

Draft resolutions for the Ordinary General Meeting of Boryszew S.A. on May 20, 2024

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 20, 2024.

regarding item 2 of the planned agenda

(Draft)

"Resolution No. 1

of the Ordinary General Meeting of Boryszew S.A. dated May 20, 2024

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 20, 2024

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. 11/2024 published on April 23, 2024.

§ 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 20, 2024

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 20, 2024

on: approval of the report on the operations of Boryszew Capital Group in 2023 (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 2023 (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 20, 2024

on: approval of the financial statements of Boryszew S.A. for 2023

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, 2023 to December 31, 2023, comprising:

- the separate statement of financial position prepared as at December 31, 2023, which on the assets and equity and liabilities side shows the amount of PLN 2,186,807 thousand,
- the separate statement of comprehensive income for the period between 1 January 2023 and 31 December 2023 showing negative total comprehensive income in the amount of (PLN 16 608 thousand) and net loss for 2023 in the amount of (PLN 7 794 237.69) - the loss reported in the income statement in the amount of (PLN 11 227 299.43) less the gain on disposal of financial assets through comprehensive income in the amount of PLN 3 433 061.74,
- the separate statement of cash flow for the period from January 1, 2023 to December 31, 2023, showing an increase in cash by PLN 4,981 thousand,
- the separate statement of changes in equity for the period from January 1, 2021 to December 31, 2021, showing an increase in equity by PLN 6,014 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 20, 2024

on: approval of the consolidated financial statements of the Group for 2023

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 2023 comprising:

- the consolidated statement of financial position prepared as at December 31, 2023, which on the assets side and on the equity and liabilities side, it shows the sum of PLN 3,758,429 thousand,
- the consolidated statement of comprehensive income for the period from January 1, 2023 to December 31, 2023, showing total comprehensive income in the amount of PLN 121,866 thousand and a net profit of PLN 129,903 thousand;
- the consolidated statement of cash flows for the period from January 1, 2023 to December 31, 2023, showing an increase in cash by PLN 58,779 thousand,
- the statement of changes in consolidated equity for the period from January 1, 2023 to December 31, 2023, showing a decrease in equity by PLN 32,204 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 20, 2024

on: approval of the Supervisory Board's report for 2023

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 2023, 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 20, 2024

on: grant discharge to Mr Wojciech Kowalczyk, in respect of his duties in 2023

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, 2023 to December 31, 2023.

§ 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 20, 2024

on: grant discharge to Mr Łukasz Bubacz, in respect of his duties in 2023.

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, 2023 to December 31, 2023.

§ 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 20, 2024

on: grant discharge to Mr Mikołaj Budzanowski, in respect of his duties in 2023

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, 2023 to December 31, 2023.

§ 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 20, 2024

on: grant discharge to Ms Małgorzata Waldowska in respect of duties in 2023

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, 2023 to December 31, 2023.

§ 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 20, 2024

on: grant discharge to Mr Mirosław Kutnik in respect of duties in 2023

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, 2023 to December 31, 2023.

§ 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 20, 2024

on: grant discharge to Mr Damian Pakulski in respect of duties in 2023

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, 2023 to December 31, 2023.

§ 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 20, 2024

on: grant discharge to Mr Jarosław Antosik in respect of duties in 2023

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, 2023 to December 31, 2023.

§ 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 20, 2024

on: grant discharge to Mr Janusz Siemienieć in respect of duties in 2023

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 Siemienieć, in respect of duties as Member of the Supervisory Board in the period from January 1, 2023 to December 31, 2023.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 11 of the planned agenda

(Draft)

"Resolution No. 16

of the Ordinary General Meeting of Boryszew SA of May 20, 2024

on: grant discharge to Mr Wojciech Zymek in respect of duties in 2023

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 Zymek, in respect of duties as Member of the Supervisory Board in the period from March 20, 2023 to December 31, 2023.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 12 of the planned agenda

(Draft)

"Resolution No. 17

of the Ordinary General Meeting of Boryszew SA of May 20, 2024

on: coverage of net loss for 2023

Acting pursuant to art. 395 § 2 point 2 of the Code of Commercial Companies and § 13 para. 8 point 2 of the Company's Articles of Association, the following is resolved:

§ 1

The Ordinary General Meeting of Boryszew S.A. decides to cover the net loss for 2023 in the amount of PLN 11 227 299.43 less the profit on disposal of financial assets through comprehensive income in the amount of PLN 3 433 061.74 from the Company's capital reserve of PLN 7 794 237.69.

§ 2

The resolution shall enter into force upon its adoption. "

regarding item 13 of the planned agenda

(Draft)

"Resolution No. 18

of the Ordinary General Meeting of Boryszew SA of May 20, 2024

on: transfer of unused funds from the reserve capitals established based on the Resolutions of the General Meeting of Boryszew S.A. - to supplementary capital

Acting in virtue of Art. 396 § 5 of Commercial Companies Code and § 14 section 3 item 3 of the Company' Articles of Association, it is resolved as follows:

§ 1

The Ordinary General Meeting decides to transfer unused funds from reserve capitals established based on:

1. Resolution no. 4/1994 of the General Meeting of Boryszew S.A. of 23 April 1994 – in the amount of PLN 1,852,997.22,

2. Resolution no. 3/1995 of the General Meeting of Boryszew S.A. of 27 April 1995 – in the amount of PLN 1,106,589.66,
3. Resolution no. 3/1996 of the General Meeting of Boryszew S.A. of 25 April 1996 – in the amount of PLN 4,241,823.55,
4. Resolution no. 2/1997 of the General Meeting of Boryszew S.A. of 19 June 1997 – in the amount of PLN 5,494,932.39,
5. Resolution no. 4/2000 of the General Meeting of Boryszew S.A. of 14 March 2000 – in the amount of PLN 9,677,778.18,
6. Resolution no. 3/2021 of the General Meeting of Boryszew S.A. of 28 June 2021 – in the amount of PLN 4,839,111.84,
7. Resolution no. 5/2002 of the General Meeting of Boryszew S.A. of 25 June 2002 – in the amount of PLN 3,404,577.44,
i.e. in the total amount of PLN 30,617,810.27 - to supplementary capital.

§ 2

The resolution shall enter into force upon its adoption. "

regarding item 14 of the planned agenda

(Draft)

"Resolution No. 19

of the Ordinary General Meeting of Boryszew SA of May 20, 2024

on: dividend payments from the supplementary capital for distribution among shareholders, which may be allocated for distribution in accordance with Article 348 of the Code of Commercial Companies

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 regarding the payment of dividends and the opinion of the Supervisory Board regarding the above-mentioned the proposal, the following is resolved:

§ 1

1. The Ordinary General Meeting of Boryszew S.A. decides to pay, from the capital reserve which, according to Art. 348 of the commercial companies code, may be allocated for distribution, the dividend to shareholders in the amount of PLN 0.44 (44/100 PLN) per share , i.e. in the total amount of PLN 90 290 200.00 (ninety million two hundred ninety thousand hundred and 00/100 PLN).
2. The dividend record date is May 27, 2024.
3. The dividend payment date is set on June 4, 2024.
4. Own shares held by Boryszew S.A. are not eligible for dividend.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 15 of the planned agenda

(Draft)

"Resolution No. 20

of the Ordinary General Meeting of Boryszew SA of May 20, 2024

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 2023

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 2023 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 2023.

§ 2

This resolution shall come into force upon its adoption.

regarding item 16 of the planned agenda

(Draft)

"Resolution No. 21

of the Ordinary General Meeting of Boryszew SA of May 20,2024

Remuneration policy of the Management and the Supervisory Board of Boryszew S.A."

The Ordinary General Meeting of Boryszew S.A. with registered office in Warsaw, acting based on Art. 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 2020, item 2080 with subsequent amendments) in conj. with Art. 90e(4) resolves as follows:

§ 1

The Ordinary General Meeting of the Company, after consideration, upholds the wording of the "Remuneration policy of the Management and the Supervisory Board of Boryszew S.A." as adopted by the Resolution no. 24 of the Ordinary General Meeting of Boryszew S.A. of 23 July 2020 (with subsequent amendments).

§ 2

This resolution shall come into force upon its adoption.

regarding item 17 of the planned agenda

"Resolution No. 22

of the Ordinary General Meeting of Boryszew SA of May 20,2024

on: appointment of the Company's Supervisory Board for a new common term of office

Acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 13 para. 8 point 6 of the Company's Articles of Association, the following is resolved:

§ 1

Ms /Mr. is hereby appointed to the Supervisory Board of Boryszew S.A. for a new term of office.

§ 2

The resolution shall enter 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.