

**ANNOUNCEMENT OF THE ORDINARY GENERAL MEETING
AT „POLIMEX-MOSTOSTAL” S.A. ON 13 JUNE 2019**

The Management Board of “Polimex-Mostostal” Joint Stock Company with the registered office on Jana Pawła II 12 Street, 00-124, Warsaw, Poland, entered into the Register of Entrepreneurs of the National Court Register, maintained by the District Court for the Capital City of Warsaw, 12th Commercial Division of the National Court Register under KRS number 0000022460 (**“Polimex-Mostostal”, the “Company”**), acting based on the article 395 and article 399 paragraph 1, article 402¹ and 402² of the Commercial Companies Code, as well as paragraph 23(2) of the Statute of „Polimex-Mostostal” S.A., hereby informs about the Ordinary General Meeting that will take place on 13 June 2019 at 10:00 am at the Company’s registered office in Warsaw on Jana Pawła II 12 Street (**the “Ordinary General Meeting”**).

I. Agenda of the Ordinary General Meeting:

1. Opening of the Ordinary General Meeting.
2. Selection of the Chairman for the Ordinary General Meeting.
3. Preparation of the attendance list of Shareholders.
4. Confirmation of the validity of the convocation of the Meeting and the eligibility of its members to adopt resolutions.
5. Approval of the agenda.
6. Review and approval of the Management Board’s report on the Company’s operations in 2018.
7. Review and approval of the Management Board’s report on the operations of Polimex Mostostal Capital Group in 2018.
8. Review and approval of the Company's financial statement for the business year 2018.
9. Review and approval of the financial statement of Polimex Mostostal Capital Group for the business year 2018.
10. Adoption of the resolution on the distribution of net profit generated by the Company in the business year 2018.
11. Adoption of the resolutions on granting performance approval to respective members of the Management Board and the Supervisory Board in the business year 2018.
12. Adoption of the resolutions on the number of members and the selection of the members of the Supervisory Board for the new term 2019-2022.
13. Adoption of the resolution on the alternations to the Company Statute.
14. Adoption of the resolution on the alternations to the Regulations of the Supervisory Board.
15. Closing remarks.

II. Information for the shareholders

a) The right of the shareholder to request an item to be added to the agenda of the Ordinary General Meeting

A shareholder or shareholders who represent at least $\frac{1}{20}$ of the Polimex-Mostostal share capital may request specific items to be added to the agenda of the Ordinary General Meeting. The request of the shareholder or shareholders should be submitted to the Management Board of Polimex-Mostostal no later than 21 days before the date of the Meeting, that is by 23 May 2019. The request should contain the rationale behind the submission or a draft resolution related to the proposed item. Additionally, the shareholder or shareholders requesting specific items should present a personal certificate of deposit issued by an authorised entity or a personal certificate confirming eligibility to participate in the Ordinary General Meeting – this is in order to ensure the identification of shareholders of Polimex- Mostostal. The request may be submitted in writing or by email to the following address: zwz13062019@polimex.pl.

The Management Board will announce any alternations to the agenda of the Meeting introduced at the request of a shareholder or shareholders immediately upon approval and no later than 18 days before the due date of the Meeting (26 May 2019). The new agenda will be announced in a manner adequate for the convocation of the General Meeting.

b) The right of the shareholder to submit draft resolutions concerning items on the agenda of the General Meeting or items to be added to the agenda prior to the due date of the General Meeting

A shareholder or shareholders who represent at least $\frac{1}{20}$ of the Polimex-Mostostal share capital may submit draft resolutions concerning items on the agenda of the General Meeting or items to be added to the agenda prior to the due date of the General Meeting. The draft resolutions may be submitted to Polimex-Mostostal before the Meeting in writing or by email to the following address: zwz13062019@polimex.pl. The shareholder or shareholders submitting draft resolutions should present a personal certificate of deposit issued by an authorised entity or a personal certificate confirming eligibility to participate in the Ordinary General Meeting – this is in order to ensure the identification of shareholders of Polimex- Mostostal. Polimex-Mostostal will immediately publish proposed draft resolutions on the Polimex-Mostostal website at: www.polimex-mostostal.pl

c) The right of the shareholder to submit draft resolutions concerning items on the agenda during the General Meeting

Each shareholder has the right to submit draft resolutions concerning items on the agenda during the General Meeting.

d) Exercising voting rights through an attorney

A shareholder may participate in the General Meeting and exercise the right to vote in person or through an attorney. The power of attorney to participate in the General Meeting and to exercise voting rights should be granted in writing or in an electronic form. The power of attorney should be accompanied by a copy from a relevant register valid on the date of granting the power of attorney, or other relevant corporate documents confirming the authorization of the shareholder

to grant the power of attorney. It is allowed to submit a copy of the power of attorney and other corporate documents if they are certified to be in conformity with the originals by a notary or other authorized person. If the above-mentioned documents have not been drafted in the Polish language it is obligatory to provide a certified translation of these documents.

The attorney has the power to exercise all the shareholders' rights at the General Meeting, unless the power of attorney states otherwise. The attorney has the right to grant further power of attorney, if this is specified in the power of attorney. The attorney can represent more than one shareholder and cast different votes for each shareholder. A shareholder in possession of shares on more than one securities account can appoint separate attorneys to exercise the rights resulting from the shares registered on each of these accounts.

A shareholder who is not a natural person can participate in the General Meeting and exercise the right to vote through a person authorized to make statements of will on their behalf or through an attorney.

A member of the Management Board of Polimex-Mostostal or an employee of Polimex-Mostostal can act as attorneys for shareholders during the General Meeting. If the role of an attorney is adopted by a Management Board member, a Supervisory Board member, an insolvency practitioner, an employee of Polimex-Mostostal or a member of bodies or an employee of a company or a cooperative that constitutes a subsidiary of Polimex-Mostostal, the power of attorney is valid during one General Meeting only. The attorney is obliged to disclose to the shareholder any circumstances indicating the existence or a possibility of a conflict of interest, in which case granting further power of attorney is excluded.

e) Notifying Polimex-Mostostal about appointing an attorney via email

A shareholder may notify the Company about the appointment of an attorney by sending an email to the following address: zwz13062019@polimex.pl. The template form for the notification on appointing an attorney is available on the Company's website. The form should be filled in by the shareholder and attached to an email sent to the above address, as indicated by the instruction in the template. Granting the power of attorney in an electronic form does not require a qualified electronic signature.

The power of attorney granted in an electronic form by a shareholder who is a natural person should include personal data of the shareholder for the identification purposes: name, surname, address of residence and a national identification number (PESEL), as well as data from the shareholder's identity document: number of the document, date of issue and the authority issuing the document.

The notification about the appointment of an attorney can be likewise submitted in writing to the registered address of the Company no later than one day before the due date of the General Meeting. The deadline for the submission of the notification is met if the notification is delivered to the Company within this period.

An email and a written notification about granting the power of attorney including the power of attorney signed by a shareholder in a .pdf format or a copy should be accompanied by a copy or a scan in a .pdf, .tiff or .jpeg format of a certificate issued by an entity maintaining a securities account confirming the right to participate in the General Meeting. If the notification does not

meet the above requirements the Company will immediately inform the shareholder and point out any missing information. Lack of notification or a notification violating the above-mentioned requirements will be considered in the process of assessment of the legal eligibility of the attorney to represent the shareholder during the General Meeting. In particular, it may constitute grounds for not admitting or excluding a given person from participation in the General Meeting.

In case of granting the power of attorney to another attorney it is necessary to provide subsequently submitted powers of attorney together with the documents indicating the authorization of a person to act on behalf of previously appointed attorneys.

The verification process of the validity of the power of attorney will include in particular:

- (i) the hour of sending the power of attorney to the Company's e-mail address,
- (ii) verification of the data in the template form and cross-checking the data against the list of people eligible to participate in the General Meeting,
- (iii) confirmation of the compatibility of the rights of those granting the powers of attorney on behalf of legal persons with their status in relevant copies of the National Court Register.

In case of doubt, Polimex-Mostostal may take further steps to verify the submitted powers of attorney.

The above-mentioned requirements on granting the power of attorney in an electronic form apply also in case of revoking the power of attorney in an electronic form.

The above-mentioned requirements do not exempt the attorney from the obligation to present identification documents during the preparation of the list of people eligible to participate in the General Meeting.

f) Participating in the General Meeting using electronic communication

It is not possible to participate in the General Meeting using electronic communication.

g) Speaking during the General Meeting using electronic communication.

It is not possible to speak during the General Meeting using electronic communication.

h) Exercising voting rights using mail or electronic communication

It is not possible to exercise voting rights using mail or electronic communication.

i) Registration to participate in the General Meeting

The registration date of the participation in the General Meeting falls on 28 May 2019, that is 16 days before the due date of the General Meeting (**the "Registration Day"**).

The registration date is uniform for those entitled by shares to bearer and by registered shares.

j) *The right to participate in the General Meeting*

Pursuant to article 406¹ of the Commercial Companies Code the right to participate in the General Meeting applies only to those who are shareholders of Polimex-Mostostal on the Registration Day, that is on 28 May 2019.

Those eligible under registered shares, as well as pledgees and share users with the voting rights may participate in the General Meeting if they are entered into the share register on the Registration Day.

The bearer shares in the form of a document are equivalent with the right to participate in the General Meeting if the share documents are submitted to the company no later than on the Registration Day and will not be collected before the end of that day. In lieu of the shares, a shareholder can present a certificate issued as proof of deposited shares submitted at a notary, at a bank or at an investment company.

Those entitled to dematerialized bearer shares, in order to exercise their right of participation, should submit a request to the entity in charge of the securities account for a personal certificate confirming the right to participate in the General Meeting. The request should be made not earlier than after the announcement of the General Meeting, that is not earlier than on 17 May 2019, and no later than on the first weekday after the Registration Day, that is no later than on 29 May 2019.

Certificates of the right to participate in the General Meeting will constitute the basis for the preparation of lists submitted to the entity in charge of the securities deposit, in accordance with the regulations on trading in financial instruments. Shareholders are advised to download the above-mentioned certificate on the right to participate and bring it to the General Meeting.

The Company determines the list of shareholders eligible to participate in the General Meeting based on the shares book, the bearer shares certificates or certificates pertaining to this type of shares, as well as the list provided by the Central Securities Repository (KDPW). The list provided by KDPW, as referred to the above, is prepared based on the information provided by entities in charge of shareholder securities accounts, based on registered certificates confirming the right to participate in the General Meeting.

The list of shareholders eligible to participate in the General Meeting (**the “List of Shareholders”**), prepared in compliance with article 407, paragraph 1 of the Commercial Companies Code will be available for reference at the Company’s registered office in Warsaw, on Jana Pawła II 12 Street, 1st floor, room 118, over the period of 3 days before the General Meeting, that is between 10-12 June 2019 between 9 am and 4 pm.

A shareholder of Polimex-Mostostal can review the List of Shareholders in the above-mentioned location and time and demand a copy of the list. The copy will be provided at the cost of the requestor. A shareholder of Polimex-Mostostal can also request the List of Shareholders to be forwarded to their email addresses. The request will be fulfilled out of charge after the it is submitted at the Company’s registered office or by email: zwz13062019@polimex.pl.

Pursuant to article 407, paragraph 2 of the Commercial Companies Code a shareholder has a right to request copies of draft resolutions from the agenda within one week prior to the General Meeting.

k) Reviewing the documentation and draft resolutions submitted for the General Meeting

Pursuant to article 402³, paragraph 1 of the Commercial Companies Code the full content of the documentation and draft resolutions to be submitted for the General Meeting will be published on the Polimex-Mostostal website at www.polimex-mostostal.pl starting from the date of the General Meeting. Any comments from the Management Board of Polimex-Mostostal or the Supervisory Board of Polimex-Mostostal concerning items added to the agenda of the General Meeting or items to be included in the agenda before the date of the General Meeting will be available on the Polimex-Mostostal website immediately after their preparation.

l) Address of the website with the information on the General Meeting

All information regarding the General Meeting will be published on the Polimex-Mostostal website at www.polimex-mostostal.pl.

m) Additional information

Pursuant to the Management Board Resolution No 406/2017 of 18 October 2017 on non-compliance with certain corporate governance principles, the provisions of which were published in the form of a current report No 2/2017 of 18 October 2017 on the subject of Good Practices, the General Meeting should not be recorded in a video form or broadcast in real time. The Company will make every reasonable effort to enable audio recording during the General Meeting and the transcript from the Meeting shall be published on the Company's website, provided that such a request is made by the shareholders of the Company and all shareholders express their consent to be recorded.