DRAFT RESOLUTIONS
OF THE EXTRAORDINARY GENERAL MEETING
Polimex-Mostostal S.A.

(item 2 of the agenda)

RESOLUTION NO. 1

OF THE EXTRAORDINARY GENERAL MEETING

of Polimex-Mostostal Spółka Akcyjna

dated ……….. 2015

with respect to: appointment of the Chairperson of the General Meeting

§ 1

The Extraordinary General Meeting of Polimex-Mostostal Spółka Akcyjna with its registered office in Warsaw ("**the Company**"), acting pursuant to art. 409 § 1 of the act dated 15 September 2000 - Code of commercial companies (Dz. U. *[Journal of Laws]* of 2013, item 1030, as amended) ("**CCC**"), appointed in secret voting Mr / Mrs / Ms _____ to be the Chairperson of the Extraordinary General Meeting held on 16 February 2015.

§ 2

Resolution shall come into force as of the date of its adoption.

Number of shares for which votes were cast: ……………………………

Percentage of shares in the share capital: ……………………………

Total number of valid votes: …………………………

    'for' the resolution: ……………………………votes

    'against' the resolution: …………………………votes

    'abstained'   …………………………votes

PRESIDENT OF THE SUPERVISORY BOARD

(item 4 of the agenda)

RESOLUTION NO. 2
OF THE EXTRAORDINARY GENERAL MEETING
of Polimex-Mostostal Spółka Akcyjna
dated 2015

with respect to: appointment of the Members of the Returning Committee

§ 1

The Extraordinary General Meeting of Polimex-Mostostal Spółka Akcyjna with its registered office in Warsaw ("**the Company**") has decided that the Returning Committee shall comprise _____ (in words: _____) Members, namely:

1/ Mr / Mrs / Ms _____

2/ Mr / Mrs / Ms _____

3/ Mr / Mrs / Ms _____

§ 2

Resolution shall come into force as of the date of its adoption.

Number of shares for which votes were cast: ……………………………

Percentage of shares in the share capital: ……………………………

Total number of valid votes: ……………………………

    'for' the resolution: ……………………………votes

    'against' the resolution: ……………………………votes

    'abstained'   ……………………………votes

CHAIRPERSON
Of THE MEETING

(item 5 of the agenda)

RESOLUTION NO. 3

OF THE EXTRAORDINARY GENERAL MEETING

of Polimex-Mostostal Spółka Akcyjna

dated ……….. 2015

with respect to: adoption of the agenda

§ 1

The Extraordinary General Meeting of Polimex-Mostostal Spółka Akcyjna with its registered office in Warsaw ("**the Company**") has adopted the agenda in the wording announced on the website of the Company and in the form of a current report no. 11/2015, published on 21 January 2015.

§ 2

Resolution shall come into force as of the date of its adoption.

Number of shares for which votes were cast: …………………………

Percentage of shares in the share capital: …………………………

Total number of valid votes: …………………………

  'for' the resolution: …………………………votes

  'against' the resolution: …………………………votes

  'abstained'   …………………………votes

CHAIRPERSON

Of THE MEETING

(item 6 of the agenda)

RESOLUTION NO. 4
OF THE EXTRAORDINARY GENERAL MEETING
of Polimex-Mostostal Spółka Akcyjna
dated ……………… 2015

with respect to: establishing the number of members of the Supervisory Board

Acting pursuant to § 34 sec. 1 and 2 of the Articles of Association of „Polimex-Mostostal"
S.A. ('**the Company**'), the Extraordinary General Meeting of the Company hereby
decides as follows:

§ 1

The Extraordinary General Meeting of the Company establishes the number of members
of the Supervisory Board of the Company as 8.

§ 2

Resolution shall come into force as of the date of its adoption.

Number of shares for which votes were cast: …………………………
Percentage of shares in the share capital: …………………………
Total number of valid votes: …………………………
        'for' the resolution: …………………………votes
        'against' the resolution: …………………………votes
        'abstained'   …………………………votes

CHAIRPERSON
Of THE MEETING

(item 7 of the agenda)

RESOLUTION NO. 5

OF THE EXTRAORDINARY GENERAL MEETING

of Polimex-Mostostal Spółka Akcyjna

dated ………………. 2015

with respect to: dismissal from/appointment to the Supervisory Board of the Company

Acting pursuant to art. 385 § 1 of the Code of commercial companies and § 33 sec. 1 (d) of the Articles of Association of „Polimex-Mostostal" S.A. ('**the Company**'), the Extraordinary General Meeting of the Company hereby decides as follows:

§ 1

The Extraordinary General Meeting of the Company hereby appoints Mr / Mrs / Ms _____ to the position of a member of the Supervisory Board for the remainder of the current term of office of the Supervisory Board.

§ 2

Resolution shall come into force as of the date of its adoption.

Number of shares for which votes were cast: ……………………………

Percentage of shares in the share capital: ……………………………

Total number of valid votes: ……………………………

  'for' the resolution: ……………………………votes

  'against' the resolution: ……………………………votes

  'abstained'   ……………………………votes

CHAIRPERSON

Of THE MEETING

(item 8 of the agenda)

RESOLUTION NO. 6
OF THE EXTRAORDINARY GENERAL MEETING
of Polimex-Mostostal Spółka Akcyjna
dated ……………… 2015

with respect to: amending the Articles of Association of the Company

The Extraordinary General Meeting of Polimex-Mostostal Spółka Akcyjna with its registered office in Warsaw ("**the Company**"), acting pursuant to art. 430 § 1 of the act dated 15 September 2000 - Code of commercial companies (Dz. U. *[Journal of Laws]* of 2013, item 1030, as amended) ("**CCC**") and § 33 sec. 1 (d) of the Articles of Association of the Company, hereby resolves as follows:

§ 1

Extraordinary General Meeting of the Company decides to amend § 40 of the Articles of Association with the current following wording:
„§ 40. The Management Board's term of office shall be three years.

by providing a new content thereof:
„§ 40. The Management Board is appointed for a common three-year term of office"

§ 2

Resolution shall come into force as of the date of its adoption.

Number of shares for which votes were cast: ……………………………

Percentage of shares in the share capital: ……………………………

Total number of valid votes: ……………………………

    'for' the resolution: ……………………………votes

    'against' the resolution: ……………………………votes

    'abstained' ……………………………votes

CHAIRPERSON
Of THE MEETING

(item 10 of the agenda)

RESOLUTION NO. 7
OF THE EXTRAORDINARY GENERAL MEETING
of Polimex-Mostostal Spółka Akcyjna
dated 2015

with respect to: the decision on the costs of convening and holding the Extraordinary General Meeting of the Company

The Extraordinary General Meeting of Polimex-Mostostal Spółka Akcyjna with its registered office in Warsaw ("**the EGM**", "**the Company**"), acting pursuant to art. 400 § 4 of the act dated 15 September 2000 - Code of commercial companies (Dz. U. *[Journal of Laws]* of 2013, item 1030, as amended) ("**CCC**"), hereby resolves as follows:

§ 1
Decision on the costs

The costs of convening and holding this Extraordinary General Meeting shall be borne entirely by the Company.

§ 2
Entry into force

Resolution shall come into force as of the date of its adoption.

Number of shares for which votes were cast: ……………………………
Percentage of shares in the share capital: ……………………………
Total number of valid votes: ……………………………
    'for' the resolution: ……………………………votes
    'against' the resolution: ……………………………votes
    'abstained'   ……………………………votes

CHAIRPERSON
Of THE MEETING