

**Draft resolutions of the Extraordinary General Meeting of Boryszew S.A., convened  
for December 19, 2022**

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 December 19, 2022.

*regarding point 2 of the planned agenda*

(Draft)

**"Resolution No. 1  
of the Extraordinary General Meeting of Boryszew SA of December 19, 2022  
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 December 19, 2022  
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](http://www.boryszew.com) and in the form of a current report No. 47/2022 made public on November 21, 2022.

§ 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 December 19, 2022  
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 December 19, 2022**

on the merger of Boryszew S.A. (as Acquiring Company) with Hutmen Spółka z o. o. (as Acquired Company).

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 July 27, 2022 by the Management Boards of Boryszew S.A. (Acquiring Company) and Hutmen Spółka z o. o. (Acquired Company) and decides to merge Boryszew S.A. (as the Acquiring Company) with Hutmen Spółka z o. o. (as the Acquired Company) by transferring all assets of the Acquired Company to the Acquiring Company as the sole shareholder.
2. The merger will be carried out under the provisions of CCC Article 492 § 1 point 1 by transferring of all the assets of the Acquired Company 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, 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 §2<sup>1</sup> of the Commercial Companies Code, has been made available on the websites of the merging Companies at: [www.boryszew.com](http://www.boryszew.com) and [www.hutmen.pl](http://www.hutmen.pl)

§ 3

In connection with the Acquiring Company is the sole shareholder of the Acquired Company, 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.

§ 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 December 19, 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. "

(Draft)

**" Resolution No. 6  
of the Extraordinary General Meeting of Boryszew S.A. of December 19, 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 SA

§ 2

The resolution comes into force upon its adoption.

§ 3

The resolution was passed in a secret ballot. "

Signatures:

Wojciech Kowalczyk - Chairman 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.