

## **Resolutions adopted by the Ordinary General Meeting of Boryszew S.A. on May 22, 2023**

The Management Board of Boryszew S.A. presents the content of resolutions adopted by the Ordinary General Meeting of Boryszew S.A. on May 22, 2023.

### ***regarding item 2 of the agenda***

#### **"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 Mr. Damian Pakulski.

##### **§ 2**

The resolution shall enter into force upon its adoption. "

In a secret ballot, 141,775,411 valid votes were cast from 141,775,411 shares, i.e. 59.07% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 141,775,411 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was passed in a secret ballot. Mr. Damian Pakulski accepted the election.

### ***regarding item 4 of the agenda***

#### **"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. "

In an open ballot 141,775,411 valid votes were cast from 141,775,411 shares, i.e. from 59.07% of shares in the share capital of the Company, where:

1) for adopting the resolution: 141,775,411 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 22, 2023  
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 141,775,411 valid votes were cast from 141,775,411 shares, i.e. from 59.07% of shares in the share capital of the Company, where:

1) for adopting the resolution: 141,663,201 votes,  
2) against adopting the resolution: 0 votes,  
3) abstaining: 112,210 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 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. "

In an open ballot 141,775,411 valid votes were cast from 141,775,411 shares, i.e. from 59.07% of shares in the share capital of the Company, where:

1) for adopting the resolution: 141,715,823 votes,  
2) against adopting the resolution: 0 votes,

3) abstaining: 59,588 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 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 an decrease in cash by PLN 30,716 thousand,
- the separate statement of changes in equity for the period from January 1, 2022 to December 31, 2022, showing a decrease in equity by PLN 162,291 thousand,
- notes.

§ 2

The resolution shall enter into force upon its adoption. "

In an open ballot 141,775,411 valid votes were cast from 141,775,411 shares, i.e. from 59.07% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 141,715,823 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 59,588 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 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. PLN,
- notes.

## § 2

The resolution shall enter into force upon its adoption. "

In an open ballot 141,775,411 valid votes were cast from 141,775,411 shares, i.e. from 59.07% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 141,715,823 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 59,588 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 22, 2023 on: 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."

In an open ballot 141,775,411 valid votes were cast from 141,775,411 shares, i.e. from 59.07% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 141,715,823 votes,

- 2) against adopting the resolution: 0 votes,
  - 3) abstaining: 59,588 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 22, 2023  
on: grant discharge to Mr Wojciech Kowalczyk, 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 his 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."

In a secret ballot, 141,775,411 valid votes were cast from 141,775,411 shares, i.e. 59.07% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 139,739,713 votes,
- 2) against adopting a resolution: 1,976,110 votes,
- 3) abstaining: 59,588 votes,

therefore the above resolution was passed in a secret ballot.

**"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."

In a secret ballot, 141,775,411 valid votes were cast from 141,775,411 shares, i.e. 59.07% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 139,739,713 Votes,
- 2) against adopting a resolution: 1,976,110 votes,
- 3) abstaining: 59,588 votes,

therefore the above resolution was passed in a secret ballot.

**"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 Łukasz Bubacz 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."

In a secret ballot, 141,775,411 valid votes were cast from 141,775,411 shares, i.e. 59.07% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 139,739,713 votes,
- 2) against adopting a resolution: 1,976,110 votes,
- 3) abstaining: 59,588 votes,

therefore the above resolution was passed in a secret ballot.

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

**"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."

In a secret ballot, 141,775,411 valid votes were cast from 141,775,411 shares, i.e. 59.07% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 139,739,713 votes,
- 2) against adopting a resolution: 1,976,110 votes,
- 3) abstaining: 59,588 votes,

therefore the above resolution was passed in a secret ballot.

**"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."

In a secret ballot, 141,775,411 valid votes were cast from 141,775,411 shares, i.e. 59.07% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 139,739,713 votes,
- 2) against adopting a resolution: 1,976,110 votes,
- 3) abstaining: 59,588 votes,

therefore the above resolution was passed in a secret ballot.

**"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."

In a secret ballot, 141,775,411 valid votes were cast from 141,775,411 shares, i.e. 59.07% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 139,739,713 votes,
- 2) against adopting a resolution: 1,976,110 votes,
- 3) abstaining: 59,588 votes,

therefore the above resolution was passed in a secret ballot.

**"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."

In a secret ballot, 141,775,411 valid votes were cast from 141,775,411 shares, i.e. 59.07% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 139,739,713 votes,
- 2) against adopting a resolution: 1,976,110 votes,
- 3) abstaining: 59,588 votes,

therefore the above resolution was passed in a secret ballot.

**"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."

In a secret ballot, 141.775.411 valid votes were cast from 141.775.411 shares, i.e. 59.07% 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. 16  
of the Ordinary General Meeting of Boryszew SA of May 22, 2023  
on: distribution of net profit for 2022 and payment of dividend to shareholders (from undistributed profits and equity, which, as per Art. 348 of the Commercial Companies Code, may be allocated for distribution).**



Acting under art. 395 § 2(2) and art. 348 § 1, 4 and 5 of the Commercial Companies Code as well as § 13(8)(2) of the Company's Articles of Association, having reviewed the proposal of the Management Board for the distribution of net profit for the 2022 fiscal year and the payment of dividend, and the opinion of the Supervisory Board on the aforementioned proposal, it is resolved as follows:

§ 1

1. The 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 disposal of financial assets through comprehensive income in the amount of PLN 23 553 385.88 in such a way that it allocates the aforementioned profit in its entirety for distribution to shareholders, i.e. for the payment of dividend to shareholders.
2. The Ordinary General Meeting of Boryszew S.A. decides to allocate for distribution to shareholders, i.e. for payment of the dividend, the amount of PLN 113 470 227.62 from the supplementary capital, which, according to Art. 348 of the Commercial Companies Code, may be allocated for distribution.
3. Following the allocation for distribution to shareholders of the amounts indicated in (1) and (2) of this resolution, the Ordinary General Meeting of Boryszew S.A. allocates a total amount of PLN 151 851 700.00 (one hundred fifty one million eight hundred fifty one thousand seven hundred and 00/100 PLN) for distribution to shareholders, i.e. it decides to pay a dividend to shareholders in the amount of PLN 0.74 (74/100 PLN) per share entitled to dividend.
4. The dividend date is scheduled for 29 May 2023.
5. The dividend payment date is scheduled for 5 June 2023.
6. Treasury shares held by Boryszew S.A. are not entitled to dividends.

§ 2

The resolution comes into effect upon adoption.”

In an open ballot 141,775,411 valid votes were cast from 141,775,411 shares, i.e. from 59.07% of shares in the share capital of the Company, where:

- 1) for adopting the resolution: 141,775,411 votes,
- 2) against adopting the resolution: 0 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was adopted in an open ballot.

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

**“Resolution No. 17**

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

**on: opinion on the Report of the Supervisory Board of Boryszew S.A. on the remuneration of members of the Management Board and the Supervisory Board for 2022**

Acting under Art. 395 § 2 (1) of the Commercial Companies Code, in conj. with Art. 90g (6) of the Act of 29 July 2005 on public offering and terms of introducing financial instruments to organised trading and on public companies (consolidated text Journal of Laws of 2020, item 2080) it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders of the Company, having reviewed the Report of the Supervisory Board of Boryszew S.A. on the remuneration of members of the Management Board and the Supervisory Board of Boryszew S.A. for 2022, provided as the schedule to this Resolution, and having reviewed the auditor's assessment regarding the abovementioned Report, issues a positive opinion on the abovementioned Report of the Supervisory Board of Boryszew S.A. on the remuneration of members of the Management Board and the Supervisory Board of Boryszew S.A. for 2022.

§ 2

The resolution comes into effect upon adoption."

In an open ballot, 141,775,411 valid votes were cast from 141,775,411 shares, i.e. 59.07% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 139,482,294 votes,
- 2) against adopting a resolution: 2,293,117 votes,
- 3) abstaining: 0 votes,

therefore the above resolution was passed in an open ballot.

***regarding item 14 of the 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**

§ 1

The Ordinary 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, 141,775,411 valid votes were cast from 141,775,411 shares, i.e. 59.07% of the shares in the Company's share capital, where:

- 1) for adopting the resolution: 139,010,000 votes,
- 2) against adopting a resolution: 0 votes,
- 3) abstaining: 2,765,411 votes,

therefore the above resolution was passed in an open ballot.

At the same time, with regard to the documents subject to voting at the Ordinary General Meeting, the Company advises that:

- 1) The report on the activity of Boryszew Capital Group in 2022 (taking into consideration the disclosure requirements for the Report of the Management Board on the activity of the Parent Company for the aforementioned period), the financial report of Boryszew S.A. for 2022, the consolidated financial

report of Boryszew Capital Group for 2022, being the subject of approval under items 6-8 of the adopted agenda, were communicated to the public through the ESPI System on 18 April 2023,

- 2) The report on the activity of the Supervisory Board in 2022, which is subject to approval under item 9 of the agenda, was communicated to the public via the ESPI System on 25 April 2023, together with draft resolutions of the Ordinary General Meeting of Boryszew S.A,
- 3) The report of the Supervisory Board of Boryszew S.A. on the remuneration of members of the Management Board and the Supervisory Board for 2022, which was the subject of the opinion under item 13 of the adopted agenda, was communicated to the public through the ESPI System on 25 April 2023, together with draft resolutions of the OGM of Boryszew S.A.

The Issuer advises that during the Ordinary General Meeting of Shareholders, none of the items on the planned agenda was withdrawn from consideration, and no objections to any of the resolutions were submitted to the minutes. All resolutions put to a 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.