

Draft resolutions for the Ordinary General Meeting of Boryszew S.A. on May 21, 2025

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 21, 2025.

regarding item 2 of the planned agenda

(Draft)

"Resolution No. 1

of the Ordinary General Meeting of Boryszew S.A. dated May 21, 2025

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 21, 2025

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. 8/2025 published on April 24, 2025.

§ 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 21, 2025

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 21, 2025

on: approval of the report on the operations of Boryszew Capital Group in 2024 (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 2024 (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 21, 2025

on: approval of the financial statements of Boryszew S.A. for 2024

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, 2024 to December 31, 2024, comprising:

- the separate statement of financial position prepared as at December 31, 2024, which on the assets and equity and liabilities side shows the amount of PLN 1,945,104 thousand,
- the separate statement of comprehensive income for the period between 1 January 2024 and 31 December 2024 showing negative total comprehensive income in the amount of (PLN 146,966 thousand) and net loss for 2024 in the amount of PLN 147,397,448.87,
- the separate statement of cash flow for the period from January 1, 2024 to December 31, 2024, showing a decrease in cash by PLN 12,415 thousand,
- the separate statement of changes in equity for the period from January 1, 2024 to December 31, 2024, showing a decrease in equity by PLN 237,256 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 21, 2025

on: approval of the consolidated financial statements of the Boryszew Capital Group for 2024

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 Boryszew Capital Group for the period from January 1, 2024 to December 31, 2024, comprising::

- the consolidated statement of financial position prepared as at December 31, 2024, which on the assets side and on the equity and liabilities side, it shows the sum of PLN 3,633,569 thousand,
- the consolidated statement of comprehensive income for the period from January 1, 2024 to December 31, 2024, showing total comprehensive income in the amount of PLN 58,083 thousand and a net profit of PLN 120,805 thousand;
- the consolidated statement of cash flows for the period from January 1, 2024 to December 31, 2024, showing a decrease in cash by PLN 7,867 thousand,
- the statement of changes in consolidated equity for the period from January 1, 2024 to December 31, 2024, showing a decrease in equity by PLN 35,068 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 21, 2025

on: approval of the Supervisory Board's report for 2024

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 2024, 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 21, 2025

on: grant discharge to Mr Wojciech Kowalczyk, in respect of his duties in 2024

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, 2024 to December 31, 2024.

§ 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 21, 2025

on: grant discharge to Mr Łukasz Bubacz, in respect of his duties in 2024.

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 January 1, 2024 to December 31, 2024.

§ 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 21, 2025

on: grant discharge to Mr Mikołaj Budzanowski, in respect of his duties in 2024

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, 2024 to December 31, 2024.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 10 of the planned agenda

(Draft)

"Resolution No. 11

of the Ordinary General Meeting of Boryszew SA of May 21, 2025

on: grant discharge to Mr Adam Holewa, in respect of his duties in 2024

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 Adam Holewa in respect of his duties as Member of the Management Board in the period from June 24, 2024 to December 31, 2024.

§ 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 21, 2025

on: grant discharge to Ms Małgorzata Waldowska in respect of duties in 2024

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, 2024 to December 31, 2024.

§ 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 21, 2025

on: grant discharge to Mr Mirosław Kutnik in respect of duties in 2024

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, 2024 to December 31, 2024.

§ 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 21, 2025

on: grant discharge to Mr Damian Pakulski in respect of duties in 2024

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, 2024 to December 31, 2024.

§ 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 21, 2025

on: grant discharge to Mr Jarosław Antosik in respect of duties in 2024

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, 2024 to December 31, 2024.

§ 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 21, 2025

on: grant discharge to Mr Janusz Siemienieć in respect of duties in 2024

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, 2024 to December 31, 2024.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 11 of the planned agenda

(Draft)

"Resolution No. 17

of the Ordinary General Meeting of Boryszew SA of May 21, 2025
on: grant discharge to Mr Wojciech Zymek in respect of duties in 2024

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 January 1, 2024 to December 31, 2024.

§ 2

The resolution shall enter into force upon its adoption."

regarding item 12 of the planned agenda

(Draft)

"Resolution No. 18

of the Ordinary General Meeting of Boryszew SA of May 21, 2025
on: coverage of net loss for 2024

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 2024 in the amount of PLN 147,397,448.87 from the Company's capital reserve.

§ 2

The resolution shall enter into force upon its adoption. "

regarding item 13 of the planned agenda

(Draft)

"Resolution No. 19

of the Ordinary General Meeting of Boryszew SA of May 21, 2025

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 0.35 per share , i.e. in the total amount of PLN 71,821,750.00.
2. The dividend record date is May 28, 2025.
3. The dividend payment date is set on June 4, 2025.
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 14 of the planned agenda

(Draft)

"Resolution No. 20

of the Ordinary General Meeting of Boryszew SA of May 21, 2025

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 2024

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 2024 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 2024.

§ 2

This resolution shall enter into force upon its adoption.

regarding item 15 of the planned agenda

"Resolution No. 21
of the Ordinary General Meeting of Boryszew SA of May 21, 2025
on: amending the Company's Articles of Association

Pursuant to Art. 430 § 1 and 5 of Commercial Companies Code and § 13 sec. 8 item 4 of the Company's Articles of Association, it is resolved as follows:

§ 1

§ 15(1) of the Company's Articles of Association is amended to read as follows:

"The Company maintains its accounts in accordance with applicable laws. The organisation and technique of accounting is determined by the Management Board. The Supervisory Board selects an audit firm to audit the financial statements and consolidated financial statements and selects an audit firm to attest sustainability reporting".

§ 2

Under § 12(11) of the Company's Articles of Association, the Supervisory Board is authorised to determine the consolidated text of the Company's Articles of Association, considering the amendments adopted by this resolution.

§ 3

The resolution becomes effective upon adoption, as of the date of entry of the amendments in the Register of Entrepreneurs of the National Court Register".

regarding item 16 of the planned agenda

"Resolution No. 22
of the Ordinary General Meeting of Boryszew SA of May 21, 2025
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 shall enter into force upon its adoption.

regarding item 16 of the planned agenda

"Resolution No. 23
of the Ordinary General Meeting of Boryszew SA of May 21, 2025
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 shall enter into force upon its adoption.

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.