

**Draft resolutions of the Ordinary General Meeting of Boryszew S.A. on May 22, 2023**

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 22, 2023.

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 2022, will be assessed by a statutory auditor, and the report on this assessment will be made public by the Company immediately after its receipt by the Company.

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

(Draft)

"Resolution No. 1

of the Ordinary General Meeting of Boryszew S.A. dated May 22, 2023

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 22, 2023

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. 14/2023 published on April 25, 2023.

§ 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 22, 2023

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 22, 2023

on: approval of the report on the operations of Boryszew Capital Group in 2022 (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 2022 (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 22, 2023

on: approval of the financial statements of Boryszew S.A. for 2022

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, 2022 to December 31, 2022, comprising:

- the separate statement of financial position prepared as at December 31, 2022, which on the assets and equity and liabilities side shows the amount of PLN 2,532,701 thousand,
- the separate statement of comprehensive income for the period from January 1, 2022 to December 31, 2022, showing total comprehensive income in the amount of PLN 26,501 thousand and a net profit for 2022 in the amount of PLN 14,828 thousand,
- the separate statement of cash flow for the period from January 1, 2022 to December 31, 2022, showing a decrease in cash by PLN 30,716 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 162,291 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 22, 2023

on: approval of the consolidated financial statements of the Group for 2022

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 2022 comprising:

- the consolidated statement of financial position prepared as at December 31, 2022, which on the assets side and on the equity and liabilities side, it shows the sum of PLN 3,985,674 thousand,
- the consolidated statement of comprehensive income for the period from January 1, 2022 to December 31, 2022, showing total comprehensive income in the amount of PLN 133,351 thousand and a net profit of PLN 113,573 thousand;
- the consolidated statement of cash flows for the period from January 1, 2022 to December 31, 2022, showing a decrease in cash by PLN 24,998 thousand,
- the statement of changes in consolidated equity for the period from January 1, 2022 to December 31, 2022, showing a decrease in equity by PLN 57,643 thousand,
- 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 22, 2023

on: approval of the Supervisory Board's report for 2022

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 2022, 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 22, 2023

on: grant discharge to Mr Piotr Lisiecki, in respect of his duties in 2022

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 President of the Management Board in the period from January 1, 2022 to December 31, 2022.

§ 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 22, 2023

on: grant discharge to Mr Mikołaj Budzanowski, in respect of his duties in 2022

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, 2022 to December 31, 2022.

§ 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 22, 2023

on: grant discharge to Mr Łukasz Bubacz, in respect of his duties in 2022.

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 October 1, 2022 to December 31, 2022.

§ 2

The resolution shall enter into force upon its adoption."

***regarding item 11 of the planned agenda***

(Draft)

"Resolution No. 11

of the Ordinary General Meeting of Boryszew SA of May 22, 2023

on: grant discharge to Ms Małgorzata Waldowska in respect of duties in 2022

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 Chairman of the Supervisory Board, in the period from January 1, 2022 to December 31, 2022.

§ 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 22, 2023

on: grant discharge to Mr Mirosław Kutnik in respect of duties in 2022

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 Deputy Chairman of the Supervisory Board, in the period from January 1, 2022 to December 31, 2022.

§ 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 22, 2023

on: grant discharge to Mr Damian Pakulski in respect of duties in 2022

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 Secretary of the Supervisory Board in the period from January 1, 2022 to December 31, 2022.

§ 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 22, 2023

on: grant discharge to Mr Jarosław Antosik in respect of duties in 2022

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, 2022 to December 31, 2022.

§ 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 22,2023

on: grant discharge to Mr Janusz Siemieniec in respect of duties in 2022

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 January 1, 2022 to December 31, 2022.

§ 2

The resolution shall enter into force upon its adoption."

***regarding item 12 of the planned agenda***

(Draft)

"Resolution No. 16

of the Ordinary General Meeting of Boryszew SA of May 22, 2023

on: dividend payments

Acting on the basis of art. 395 § 2 point 2 and art. 348 § 1, 4 and 5 of the Code of Commercial Companies and § 13 para. 8 item 2 of the Company's Articles of Association, after getting acquainted with the Management Board's motion regarding the distribution of net profit for the financial year 2022 and the payment of dividends and the opinion of the Supervisory Board regarding the above-mentioned the proposal, the following is resolved:

§ 1

1. Ordinary General Meeting of Boryszew S.A. decides to distribute the net profit for the financial year 2022 in the amount of PLN 14,828,086.50 and the profit on the sale of financial assets through comprehensive income in the amount of PLN 23,553,385.88 in such a way that it allocates the above-mentioned the entire profit to be distributed among the shareholders, i.e. for the payment of dividends to shareholders.
2. Ordinary General Meeting of Boryszew S.A. decides to allocate the amount of PLN 113,470,227.62 from the supplementary capital for distribution among shareholders, i.e. for the payment of dividend, which may be allocated for distribution in accordance with Article 348 of the Code of Commercial Companies.
3. In connection with the allocation of the amounts indicated in par. 1 and sec. 2 of this resolution, the Ordinary General Meeting of Boryszew S.A. allocates a total amount of PLN 151,851,700.00 (in words: one hundred fifty one million eight hundred fifty one thousand seven hundred zlotys 00/100) to be distributed among the shareholders, i.e. decides to pay a dividend to shareholders in the amount of PLN 0.74 (seventy-four groszy) on one share entitled to dividend.
4. The dividend record date is May 29, 2023.
5. The dividend payment date is set on June 5, 2023.
6. Own shares held by Boryszew S.A. are not eligible for dividend.

§ 2

The resolution shall enter into force upon its adoption."

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

(Draft)

"Resolution No. 17

of the Ordinary General Meeting of Boryszew SA of May 22, 2023

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 2022

Acting pursuant to Art. 395 § 2 point 1 of the Commercial Companies Code, in conjunction with Art. 90g. sec. 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies (Journal of Laws of 2020, item 2080), the following is resolved:

§ 1

The Ordinary General Meeting of the Company, having read the Report of the Supervisory Board of Boryszew S.A. on remuneration of members of the Management Board and Supervisory Board of Boryszew S.A. for 2022 in the wording attached to this Resolution and the auditor's assessment regarding the above Report, gives a positive opinion Report of the Supervisory Board of Boryszew S.A. on remuneration of members of the Management Board and Supervisory Board of Boryszew S.A. for 2022.

§ 2

This resolution shall come into force upon its adoption.

***regarding item 14 of the planned agenda***

"Resolution No. 18

of the Ordinary General Meeting of Boryszew SA of May 22,2023

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. "

***regarding item 14 of the planned agenda***

"Resolution No. 19

of the Ordinary General Meeting of Boryszew SA of May 22,2023

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."

Translation from the original Polish version.

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