

Current report no 22/2019  
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**Draft resolutions of the Ordinary General Meeting of Shareholders of Impexmetal S.A. on 25 June 2019**

The Management Board of Impexmetal S.A. presents the content of draft resolutions, which are to be the subject of the Ordinary General Meeting of Impexmetal S.A. convened on 25 June 2019.

***re. item 2 of the planned agenda***

**(Draft)**

**“Resolution No. 1**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: election of the Chairperson of the General Meeting

**§ 1**

Acting pursuant to Article 409 §1 of the Commercial Companies Code, the Ordinary General Meeting of \_\_\_\_\_ the \_\_\_\_\_ Company \_\_\_\_\_ elects \_\_\_\_\_ as the Chairperson of the Ordinary General Meeting of the Company.

**§ 2**

The resolution comes into effect upon adoption.”

***re. item 4 of the planned agenda***

**(Draft)**

**“Resolution No. 2**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: adoption of the agenda

**§ 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. .... published on .... May 2019.

**§ 2**

The resolution comes into effect upon adoption.”

***re. item 5 of the planned agenda***

**(Draft)**

**“Resolution No. 3**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: election of the Ballot Counting Committee

§ 1

The Ordinary General Meeting of the Company elected the Ballot Counting Committee in the following composition: .....

§ 2

The resolution comes into effect upon adoption.”

***re. item 6 of the planned agenda***

**(Draft)**

**“Resolution No. 4**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: approval of the report on activity of Impexmetal S.A. and Impexmetal Capital Group in 2018

Acting in virtue of Art. 395 § 2 point of Commercial Companies Code and § 24 section 1 item 1 of the Company’ Articles of Association, it is resolved as follows:

§ 1

The report on activity of Impexmetal S.A. and Impexmetal Capital Group in 2018 is hereby approved.

§ 2

The resolution comes into effect upon adoption.”

***re. item 7 of the planned agenda***

**(Draft)**

**“Resolution No. 5**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: approval of the financial statements of Impexmetal S.A. for 2018

Acting in virtue of Art. 395 § 2 point of Commercial Companies Code and § 24 section 1 item 1 of the Company’ Articles of Association, it is resolved as follows:

§ 1

The financial statements of Impexmetal S.A. for 2018, including:

- statement of financial position drafted as at 31 December 2018 with total assets as well as total liabilities and equity of PLN 1 674 718 thousand,
- profit and loss statement for the period between 1 January 2018 and 31 December 2018 showing a total net profit of PLN 141 608 thousand,
- statement of comprehensive income for the period between 1 January 2018 and 31 December 2018 showing a total comprehensive income of PLN 92 781 thousand,
- statement of changes in equity for the period between 1 January 2018 and 31 December 2018, showing a decrease in equity of PLN 90 668thousand,

- cash flow statement for the period between 1 January 2018 and 31 December 2018, showing a decrease in cash by PLN 1 354 thousand,
- additional information on adopted accounting policy and other explanations - are hereby approved.

§ 2

The resolution comes into effect upon adoption.”

***re. item 8 of the planned agenda***

**(Draft)**

**“Resolution No. 6**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

concerning: approval of the consolidated financial statement of the Impexmetal Capital Group for 2018

Acting pursuant to Article 395 § 5 of the Code of Commercial Companies, it is resolved as follows:

§ 1

The consolidated financial statements of the Impexmetal Capital Group for 2018, including:

- consolidated statement of financial position prepared as at 31 December 2018 with total assets as well as total liabilities and equity of PLN 2.897.859 thousand,
- consolidated profit and loss statement for the period between 1 January 2018 and 31 December 2018 showing a total net profit of PLN 185 617 thousand
- consolidated statement of comprehensive income for the period between 1 January 2018 and 31 December 2018 showing a total comprehensive income of PLN 128 309 thousand,
- statement of changes in consolidated equity for the period between 1 January 2018 and 31 December 2018, showing an increase in equity by PLN 119 424 thousand,
- consolidated cash flow statement for the period between 1 January 2018 and 31 December 2018, showing a decrease in cash by PLN 36 669 thousand,
- additional information on adopted accounting policy and other explanations - are hereby approved.

§ 2

The resolution comes into effect upon adoption.”

***re. item 10 of the planned agenda***

**(Draft)**

**“Resolution No. 7**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: granting acknowledgment of the fulfilment of duties in 2018 by Ms. Małgorzata Iwanejko

Acting in virtue of Art. 395 § 2 point of Commercial Companies Code and § 24 section 1 item 1 of the Company' Articles of Association, it is resolved as follows:

§ 1

Ms Małgorzata Iwanejko is hereby granting acknowledgment of the fulfilment of duties as the President of the Management Board of the Company between 1 January 2018 and 7 November 2018 and fulfilment of duties as the Member of the Management Board of the Company between 7 November 2018 and 31 December 2018

§ 2

The resolution comes into effect upon adoption.”

***re. item 10 of the planned agenda***

**(Draft)**

**“Resolution No. 8**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Jan Woźniak

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 24 section 1 item 1 of the Company’ Articles of Association, it is resolved as follows:

§ 1

Mr Jan Woźniak is hereby granting acknowledgment of the fulfilment of duties as the Member of the Management Board of the Company between 1 January 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

***re. item 10 of the planned agenda***

**(Draft)**

**“Resolution No. 9**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Piotr Szeliga

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 24 section 1 item 1 of the Company’ Articles of Association, it is resolved as follows:

§ 1

Mr Piotr Szeliga is hereby granting acknowledgment of the fulfilment of duties as the President of the Management Board of the Company between 7 November 2018 and 31 December 2018.

§ 2

The resolution comes into effect upon adoption.”

***re. item 11 of the planned agenda***

**(Draft)**

**“Resolution No. 10**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Arkadiusz Krężel

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 24 section 1 item 1 of the Company' Articles of Association, it is resolved as follows:

**§ 1**

Mr Arkadiusz Krężel is hereby granting acknowledgment of the fulfilment of duties as the Chairperson of the Supervisory Board of the Company between 1 January 2018 and 31 December 2018.

**§ 2**

The resolution comes into effect upon adoption."

***re. item 11 of the planned agenda***

**(Draft)**

**"Resolution No. 11**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: granting acknowledgment of the fulfilment of duties in 2018 by Ms Karina Wściubiak - Hankó

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 24 section 1 item 1 of the Company' Articles of Association, it is resolved as follows:

**§ 1**

Ms Karina Wściubiak - Hankó is hereby granting acknowledgment of the fulfilment of duties as the Vice Chairperson of the Supervisory Board of the Company between 1 January 2018 and 31 December 2018.

**§ 2**

The resolution comes into effect upon adoption."

***re. item 11 of the planned agenda***

**(Draft)**

**"Resolution No. 12**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Damian Pakulski

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 24 section 1 item 1 of the Company' Articles of Association, it is resolved as follows:

**§ 1**

Mr Damian Pakulski is hereby granting acknowledgment of the fulfilment of duties as the Secretary to the Supervisory Board of the Company between 1 January 2018 and 31 December 2018.

**§ 2**

The resolution comes into effect upon adoption."

***re. item 11 of the planned agenda***

**(Draft)**

**“Resolution No. 13**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Piotr Szeliga

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 24 section 1 item 1 of the Company' Articles of Association, it is resolved as follows:

**§ 1**

Mr Piotr Szeliga is hereby granting acknowledgment of the fulfilment of duties as the Member of the Supervisory Board of the Company between 1 January 2018 and 7 November 2018.

**§ 2**

The resolution comes into effect upon adoption.”

***re. item 11 of the planned agenda***

**(Draft)**

**“Resolution No. 14**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Paweł Błaszczuk

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 24 section 1 item 1 of the Company' Articles of Association, it is resolved as follows:

**§ 1**

Mr Paweł Błaszczuk is hereby granting acknowledgment of the fulfilment of duties as the Member of the Supervisory Board of the Company between 1 January 2018 and 31 December 2018.

**§ 2**

The resolution comes into effect upon adoption.”

***re. item 11 of the planned agenda***

**(Draft)**

**“Resolution No. 15**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: granting acknowledgment of the fulfilment of duties in 2018 by Mr Janusz Wiśniewski

Acting in virtue of Art. 395 § 2 point 3 of Commercial Companies Code and § 24 section 1 item 1 of the Company' Articles of Association, it is resolved as follows:

**§ 1**

Mr Janusz Wiśniewski is hereby granting acknowledgment of the fulfilment of duties as the Member of the Supervisory Board of the Company between 18 June 2018 and 31 December 2018.

**§ 2**

The resolution comes into effect upon adoption.”

***re. item 12 of the planned agenda***

**(Draft)**

**“Resolution No. 16**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: distribution of net profit for 2018

Acting in virtue of Art. 395 § 2 point 2 of Commercial Companies Code and § 24 section 1 item 2 and §29 section 1 item 1 of the Company’ Articles of Association, it is resolved as follows:

**§ 1**

The Ordinary General Meeting of Impexmetal S.A. decides to allocate the net profit of the Company for 2018 in the amount of PLN 141 608 479,72 thousand (one hundred forty one million six hundred eight thousand PLN 72/100) to supplementary capital.

**§ 2**

The resolution comes into effect upon adoption.”

***re. item 13 of the planned agenda***

**(Draft)**

**“Resolution No. 17**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: approval of the election of a member to the Supervisory Board

**§ 1**

The election of Mr Piotr Lisiecki to the Supervisory Board of Impexmetal S.A. made by the Supervisory Board on 2 April 2019 is hereby approved.

**§ 2**

The resolution comes into effect upon adoption.”

***re. item 14 of the planned agenda***

**(Draft)**

**“Resolution No.18**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: changes in the composition of the Supervisory Board

Acting in virtue of Art. 385 § 1 of Commercial Companies Code and § 14 section 1 of the Company’ Articles of Association, it is resolved as follows:

**§ 1**

On ..... Mr/Ms ..... is dismissed to the Supervisory Board of Boryszew S.A.

**§ 2**

The resolution comes into effect upon adoption.”

***re. item 14 of the planned agenda***

**(Draft)**

**“Resolution No.19**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: changes in the composition of the Supervisory Board

Acting in virtue of Art. 385 § 1 of Commercial Companies Code and § 14 section 1 of the Company' Articles of Association, it is resolved as follows:

**§ 1**

As of ..... Mr/Ms ..... is appointed from the Supervisory Board of Boryszew S.A.

**§ 2**

The resolution comes into effect upon adoption.”

***re. item 15 of the planned agenda***

**(Draft)**

**“Resolution No. 20**

**of the Ordinary General Meeting of Shareholders of Impexmetal S.A. of 25 June 2019**

on: amending the Company's Articles of Association

The Ordinary General Meeting of the Company resolves as follows:

**§ 1**

§10 section 1 the first sentence is changing as following

“The Management Board of the Company consists of one or more members including President, Vice Presidents and other Board Members”

**§ 2**

The resolution comes into force on the day of registration of the amendments to the Company's Articles of Association by the registry court.

*Justifications for draft resolutions:*

Draft Resolutions Nos. 1 - 3

Resolutions on procedural matters

Draft Resolutions No. 4 - 16

Resolutions on matters falling within the competence of the Ordinary General Meeting of Shareholders concerning the approval of the Company's financial statements for 2018 and the granting acknowledgement to members of the Company's governing bodies and the distribution of net profit for the financial year.

Draft Resolution No. 17

Resolution approval by the General Meeting of Shareholders of a supplementary election of a member



of the Supervisory Board made by the Supervisory Board in place of a member of the Supervisory Board who resigned from membership of the Supervisory Board.

Draft Resolutions No.18-19

Resolutions concerning the appointment of members of the Supervisory Board of the Company - this item is customarily placed on the agenda of the General Meeting, in order to enable the Shareholders to make changes if such if decide so.

Draft Resolution No. 20

Changes the Company's Articles of Association must be approval by General Meeting of Shareholders.

Legal grounds: § 19 section 1 point 2 of the Regulation of the Minister of Finance of 29 March 2018 on current and interim information to be submitted by issuers of securities and conditions for considering as equivalent information required under the law of a non-member state (Journal of Of Laws of 2018, Item 757).

Signatures:

Piotr Szeliga- President of the Management Board

Małgorzata Iwanejko – Member of the Management Board