
14. Adoption of a resolution on the coverage of the net loss for 2021.
15. Adoption of a resolution on dividend payment.
16. Adoption of a resolution 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.
17. Adoption of the resolution on amending the Company's Articles of Association.
18. Adoption of a resolution regarding changes in the composition of the Company's Supervisory Board.
19. Closing of the General Meeting.

With reference to the intended amendments to the Articles of Association, the Company presents below the content of the proposed amendments:

In § 14 of the Company's Articles of Association, point 7 is added as follow:

*“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.”*

### **Right to participate in the Ordinary General Meeting**

Pursuant to Art. 406 (1) § 1 of the CCC, persons who are the Company's shareholders 16 days before the date of the General Meeting, i.e. on May 11 2022 (registration date for participation in the Annual General Meeting) may participate in the Annual General Meeting. According to art. 406(3) § 2 of the Commercial Companies Code, in order to ensure participation in the Annual General Meeting, a shareholder entitled from dematerialized bearer shares should request, not earlier than after announcement on convening the Annual General Meeting, i.e. not earlier than on April 29, 2022 and not later than on the first weekday after the date of registration of participation in the Annual General Meeting, i.e. on May 12, 2022, from the entity maintaining the securities account, on which the shares of a given shareholder are registered, issue a personal certificate confirming the right to participate in the General Meeting.

### **The right to request that certain matters be placed on the agenda of the Ordinary General Meeting**

According to art. 401 § 1 of the Commercial Companies Code, a shareholder or shareholders representing at least one twentieth (5%) of the share capital may request that specific matters be placed on the agenda of the Ordinary General Meeting. The request should be submitted to the management board no later than 21 days before the scheduled date of the Meeting. The request should include a justification or a draft resolution regarding the proposed item on the agenda. The Management Board immediately, however not later than 18 days before the scheduled date of the General Meeting, announces changes to the agenda introduced at the request of shareholders. The announcement is made in a manner appropriate for convening the General Meeting. Requests should be sent to the company's address or in electronic form to the address:

[p.toklowicz@boryszew.com](mailto:p.toklowicz@boryszew.com), [m.goczynska@boryszew.com](mailto:m.goczynska@boryszew.com)

The request is accompanied by documents confirming the right to submit this request.

### **The right to submit draft resolutions regarding items on the agenda or items to be placed on the agenda before the date of the General Meeting**

According to art. 401 § 4 of the Code of Commercial Companies, a shareholder or shareholders of the Company representing at least one twentieth (5%) of the share capital may, before the date of the General Meeting, submit to the Company in writing or by means of electronic communication draft resolutions regarding items on the agenda of the General Meeting or items that they are to be placed on the agenda.

The company immediately announces draft resolutions on its website. Draft resolutions, together with the justification, should be sent to the Company's registered office or in electronic form to the following address: [p.toklowicz@boryszew.com](mailto:p.toklowicz@boryszew.com), [m.goczynska@boryszew.com](mailto:m.goczynska@boryszew.com)

### **The right to submit draft resolutions regarding matters placed on the agenda during the General Meeting**

According to art. 401 § 5 of the Commercial Companies Code, each shareholder may submit draft resolutions regarding items placed on the agenda during the General Meeting. In addition, the shareholder has the right to propose changes and additions to the draft resolutions included in the agenda of the General Meeting - until the discussion on the item on the agenda covering the draft resolution to which the proposal relates is closed.

### **Shareholder's right to ask questions regarding matters on the agenda of the General Meeting**

According to art. 428 of the Commercial Companies Code, during the general meeting, the Management Board is obliged to provide a shareholder, at his request, with information about the company, if it is justified for the assessment of an issue on the agenda. The Management Board has the right to refuse to provide information if it could harm the Company, a related company or a subsidiary, in particular by disclosing technical, commercial or organizational secrets of the enterprise. A member of the management board may also refuse to provide information if providing information could constitute a basis for his criminal, civil or administrative liability.

The Management Board may also provide information in writing outside the general meeting if there are important reasons for it. The management board is obliged to provide information no later than two weeks from the date of submitting the request at the general meeting. If a shareholder submits a request for information about the company outside the general meeting, the management board may provide the shareholder with information in writing, taking into account the limitations under Art. 428 § 2 of the Commercial Companies Code. In the documentation submitted to the next general meeting, the management board discloses in writing the information provided to a shareholder outside the general meeting, including the date of their submission and the person to whom the information was provided. Information presented to the next general meeting may not include information disclosed to the public and provided during the general meeting.

Pursuant to art. 429 of the Commercial Companies Code, a shareholder who was refused the disclosure of the requested information during the general meeting and who raised an objection to the minutes, may submit an application to the registry court for obliging the management board to provide information. The request must be submitted within one week of the end of the general meeting at which the information was refused. A shareholder may also submit an application to the registry court for obliging the company to publish information provided to another shareholder outside the general meeting.

### **Exercise of voting rights by proxy.**

1. According to art. 412 § 1 of the CCC, shareholders may participate in the General Meeting of Boryszew S.A. and exercise voting rights in person or through proxies. The power of attorney should be granted in writing or in electronic form. Representatives of legal persons should present current excerpts from relevant court registers listing the persons authorized to represent these entities. Persons not mentioned in the abovementioned copy should hold an appropriate power of attorney signed by persons authorized to represent the given entity.

2. The power of attorney to participate in the General Meeting of the Company and exercise voting rights may be granted in electronic form. Granting power of attorney in electronic form does not require a secure electronic signature verified by a valid qualified certificate. Power of attorney granted in electronic form should ensure identification of the shareholder and the proxy.

3. A power of attorney granted in electronic form should be sent to the email address: p.toklowicz@boryszew.com, m.goczynska@boryszew.com not later than 16:00 on the day preceding the day of the Annual General Meeting. (failure to notify the Company of the date of granting the power of attorney in electronic form does not preclude the attorney from participating in the General Meeting on the basis of the power of attorney granted in writing).

4. Electronic power of attorney should be formulated in a separate document signed by the shareholder or a person authorized to represent the shareholder, sent as an attachment in PDF format to the e-mail address indicated in point 3 above.

Obligatory together with the electronic power of attorney should be sent documents confirming the right of the given shareholder to participate in the General Meeting.

The proxy is obliged to present the power of attorney in question when drawing up the attendance list. Forms for exercising voting rights by proxy are available on the Company's website at <http://www.boryszew.com> in the Investor Relations / General Meeting / Other Information tab. The company informs that using the abovementioned the form is not obligatory.

5. If a proxy at the General Meeting of Boryszew S.A. is a member of the Management Board, a member of the Supervisory Board or an employee of the Company, the power of attorney may authorize representation only at the General Meeting on a given day. The proxy is obliged to disclose to the shareholder the circumstances indicating the existence or possibility of a conflict of interests. Further power of attorney is excluded. The proxy votes in accordance with the instructions given by the shareholder.

The full text of the documentation to be presented to the Ordinary General Meeting and draft resolutions together with the justification of the Management Board and the Supervisory Board of the Company regarding matters placed on the agenda or matters that are to be included on the agenda before the General Meeting - is placed from the date of convening the General Meeting on the Company's website [www.boryszew.com/ogloszenie-walne](http://www.boryszew.com/ogloszenie-walne). These documents are immediately updated in the event of changes being made in accordance with the provisions of the Commercial Companies Code.

A person authorized to participate in the General Meeting may obtain copies of the abovementioned documentation at the company's headquarters.

The list of persons authorized to participate in the Ordinary General Meeting, signed by the Company's Management Board, will be available for inspection to shareholders three business days prior to the meeting at the Company's headquarters in Warsaw (00 - 807) at Aleje Jerozolimskie 92, from 09.00 to 16.00 , on May 24 – 26, 2022.

A shareholder may request that the list of shareholders be sent to him by electronic mail free of charge, specifying the address to which the list should be sent.

It is recommended that shareholders check whether they have been placed on the list of shareholders entitled to participate in the General Meeting.

It is not planned to participate or speak during the General Meeting by means of electronic communication or to cast a vote at the Meeting by correspondence or using electronic means of communication.

Risk related to the use of electronic forms of communication, in particular sending a request to put specific matters on the agenda of the General Meeting, submitting draft resolutions regarding matters placed on the agenda or matters to be put on the agenda before the date of the General Meeting and notifying the Company of appointing a proxy to the e-mail address provided in this announcement is the responsibility of the shareholder.

Persons authorized to participate in the General Meeting are asked to register directly in front of the meeting room 1 hour before the start of the meeting.

In matters not covered by this announcement, the provisions of the Commercial Companies Code and the Company's Articles of Association shall apply.

**Information clause for Boryszew S.A. shareholders regarding the processing of personal data**

According to art. 14 paragraph 1-2 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46 / EC (general regulation on data protection) (hereinafter the "GDPR"), the Company informs that in connection with the convening of the Annual General Meeting, the Company will process the personal data of the Company's shareholders, proxies authorized to vote, other persons entitled to exercise voting rights at the General Meeting and personal data disclosed during Of the Annual General Meeting collectively referred to as "Shareholders" or "State".

In connection with the above, the Company declares that:

The administrator of your personal data is the company Boryszew S.A. with its registered office in Warsaw (00 - 807), Aleja Jerozolimskie 92, entered into the Register of Entrepreneurs kept by the District Court for M. St. Warszawy, XII Commercial Division of the National Court Register under number 0000063824.

For the protection of your personal data, you can contact the Company at the following email address: [rodo@boryszew.com](mailto:rodo@boryszew.com) or in writing to the address of the Company's registered office: Aleje Jerozolimskie 92, 00 - 087 Warsaw . The Company will collect the personal data of persons entitled to participate in the Ordinary General Meeting from the National Depository for Securities, respectively, or by submitting share documents in the Company, or otherwise in connection with intention to participate or participate in the Ordinary General Meeting and exercise voting rights in accordance with a 406(3) § 1, 2, 3 and 5 of the CCC.

The Company processes (i) personal data identifying the Shareholder, such as name, surname, address of residence or service address and PESEL number, (ii) data contained on powers of attorney, (iii) data regarding shares and rights arising therefrom, such as: the number, type and numbers of shares and

the number of votes, and (iv) - in cases where the Shareholders contact the Company electronically - e-mail address.

Purposes and basics of processing.

According to art. 6 clause 1 lit. c and f GDPR The Company will process the data of persons entitled to participate in the Annual General Meeting in order to:

1. enable participation in the Annual General Meeting of the Company;
  2. proper implementation of tasks related to the service of natural persons holding the Company's shares - the legal basis for processing is the necessity of processing to fulfill the legal obligations incumbent on the Company, in particular:
    - a) arising from the Act of 15 September 2000 Code of commercial companies, such as the signing by the Company's Management Board of a list of shareholders entitled to participate in the Ordinary General Meeting and displaying it at the premises of the Management Board for three weekdays before the Ordinary General Meeting, in order to make it available to other shareholders, to write off and send them to other shareholders (art. 407 1, 11 and 2 of the CCC);
    - b) exercising the right to shareholder profit (347 CCC);
    - c) the information obligation specified in the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies;
- and
- d) the information obligation specified in the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information published by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state.

Data sharing

In connection with the processing of data of persons entitled to participate in the Ordinary General Meeting for the purposes referred to above, the recipients of personal data may be other shareholders, in connection with their right to view the list of shareholders in connection with the listing of the list of shareholders at the Management Board's premises and the right to receive a copy of this list, as well as the Polish Financial Supervision Authority, which, in accordance with art. 70 point 2 of the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies, a list of shareholders entitled to participate in this meeting is provided, specifying the number of shares and votes attached to each share . In addition, personal data of persons entitled to participate in the Ordinary General Meeting may also be published in a current report, disclosed to the public, the Polish Financial Supervision Authority and transferred to the Warsaw Stock Exchange, when pursuant to art. 70 point 3 of the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies, such persons would have at least 5% of the number of votes at the General Meeting. The recipients of the

data are also entities processing data on behalf of the Company involved in the organization of the Annual General Meeting.

Personal data of persons entitled to participate in the General Meeting will be processed for the duration of the obligation to store them for the purposes set out above, and after that for the period and to the extent required by applicable law, including in particular tax law provisions on accounting and in the period in which it is possible to pursue claims related in particular to the exercise of the shareholders' right to profit.

Rights of data subjects.

According to the GDPR, persons entitled to participate in the Annual General Meeting have:

The right to access their data and receive a copy thereof;

The right to rectify (amend) your data;

The right to remove, limit or object to their processing;

The right to transfer data;

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.