

## **Date and agenda of Extraordinary General Meeting of Boryszew S.A.**

### **Current report no 2/2014**

The Management Board of Boryszew S.A. with the seat in Sochaczew, basing on article 399 § 1, 402<sup>1</sup> and 402<sup>2</sup> of the Commercial Companies Code and § 13 passage 1 of the Company Statute, convenes for 17 February 2014, at 11.00, in the seat of Impexmetal S.A. in Warsaw, 7/9 Łucka street, the Extraordinary General Meeting with the following agenda:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Meeting.
3. Stating the rightness of convening of the General Meeting and its abilities for passing resolutions.
4. Acceptation of the agenda of General Meeting.
5. Election of Scrutiny Committee.
6. Passing resolution on consolidation of the Company's shares and authorize of the Management Board to take necessary steps.
7. Passing resolution on changes in the Company Statute
8. Passing resolution on changes in the Company Statute.
9. Passing resolution on changes in the Supervisory Board.
10. Closing the meeting.

In connection with the intended changes of the Statute, we present below the following changes:

#### **Ad. Point 7 of the agenda** - § 6 point 1 of the Statute with the following provisions:

The share capital of the Company is PLN 220,000,000.00 and is divided into 2,200,000,000.00 Series A bearer's shares with a nominal value of PLN 0.10 each.

replaced by the following:

The share capital of the Company is PLN 220,000,000.00 and is divided into 220,000,000.00 Series A Bearer's shares with a nominal value of PLN 1,00 each .

#### **Ad. Point 8 of the agenda** - § 2 of the Statute with the following provisions:

The Company's registered seat shall be the City of Sochaczew.

replaced by the following:

The Company's registered seat shall be the City of Warsaw.

#### **The right to participate in the Extraordinary General Meeting.**

The right to participate in the EGM belongs to persons being shareholders of the Company as of 16 days before the date of the EGM, e.g. on 1 February 2014.

#### **The right to demand to place issues in the agenda of the Extraordinary General Meeting.**

Shareholder or shareholders representing at least 1/20 of share capital may demand placing issues in the agenda of Ordinary General Meeting. Such demand should be placed to the Management Board not later than 21 days before the date of the Meeting, e.g. to 27 January 2014. The demand should include justification or draft of resolution concerning the proposed point of the agenda. The Management Board immediately, but not later than 18 days before the date of the Meeting, i. e. to 30 January 2014 has announced changes in the agenda, introduced on demand of shareholders. Changes are announced in a way appropriated for calling the General Meeting. The demands should be sent either to the seat of the Company or electronically to the address: [mgoczynska@boryszew.com.pl](mailto:mgoczynska@boryszew.com.pl). Documents confirmed the right to notify demand must be enclosed to such demand.

**The right to notify drafts of resolutions concerning issues introduced to agenda or issues, which are to be introduced to the agenda before the date of the General Meeting.**

Shareholder or shareholders of the Company representing at least 1/20 of share capital of the Company may before the date of the Extraordinary General Meeting notify to the Company in writing or electronically drafts of resolutions concerning issues introduced to the agenda of the Extraordinary General Meeting or issues, which are to be introduced to the agenda.

The Company immediately announces the drafts of resolutions on the web site of the Company. Drafts of resolutions together with their justifications should be sent either to the seat of the Company or electronically to the address: [mgoczynska@boryszew.com.pl](mailto:mgoczynska@boryszew.com.pl).

**The right to notify drafts of resolutions concerning issues introduced to the agenda during the General Meeting.**

Each shareholders may during the General Meeting notifies drafts of resolutions concerning issues introduced to the agenda. Shareholder also has the right to notify proposals, changes and supplements to the resolutions' drafts covered by the agenda of the Ordinary General Meeting – till the end of discussion over the appropriated point of agenda.

The above mentioned proposals together with a short justification should be placed in writing – separately for each draft of resolution – stating name and family name or company of shareholder, to the hands or the Chairman of the General Meeting.

**Execution the right of vote through proxy.**

1. According to the art. 412 of the Commercial Companies Code shareholders may participate in the General Meeting of Boryszew S.A. and execute the right of vote personally or through proxy. Proxy should be granted either in writing or electronically. Proxies of legal persons should present actual copy from court registries, naming persons entitled to represent of such persons. Persons not mentioned in the above mentioned copy should have proxy signed by persons authorized to represent this legal person.
2. Proxy to participate in the General Meeting of the Company and execute the right of vote may be granted electronically. Granting proxy electronically does not require to sign the secure electronically signature verified by certified valid certificate. Proxy granted electronically should identify the shareholder or proxy.
3. Proxy granted electronically should be sent to the address: [mgoczynska@boryszew.com.pl](mailto:mgoczynska@boryszew.com.pl) one hour before the start of the General Meeting, at the latest.
4. The electronic proxy should be created in the separate document signed by shareholder or person authorized to represent shareholder and it should be sent as enclosure in PDF file to the e – mail addresses pointed in point 3 above.  
Documents confirming the right of the shareholder to participate in the General Meeting must be sent obligatory together with the electronic proxy. Proxy must show its proxy when the present list is made.
5. If the proxy on the General Meeting of Boryszew S.A. is the member of the Management Board, member of the Supervisory Board or the employee of the Company, the proxy may authorize to represent only on the General Meeting on that day. Proxy must reveal to shareholder circumstances showing the existing or possibility of existing of the conflict of interest. Granting further proxy is excluded. Proxy votes according to instructions given by shareholder.

The whole text of documentation, which will be presented to the Extraordinary General Meeting and drafts of resolutions with justification of the Management Board and the Supervisory Board of the Company concerning issues introduced to the agenda or issues which are to be introduced to the agenda before the date of the General Meeting is placed from the day of calling of the Ordinary General Meeting on the web site of the Company ([www.boryszew.com.pl](http://www.boryszew.com.pl)). These documents are immediately up-dated in case of introducing changed according to the rules of Commercial Companies Code.

Person entitled to participate in the Ordinary General Meeting can get the copies of above mentioned documents in the seat of the Company.

The list of shareholders entitled to participate in GM will be presented in the seat of the company during 3 week-days before the GM.

The shareholder may demand to send him the list of shareholders electronically, giving e – mail address, to which the list should be sent.

The shareholders are requested to check if they have been placed on the list of shareholders entitled to participate in the General Meeting.

The Company Article does not provide the possibility of participating in the General Meeting by means of electronic way of communications and the Regulations of the General Meeting does not provide voting on the Meeting by means of correspondence.

The risk connected with the electronic way of communication, particularly sending demand of placing issues in the agenda of the General Meeting, putting the drafts of resolutions concerning issues introduced to the agenda or issue, which are to be introduced to the agenda before the date of the General Meeting and the notification of the Company to execute proxy on the e-mail address pointed in this notification is on the shareholder's side.

The list of shareholders entitled to participate in the General Meeting will be presented at 7/9 Łucka street, Warsaw on 10 a.m. till 5 p.m. on 12 – 14 February 2014.

Persons entitled to participate in the General Meeting are asked to register and take vote cards at the entrance of the session's hall, one hour before the Meeting.

Issues not covered by this notification are subject of rules of the Commercial Companies Code and the Company Statute.

Signatures:

Piotr Szeliga – President of the Management Board