

Resolutions adopted by the Ordinary General Meeting of Boryszew S.A. on May 27, 2022

regarding item 2 of the agenda

"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 Mr. Wiesław Jakubowski.

§ 2

The resolution shall enter into force upon its adoption. "

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 112,028,115 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.

regarding item 4 of the agenda

"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 and in the form of current report No. 15/2021 published on April 29, 2022, supplemented at the request of a shareholder and made available to the public in the form of a current report No. 19/2022 on May 6, 2022.

§ 2

The resolution shall enter into force upon its adoption. "

In an open ballot 112,028,115 valid votes were cast from 112,028,115 shares, i.e. from 46.68% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 112,028,115 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was adopted in an open ballot.

regarding item 5 of the agenda

"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 decides not to appoint a Returning Committee.

§ 2

The resolution is into force upon adoption. "

In an open ballot 112,028,115 valid votes were cast from 112,028,115 shares, i.e. from 46.68% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 108,632,857 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 3,395,258 votes,

therefore the above resolution was adopted in an open ballot.

regarding item 6 of the agenda

"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. "

In an open ballot 112,028,115 valid votes were cast from 112,028,115 shares, i.e. from 46.68% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 112,028,115 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was adopted in an open ballot.

regarding item 7 of the agenda

" 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, 2021 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. "

In an open ballot 112,028,115 valid votes were cast from 112,028,115 shares, i.e. from 46.68% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 112,028,115 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was adopted in an open ballot.

regarding item 8 of the agenda

" 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. "

In an open ballot 112,028,115 valid votes were cast from 112,028,115 shares, i.e. from 46.68% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 112,028,115 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was adopted in an open ballot.

regarding item 9 of the agenda

"Resolution No. 7

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

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."

In an open ballot 112,028,115 valid votes were cast from 112,028,115 shares, i.e. from 46.68% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 112,028,115 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was adopted in an open ballot.

regarding item 10 of the agenda

"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."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 2,061,733 votes,

therefore the above resolution was passed in a secret ballot.

"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."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 2,061,733 votes,

therefore the above resolution was passed in a secret ballot.

"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 Member of the Management Board in the period from January 1, 2021 to September 30, 2021.

§ 2

The resolution shall enter into force upon its adoption."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 2,061,733 votes,

therefore the above resolution was passed in a secret ballot.

"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 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 Wojciech Kowalczyk in respect of his 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."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 2,061,733 votes,

therefore the above resolution was passed in a secret ballot.

regarding item 11 of the agenda

"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."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 2,061,733 votes,

therefore the above resolution was passed in a secret ballot.

"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 September 7, 2021,
- 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."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting a resolution: 0 votes,

3) abstaining: 2,061,733 votes,
therefore the above resolution was passed in a secret ballot.

"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."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 2,061,733 votes,

therefore the above resolution was passed in a secret ballot.

"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."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,

- 2) against adopting a resolution: 0 votes,
 - 3) abstaining: 2,061,733 votes,
- therefore the above resolution was passed in a secret ballot.

"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."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 2,061,733 votes,

therefore the above resolution was passed in a secret ballot.

"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."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 2,061,733 votes,

therefore the above resolution was passed in a secret ballot.

regarding item 12 of the agenda

"Resolution No. 18
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 1a) 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 her duties as President of the Management Board of SPV Impexmetal Spółka z o.o. in the period from January 1, 2021 to December 15, 2021.

§ 2

The resolution shall enter into force upon its adoption."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 2,061,733 votes,

therefore the above resolution was passed in a secret ballot.

regarding item 13 of the agenda

"Resolution No. 19
of the Ordinary General Meeting of Boryszew SA of May 27, 2022
on: grant discharge to President of the Management Board of 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 1a) 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 his duties as President of the Management Board of Impex - Invest Spółka z o.o. in the period from January 1, 2021 to December 15, 2021.

§ 2

The resolution shall enter into force upon its adoption."

In a secret ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,

- 2) against adopting a resolution: 0 votes,
 - 3) abstaining: 2,061,733 votes,
- therefore the above resolution was passed in a secret ballot.

regarding item 14 of the agenda

“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."

In an open ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 109,966,382 votes,
 - 2) against adopting a resolution: 0 votes,
 - 3) abstaining: 2,061,733 votes,
- therefore the above resolution was passed in an open ballot.

regarding item 15 of the agenda

“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 shall enter into force upon its adoption."

In an open ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 108,285,322 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 3,742,793 votes,

therefore the above resolution was passed in an open ballot.

regarding item 16 of the agenda

"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.

in the Company's share capital, where:

- 1) for adopting the resolution: 109,526,072 votes,
- 2) against adopting a resolution: 2,498,475 votes,
- 3) abstaining: 3,568 votes,

therefore the above resolution was passed in an open ballot.

regarding item 17 of the 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.

In open ballot 112,028,115 valid votes were cast from 112,028,115 shares, i.e. from 46.68% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 109,966,382 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 2,061,733 votes,

therefore the above resolution was adopted in an open ballot.

regarding item 18 of the 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

§ 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 an open ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 108,285,322 votes,
- 2) against adopting a resolution: 347,535 votes,
- 3) abstaining: 3,395,258 votes,

therefore the above resolution was passed in an open ballot.

regarding item 19 of the agenda

"Resolution No. 25

of the Ordinary General Meeting of Boryszew SA of May 27, 2022
on the introduction of the Incentive Scheme

§ 1

1. It is hereby decided to launch by Boryszew S.A. in Warsaw (hereinafter referred to as the "Company") an equity incentive scheme for the Management Board of the Company (hereinafter referred to as the "Incentive Scheme").
2. The Incentive Scheme will cover fiscal years 2022-2025, namely the aforementioned fiscal years will be evaluated in terms of the criteria and objectives of the Incentive Scheme.
3. The purpose of launching the scheme is to support the long-term and comprehensive development of the Company and its Capital Group, in particular by increasing the value of the Company and its Subsidiaries.
4. Detailed terms of implementation of the Incentive Scheme not included in this resolution shall be determined by the Company's Supervisory Board in the terms and conditions of the Incentive Scheme (hereinafter referred to as the "Terms and conditions"). The Supervisory Board is hereby authorised to prepare and adopt the Terms and conditions to enable the implementation of the Incentive Scheme.

§ 2

1. Under the Incentive Scheme eligible persons will be granted the right to purchase Company's own shares acquired by the Company, provided that the objectives and criteria in this resolution and the Terms and conditions are met.
2. The Eligible Person who can participate in the Incentive Scheme will be the current President of the Management Board of the Company holding their position on the date of adoption of this Resolution, who, under the resolution of the Supervisory Board, will be granted the right to acquire a total of 2 000 000 (two million) shares. Other Eligible Persons to participate in the Incentive Scheme will be identified by the Supervisory Board of the Company, however, the Incentive Scheme will include only members of the Management Board of the Company. Participation in the Incentive Scheme is subject to the condition that the eligible person enters into an agreement with the Company for participation in the Incentive Scheme and accepts this resolution as well as the Terms and conditions. In the Terms and conditions, the Supervisory Board will define a participation agreement template and other documents for the implementation of the Incentive Scheme.
3. The right under the Incentive Scheme may be exercised only upon fulfilment of the objectives and criteria in this Resolution and the Terms and conditions. The Supervisory Board, adopting a resolution on the inclusion of an eligible person in the Incentive Scheme, may specify additional objectives and criteria for the assessment of the granting rights to the eligible person and the fulfilment of these criteria
4. Under the Incentive Scheme, rights to purchase a total of up to 4 000 000 (four million) own shares may be granted.
5. The number of shares which a person participating in the Incentive Scheme is entitled to purchase will be determined by a resolution of the Supervisory Board of the Company on including that person in the Incentive Scheme.

§ 3

1. The objectives and criteria for the exercise of rights under the Incentive Scheme are:
 - a) Market Objective I: Company's share price calculated as the average of the closing prices on the Warsaw Stock Exchange over consecutive 7 (seven) trading days shall, by 31 December 2023, reach PLN 10.00 (ten and 00/100 PLN);
 - b) Market Objective II: Company's share price calculated as the average of the closing prices on the Warsaw Stock Exchange over consecutive 7 (seven) trading days shall, by 31 December 2025, reach PLN 20.00 (twenty and 00/100 PLN);
 - c) Loyalty Criterion: a criterion for the implementation of the Incentive Scheme understood as the fulfilment of the function of a member of the Management Board of the Company by an eligible person from the day on which the Supervisory Board adopts a resolution on the inclusion of that person in the Incentive Scheme until the day on which it is ascertained that the objectives and criteria for exercise by that eligible person of their rights are fulfilled.
2. The Company's Supervisory Board is authorised to set additional objectives and criteria for the assessment of implementation of the Incentive Scheme.

§ 4

1. The entitlement is exercisable by granting the right to purchase own shares by eligible persons. The entitlement may be exercised only upon achievement of the objectives and subject to meeting the criteria in this resolution and the Terms and conditions.
2. The Eligible Persons purchase Own Shares at a price equal to the nominal value of the Company's shares.
3. The purchase of own shares in exercise of the Entitlement will be made by accepting the offer made to the Eligible Person by the Company within the time limits and in accordance with the rules set out in the Terms and conditions.
4. The number of shares that may be purchased in exercise of the Entitlement depends on the achievement of each of the objectives and is determined in the resolution on the inclusion of the Eligible Person in the Incentive Scheme, whereby the number of shares for achievement of Market Objective I or Market Objective II will be 50% (fifty percent) each of the total number of shares that may be purchased in exercise of the Entitlement.
5. The Eligible Person may exercise the entitlement provided that they meet the Loyalty Criterion on the day of exercise of the entitlement.
6. The Supervisory Board, defining additional objectives and criteria in the resolution on including the Eligible Person in the Incentive Scheme, determines at the same time the distribution of the Entitlements in relation to the achievement of additional objectives and criteria.

§ 5

1. The evaluation of fulfilment of the objectives is based on a resolution of the Supervisory Board.
2. For assessment of Market Objective I and Market Objective II, the Supervisory Board shall pass a resolution on the determination of fulfilment of the aforementioned objectives within 14 (fourteen) days or earlier of the date on which the Management Board of the Company submits to the Supervisory Board information on the occurrence of circumstances justifying the determination of

fulfilment of one of the aforementioned objectives. Having received the above information, the Supervisory Board will verify the circumstances presented by the Management Board of the Company, if necessary by appointing an independent expert for this purpose. When appointing an independent expert, the deadline for adopting the resolution referred to above shall run from the date of presenting the expert's opinion to the Supervisory Board. If the expert's opinion shows that the objectives have not been met, the Supervisory Board shall adopt a resolution on refusal to state that the objectives have been met.

3. Following the adoption of each resolution to assess the achievement of objectives, the Supervisory Board shall notify the Company's Management Board on the adoption of the resolution.
4. The Company submits offers to eligible persons to purchase own shares in the number resulting from the resolution on including relevant person in the Incentive Scheme, this resolution and the Terms and conditions.
5. The eligible person will be required to refrain from disposing of or encumbering half of the shares acquired under the Incentive Scheme for 6 (six) months of the date of submitting a statement on accepting the offer to purchase own shares. Within 7 (seven) days of the date of recording own shares in the securities account of the entitled person, such person shall submit, as per the Act on trading in financial instruments of 29 July 2005, an instruction to freeze the shares acquired in the execution of the Incentive Scheme until the date specified in accordance with the preceding sentence. The Terms and condition of the Incentive Scheme may provide for other rules prohibiting the sale and encumbrance shares, provided that the prohibition sell and encumbrance shall in any case concern at least a half of the shares acquired in the execution of the Incentive Scheme.
6. The Terms and condition of the Incentive Scheme may specify cases of termination of entitlements due to circumstances related to an eligible person and their conduct towards the Capital Group, in particular: non-performance, grossly improper performance of duties or taking actions by the eligible person contrary to the interest of the Capital Group.

§ 6

The Management Board and the Supervisory Board of the Company are hereby authorised to take any and all actions necessary to implement this Resolution.

§ 7

The Resolution shall come into force on the date hereof.

In an open ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 108,285,322 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 3,742,793 votes,

therefore the above resolution was passed in an open ballot.

regarding item 20 of the agenda

"Resolution No. 26

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

on amendment 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) 6 sec. 7 is changed to have 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. If a Management Board member participates in a stock incentive scheme adopted under a resolution of the Company's General Meeting of Shareholders, the value of the Company shares acquired due to participation in such a scheme shall not be included in the limit specified in the previous sentence. The value of the shares acquired due to participation in the aforementioned scheme may not exceed 1000% of the Fixed Remuneration due for the same period, with the value of the shares as defined in this Policy being equal to the purchase price of such shares by Management Board member. The limit on Company's shares acquired due to participation in the scheme shall also apply to cash consideration received in lieu of an offer to purchase shares in the cases specified in the terms and conditions of such scheme."

2) the following sec. 11 is added to § 6:

In the event of Management Board members' participation in the incentive scheme referred to in sec. 7, members of the Management Board shall acquire the right to purchase Company's shares during periods specified in the resolution of the Company's General Meeting introducing the stock incentive scheme, however the purchase of shares should be subject to the fulfilment of objectives and criteria defined in detail in the resolution introducing the incentive scheme and in the terms and conditions of such scheme adopted by the Supervisory Board upon authorisation granted by the General Meeting. The terms and conditions of the incentive scheme should also provide for a prohibition to sell at least than half of the shares acquired by members of the Management Board for a period of at least 6 (six) months of the date the right to acquire them was granted. The adoption of the incentive scheme should contribute to implementation of the business strategy, long-term interests and stability of the Company by strengthening the loyalty of the individuals included in the scheme, increasing the value of the Company and its Subsidiaries, and to ensure that efforts are made to minimise the negative impact of the Group's operations on the environment.

§ 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., which is provided as schedule to this resolution:

In an open ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 108,285,322 votes,
- 2) against adopting a resolution: 3,395,258 votes,
- 3) abstaining: 347,535 votes,

therefore the above resolution was passed in an open ballot.

regarding item 21 of the agenda

"Resolution No. 27

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

on: amendment of resolution No. 22 of the Ordinary General Meeting of Boryszew S.A. of 25 June 2019 on authorisation of the Management Board of the Company to purchase own shares of Boryszew S.A.

Acting pursuant to Article 362 § 1 point 2, 5 and 8 of the Code of Commercial Companies, the Extraordinary General Meeting of the Company resolves as follows:

§ 1

The resolution No. 22 of the Ordinary General Meeting of Boryszew S.A. of 25 June 2019 on authorisation of the Management Board of the Company to purchase own shares of Boryszew S.A. (further as "Resolution No. 22") shall be amended as follows:

- in § 1 of Resolution No. 22, the last sentence is amended to read as follows: replaced by a comma, after which the following words are added: "Own shares acquired by the Company will be allocated for redemption or to be offered for purchase to eligible persons under a stock incentive scheme adopted by the Company's General Meeting."

§ 2

The following consolidated text of Resolution No. 22 is adopted:

"§ 1

The Management Board of Boryszew S.A. is hereby authorised to undertake any actual or legal actions associated with the purchase of own shares on the terms and conditions and according to the procedure established in this resolution. In particular, within the limits of this resolution, the final number, method of acquisition, price and date of acquisition of shares shall be determined by the Management Board of the Company within the framework of the conditions resulting from this resolution. Own shares acquired by the Company will be allocated for redemption or to be offered for purchase to eligible persons under a stock incentive scheme adopted by the Company's General Meeting.

§ 2

The Management Board of Boryszew S.A. will be obligated to publish the terms and conditions of the buy-back of own shares under with Article 2 of the Commission Delegated Regulation (EU) No. 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures, before the commencement of the buy-back of own shares ("Standard").

§ 3

1. The total number of shares purchased under the new share buyback program adopted by the Resolution of the Ordinary General Meeting on 25 June 2019 shall not exceed 80 000 000 (eighty million) shares, accounting for 33.33% of the Company's share capital, subject to sec. 7 below.
2. The Company will acquire its own shares in the following manner: (i) in transactions on the regulated market of the Warsaw Stock Exchange, (ii) in transaction or transactions outside the regulated market, or (iii) by way of a public invitation or invitations for the sale of its own shares announced in accordance with the provisions 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 2016 item 1639, with subsequent amendments) ("Act"). Own Shares may be acquired by the Company (or its subsidiary) directly or through an investment firm.
3. In the case of acquisition of Own Shares in transactions on the regulated market referred to in § 3 section 2 point (i) of the resolution, the price per share shall be determined taking into consideration Article 5 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) 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 (OJ EU L. 2014.173.1), ("MAR Regulation") and the Standard.
4. The term of the buy-back of own shares shall be 5 years from the date of this resolution - however, not longer than until the funds which may be allocated for the buy-back of own shares are exhausted.
5. The Management Board, guided by the interest of Boryszew S.A. and after consultation with the Supervisory Board of the Company, may terminate the acquisition of shares before the expiry of the deadline specified in § 3 section 4 or before exhaustion of funds allocated for their acquisition or withdraw from the acquisition of shares in whole or in part.
6. If the decisions referred to in § 3 section 5 are made, the Management Board of Boryszew S.A. has the duty to publish the information in the manner appropriate for the publication of confidential information as per the MAR Regulation in the manner specified in the Act."
7. On the conditions determined in the this Resolution Boryszew S.A. and subsidiaries of Boryszew S.A. are also authorised to pledge own shares in order to secure claims of Boryszew S.A. or subsidiaries as well as to take over pledged shares in order to satisfy from the object of pledge. The payment for the pledged shares must be at least PLN 1 and may not be higher than the highest price in an arm's-length transaction, a defined in the Standard, concluded during the last 12 months before the acceptance of the shares. The total nominal value of own shares pledged may not exceed 20% of the company's share capital, including the nominal value of other own shares that have not been

sold or redeemed by the company. The nominal value of own shares pledged is included in the limit set forth in sec. 1 above. In order to take over pledged own shares in order to satisfy from the object of pledge the reserve capital established by the resolution No. 23 of the Ordinary General Meeting of Boryszew S.A. of 25 June 2019 on: creation of a reserve capital to be used for the acquisition of own shares of the Company will be used."

§ 3

Actions of purchase of own shares executed according to the former wording of Resolution No. 22 and resolutions of the Management Board of Boryszew S.A. made in execution of Resolution No. 22 remain in force.

In an open ballot, 112,028,115 valid votes were cast from 112,028,115 shares, i.e. 46.68% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 108,285,322 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 3,742,793 votes,

therefore the above resolution was passed in an open ballot.

Concurrently, with reference to the documents being the subject of voting during the OGM, the Company informs that:

- 1) the report on activities 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), the financial statement, consolidated financial statement, being the subject of approval within the points 6-8 of the adopted agenda were made public through ESPI System on April 27, 2022;
- 2) the report on activities of the Supervisory Board in 2021, being the subject of approval within the point 9 of the agenda, jointly with draft resolutions of the OGM of Boryszew S.A., were made public through ESPI System on April 29, 2022;
- 3) the report of the Supervisory Board of Boryszew S.A. on remuneration of members of the Management Board and the Supervisory Board in 2021, being the subject of approval within the point 16 of the agenda was made public through the ESPI System on May 6, 2022.

The Issuer informs that during the Ordinary General Meeting of Shareholders, no items of the planned agenda were abandoned and no objections to any of the resolutions were raised to the minutes. All the resolutions put to the vote were adopted.

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.