

**NOTICE OF CONVENING
AN EXTRAORDINARY GENERAL MEETING OF
POLIMEX-MOSTOSTAL S.A.
FOR
26 FEBRUARY 2016**

The Management Board of Polimex-Mostostal Spółka Akcyjna having its registered address in Warsaw at ul. Jana Pawła II 12, 00-124 Warsaw, Poland, registered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division of the National Court Register, under KRS no. 0000022460 (hereinafter referred to as '**Polimex-Mostostal**' or the '**Company**'), acting pursuant to Article 398, Article 400 § 1, Article 402¹, and Article 402² of the Polish Code of Commercial Companies (hereinafter referred to as the '**CCC**'), and § 30 (5) of the Articles of Association of Polimex-Mostostal, convenes for 25 February 2016, 10.00 hours, to be held in Warsaw at al. Jana Pawła II 12, an Extraordinary General Meeting of Polimex-Mostostal (hereinafter referred to as the '**General Meeting**').

I. Agenda of the General Meeting:

1. Opening of the General Meeting.
2. Appointment of the Chairperson of the General Meeting.
3. Drawing up of a list of attendance of Stockholders.
4. Ascertainment of the legitimacy of convening the General Meeting and its capability of adopting resolutions.
5. Appointment of the Returning Committee.
6. Adoption of the agenda.
7. Adoption of resolutions on the changes of the composition of the Supervisory Board of the Company.
8. Adoption of a Resolution with respect to expressing consent to the sale of an organised part of the business of the Company located in Warsaw, inclusive of the accompanying infrastructure thereof (hereinafter referred to as '**OPB Infrastructure**').
9. Adoption of a Resolution with respect to expressing consent to the sale of an organised part of the business of the Company located in Siedlce, inclusive of the accompanying infrastructure thereof (hereinafter referred to as '**OPB General Construction**').

10. Adoption of a Resolution with respect to expressing consent to the sale of an organised part of the business of the Company located in Warsaw, inclusive of the accompanying infrastructure thereof (hereinafter referred to as 'OPB Operator').
11. Adoption of a Resolution on a decision on the costs of convening and holding the Extraordinary General Meeting of the Company.
12. Closure of the Meeting.

II. Information for Stockholders

a) Right of a stockholder to request that particular issues be put on the agenda of the General Meeting

A stockholder or stockholders who represent minimum one-twentieth of the initial capital of Polimex-Mostostal may require inclusion of particular issues in the agenda of the General Meeting. The request of a stockholder or stockholders should be submitted to the Management Board of Polimex-Mostostal not later than twenty-one days prior to the set date of the General Meeting, i.e. by 4 February 2016. The request shall be inclusive of a substantiation or of a draft resolution pertaining to the suggested item of the agenda. In addition, a stockholder or stockholders who request inclusion of particular items in the agenda shall produce a registered certificate of deposit or a different certificate of the right to participate in the General Meeting, issued by a relevant body, in order to identify them as stockholders of Polimex-Mostostal. The request may be submitted in writing or in electronic format, and sent to the following e-mail address: nwz250216@polimex.pl

The Management Board shall immediately, not later than eighteen days prior to the set date of the General Meeting, announce the amendments to the agenda introduced following the request of the stockholder or stockholders, i.e. by 7 February 2016. The new agenda shall be communicated in a manner corresponding with the manner of convening of the General Meeting.

b) Right of a shareholder to submit draft resolutions related to the issues put on the agenda of the General Meeting, or issues which are to be put on the agenda prior to the date of the General Meeting

A stockholder or stockholders representing minimum one twentieth of the business capital may, prior to the set date of the General Meeting, submit to Polimex-Mostostal in writing or in electronic format c/o email: zwza250216@polimex.pl draft resolutions pertaining to the issues included in the agenda of the General Meeting, or issues to be included in the agenda. A stockholder or stockholders submitting draft resolutions shall produce a registered certificate of deposit or a different certificate of the right to participate

in the General Meeting, issued by a relevant body, in order to identify them as stockholders of Polimex-Mostostal. Polimex-Mostostal shall immediately announce the draft resolutions on the website of Polimex-Mostostal available at the following address: www.polimex-mostostal.pl.

c) The right of a stockholder to submit draft resolutions related to the issues included in the agenda during the General Meeting

During the General Meeting, each and every stockholder may submit draft resolutions related to the issues included in the agenda.

d) The manner of a proxy holder exercising the voting right

A stockholder may participate in the General Meeting and exercise their voting right personally or through a proxy holder. The representative shall exercise all the Stockholder's rights during the General Meeting unless stipulated otherwise in the letter of authority. A proxy holder may grant further powers of attorney provided that such a stipulation is included in the power of attorney. The proxy holder may represent more than one stockholder and differently exercise the voting right attached to the shares of each stockholder. A stockholder of a public company holding shares registered on more than one securities account may appoint separate proxy holders to exercise the rights attached to the shares registered on each account.

A stockholder who is not a natural person may participate in the General Meeting and exercise the voting right through a person authorised to submit declarations of will in their name or through a proxy holder.

A power of attorney to participate in the General Meeting and exercise the voting right must be granted in writing or in an electronic form using the forms made available on the website of Polimex-Mostostal available at the following address: www.polimex-mostostal.pl. A power of attorney that authorises to participate and exercise the voting right should be delivered not later than on the day on which the General Meeting is held. Granting of a power of attorney in electronic format does not require provision of a secure electronic signature.

A member of the Management Board of Polimex-Mostostal and an employee of Polimex-Mostostal may be proxy holders of the stockholders at the General Meeting. In the case that a member of the Management Board, a member of the Supervisory Board, liquidator, an employee of Polimex-Mostostal or a member of the bodies or an employee of a company or a cooperative dependent on Polimex-Mostostal is a proxy holder at the General Meeting, the power of attorney may only authorise to represent a shareholder at one General Meeting. The proxy holder shall be obliged to reveal to the stockholder the circumstances indicating the existence or a possibility of a conflict of interest. In this case, granting of a further power of attorney shall be excluded.

e) Method of notification of Polimex-Mostostal of the appointment of a proxy holder with the use of means of electronic communication

A stockholder shall notify Polimex-Mostostal of granting a power of attorney in electronic format by means of electronic mail. At www.polimex-mostostal.pl, Polimex-Mostostal makes available for downloading a form template on the notification of granting the power of attorney which, once completed by the stockholder in accordance with the instructions included in the form, shall be sent as an attachment to the e-mail address indicated in the form.

In the event of granting of a power of attorney to a further representative, a continuous series of powers of attorney, inclusive of documents indicating authorisation to act in the name of the previous representatives, shall be produced.

Along the notification of granting authorisation in electronic format, the Stockholder shall send scanned letter of authority, scanned identity cards, passports or other documents enabling identification of the stockholder as the principal and of the appointed representative. In the event of the authorisation being granted by a legal entity or a business unit provided for in Article 331 of the Polish Civil Code, the stockholder shall additionally send scanned excerpts from the register in which it has been registered. In the event of the representative being a legal entity or a business unit provided for in Article 331 of the Polish Civil Code, the stockholder shall additionally send scanned excerpts from the register in which the representative has been registered. Documents sent by means of electronic communication, developed in a foreign language, shall be appended with relevant translation into Polish, developed by a sworn translator.

Validity of a power of attorney granted in electronic format shall be verified by means of:

- (i) checking the completeness of the documents of the granted power of attorney, in particular in the case of durable powers of attorney sent together with the form,
- (ii) checking the correctness of data entered in the form and comparing them with the information included in the list of persons authorised to participate in the General Meeting,
- (iii) checking the compliance of powers of the persons granting powers of attorney in the name of legal persons with the status indicated in the relevant extracts from the National Court Register (KRS).

In case of doubts, Polimex-Mostostal may undertake further actions in order to verify the powers of attorney issued.

The principles of granting power of attorney in electronic format indicated above shall be applied respectively to the revocation of a power of attorney in electronic format.

The foregoing principles shall not release the representative from the obligation to produce documents identifying them when signing the list of persons authorised to attend the General Meeting.

f) Possibility and manner of participation in the General Meeting using means of electronic communication

The Articles of Association of Polimex-Mostostal does not allow for the possibility of participation in the General Meeting with the use of means of electronic communication.

g) Manner of speaking during the General Meeting with the use of means of electronic communication

The Articles of Association of Polimex-Mostostal do not allow for the possibility of speaking during the General Meeting with the use of means of electronic communication.

h) Manner of exercising the voting right by correspondence or with the use of means of electronic communication

Rules and Regulations of the General Meeting of Stockholders of Polimex-Mostostal do not allow for the possibility of exercising the voting right by correspondence or with the use of means of electronic communication.

i) Day of registration of participation in the General Meeting

Day of registering participation in the General Meeting shall fall 16 days prior to the date of the General Meeting, i.e. on 9 February 2016 (hereinafter referred to as the '**Registration Day**').

The Registration Day shall be identical for holders of both bearer shares and registered shares.

j) Right to participate in the General Meeting

The right to participate in the General Meeting shall be exclusively due to, pursuant to Article 406¹ of the CCC, persons being stockholders of Polimex-Mostostal on the Registration Day, i.e. on 9 February 2016.

Holders of rights attached to registered shares as well as pledgees and users

who hold the voting right shall be entitled to participate in the General Meeting if they are entered in the Stock Ledger on the Registration Day.

Bearer shares in the form of a document shall give the right to participate in the General Meeting if the share documents are placed at Polimex-Mostostal not later than on the Registration Day, and they are not collected prior to the end of this day. Instead of the shares, it is possible to submit a certificate issued in order to confirm the placing of shares at a notary public, bank or an investment company.

In order to use the right to participate, the holders of rights attached to dematerialised bearer shares should submit a request to issue an individual certificate on the right to participate in the General Meeting at the entity which maintains the securities account not earlier than after the announcement on the convention of the General Meeting, i.e. not earlier than on 21 January 2012 and not later than on the first business day following the Registration Day, i.e. not later than on 14 February 2012.

Certificates of the right to participate in the General Meeting shall constitute the grounds for development of lists provided to the entity managing the securities accounts in accordance with regulations pertaining to trade in financial instruments. The foregoing certificate of the right to participate in the General Meeting shall be collected and held on the day of the General Meeting.

The Company shall develop a list of stockholders entitled to participate in the General Meeting based on the Stock Ledger, bearer share documents, or certificates pertaining to such shares, and based on the list provided thereto by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych, KDPW). The foregoing list to be provided by the KDPW shall be developed based on the information provided by the entities maintaining the stockholders' security deposits, based on the issued registered certificates of the right to participate in the General Meeting.

The list of stockholders holding the right to participate in the General Meeting (hereinafter referred to as the '**List of Stockholders**'), developed pursuant to Article 407 § 1 of the CCC, shall be made available for inspection at the offices of the Company located in Warsaw at al. Jana Pawła II 12, 1st floor, room 119, for three business days prior to the holding of the General Meeting, i.e. on 22 – 24 February 2016, between 09.00 hours and 16.00 hours.

A Polimex-Mostostal stockholder may inspect the List of Stockholders on site, within times provided for hereinabove, and may demand a copy of the List of Stockholders against reimbursement of the costs of its development. A stockholder of Polimex-Mostostal may also request that the List of Stockholders be sent to them free of charge by electronic mail and provide their own email address to which the list should be sent. A request to sent the List of

Stockholder shall be submitted at the offices of the Company, or it shall be sent to nwz250216@polimex.pl

Pursuant to Article 407 § 2 CCC, a stockholder shall have the right to request that copies of motions pertaining to issues included in the agenda the week be issued thereto within one week prior to the General Meeting.

k) Place and manner of acquainting oneself with the documentation and resolutions submitted to the General Meeting

Pursuant to Article 402³ § 1 of the CCC, a full text of the documentation that is to be presented to the General Meeting together with draft resolutions shall be made available on the website of Polimex-Mostostal at www.polimex-mostostal.pl as of the day of convening of the General Meeting. Comments of the Management Board of Polimex-Mostostal or the Supervisory Board of Polimex-Mostostal related to the issues on the agenda of the General Meeting or the issues that are to be put on the agenda prior to the date of the General Meeting shall be made available on the website of Polimex-Mostostal immediately after having been drawn up.

From 22 February 2016 to the day preceding the date of the General Meeting, stockholders of Polimex-Mostostal may acquaint themselves with the foregoing documents in Warsaw at ul. Jana Pawła II 12, 1st floor, room 119, for three business days prior to the holding of the General Meeting, i.e. on 22 - 24 February 2016, between 09.00 hours and 16.00 hours.

l) Address of the website where information pertaining to the General Meeting shall be made available

Any information relating to the General Meeting is made available on the website of Polimex-Mostostal at www.polimex-mostostal.pl.