
**NOTICE OF AN ORDINARY GENERAL MEETING
of Polimex-Mostostal S.A.
to be held on 29 June 2011**

The Management Board of Polimex-Mostostal Spółka Akcyjna with its registered office in Warsaw at ul. Czackiego 15/17, 00-950 Warsaw, Poland, entered into 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 395, Article 399 § 1, 402¹ and 402² of the Code of Commercial Companies (hereinafter referred to as the '**CCC**') and § 30 (2) of the Articles of Association of the Polimex-Mostostal S.A., convenes on 29 June 2011, at 11.00 am, in Warsaw, ul. Młynarska 42, an Ordinary General Meeting of Polimex-Mostostal (hereinafter referred to as the '**General Meeting**').

I. The agenda of the General Meeting:

1. Opening of the General Meeting.
2. Appointment of the Chairperson of the General Meeting.
3. Drawing up of the list of attendance of Stockholders.
4. Determination that the General Meeting was properly convened and that it is capable of adopting resolutions.
5. Appointment of the Returning Committee.
6. Adoption of the agenda.
7. Examination and authorisation of the Management Board's report on the activity of the Company and of the financial statement of the Company for the working year of 2010.
8. Examination and authorisation of the Management Board's report on the activity of Polimex-Mostostal Capital Group and of the consolidated financial statement of Polimex-Mostostal Capital Group for the working year of 2010.
9. Examination and authorisation of the Supervisory Board's report on: (i) its activity in the working year of 2010 and (ii) evaluation of the financial statement for the working year of 2010 and of the consolidated financial statement of Polimex-Mostostal Capital Group for the working year of 2010, and (iii) evaluation of the Management Board's report on the activity of the Company in the working year of 2010, and (iv) of the Management Board's report on the activity of Polimex-Mostostal Capital Group in the working year of 2010.
10. Examination of a motion of the Management Board regarding distribution of net profit and adoption of a resolution on distribution of the Company's net profit for the working year of 2010.
11. Granting a vote of approval duties to the members of the Management Board and of the Supervisory Board of the Company acknowledging fulfilment of duties in the working year of 2010.
12. Granting a vote of approval to the members of the Management Board and of the Supervisory Board of Energomontaż-Północ S.A., acquired by Polimex-Mostostal S.A. pursuant to Article 492 § 1 (1) of the CCC, acknowledging fulfilment of duties in the working year of 2010.
13. Granting a vote of approval to the members of the Management Board and of the Supervisory Board of Zakłady Remontowe Energetyki Lublin S.A., acquired by Polimex-Mostostal S.A. pursuant to Article 492 § 1 (1) of the CCC, acknowledging fulfilment of duties in the working year of 2010.

14. Granting a vote of approval to the members of the Management Board and of the Supervisory Board of Zakłady Remontowe Energetyki Kraków Sp. z o.o., acquired by Polimex-Mostostal S.A. pursuant to Article 492 § 1 (1) of the CCC, acknowledging fulfilment of duties in the working year of 2010.
15. Granting a vote of approval to the members of the Management Board and of the Supervisory Board of EPE-Rybnik Sp. z o.o., acquired by Polimex-Mostostal S.A. pursuant to Article 492 § 1 (1) of the CCC, acknowledging fulfilment of duties in the working year of 2010.
16. Granting a vote of approval to the members of the Management Board and of the Supervisory Board of Naftoremont Sp. z o.o., acquired by Polimex-Mostostal S.A. pursuant to Article 492 § 1 (1) of the CCC, acknowledging fulfilment of duties in the working year of 2010.
17. Granting a vote of approval to the members of the Management Board and of the Supervisory Board of ECeRemont Sp. z o.o., acquired by Polimex-Mostostal S.A. pursuant to Article 492 § 1 (1) of the CCC, acknowledging fulfilment of duties in the working year of 2010.
18. Granting a vote of approval to the members of the Management Board and of the Supervisory Board of Naftobudowa S.A., acquired by Polimex-Mostostal S.A. pursuant to Article 492 § 1 (1) of the CCC, acknowledging fulfilment of duties in the working year of 2010.
19. Redemption of subscription warrants issued pursuant to Resolution no. 1 and no. 3 dated 31 January 2006 of the Extraordinary General Meeting of the Company, amended with Resolutions no. 39 and no. 41 of the Ordinary General Meeting of the Company dated 28 June 2007 adopted with respect to authorisation of the assumptions of the Incentive Scheme within the Company and issue of subscription warrants not to be acquired by entitled persons.
20. Adoption of resolutions on the amendments to the Articles of Association of the Company.
21. Adoption of a resolution on the uniform text of the Articles of Association of the Company.
22. Closure of the Meeting.

II. Proposed amendments to the Articles of Association of the Company

Pursuant to Article 402 § 2 of the Code of Commercial Companies, the Management Board of the Company provides the currently applicable wording and content of the proposed amendments to the Articles of Association of the Company:

1. Proposed amendment involves adding to § 7 of the Articles of Association items 104 and 105 of the following content:

 '104. Granules and pig iron powder, specular pig iron or steel (PKD 24.10.14),
 105. Manufacture of basic precious and other non-ferrous metals (PKD 24.4).'

Below you will find the current and the proposed content of § 7 of the Articles of Association of the Company.

§ 7 – the current content:

'§ 7.

The Company's line of business in particular includes:

1. Growing of non-perennial crops (PKD 01.1),
2. Growing of perennial crops (PKD 01.2),

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3. Support activities to agriculture and post- harvest crop activities (PKD 01.6),
 4. Support services to forestry (PKD 02.4),
 5. Quarrying of stone, sand and clay (PKD 08.1),
 6. Support activities for petroleum and natural gas extraction (PKD 09.1),
 7. Support activities for other mining and quarrying (PKD 09.9),
 8. Manufacture of products of wood, cork, straw and plaiting materials (PKD 16.2),
 9. Manufacture of articles of concrete, cement and plaster (PKD 23.6),
 10. Cutting, shaping and finishing of stone (PKD 23.7),
 11. Manufacture of abrasive products and non-metallic mineral products n.e.c. (PKD 23.9),
 12. Manufacture of tubes, pipes, hollow profiles and related fittings, of steel (PKD 24.2),
 13. Manufacture of other products of first processing of steel (PKD 24.3),
 14. Manufacture of structural metal products (PKD 25.1),
 15. Manufacture of tanks, reservoirs and containers of metal (PKD 25.2),
 16. Manufacture of steam generators, except central heating hot water boilers (PKD 25.3),
 17. Forging, pressing, stamping and roll-forming of metal; powder metallurgy (PKD 25.5),
 18. Treatment and coating of metals; machining (PKD 25.6),
 19. Manufacture of cutlery, tools and general hardware (PKD 25.7),
 20. Manufacture of other fabricated metal products (PKD 25.9),
 21. Manufacture of electronic components and boards (PKD 26.1),
 22. Manufacture of computers and peripheral equipment (PKD 26.2),
 23. Manufacture of electric motors, generators, transformers and electricity distribution and control apparatus (PKD 27.1),
 24. Manufacture of insulated wires and cables and wiring devices (PKD 27.3),
 25. Manufacture of domestic appliances (PKD 27.5),
 26. Manufacture of other electrical equipment (PKD 27.9),
 27. Manufacture of general — purpose machinery (PKD 28.1),
 28. Manufacture of other general — purpose machinery (PKD 28.2),
 29. Manufacture of agricultural and forestry machinery (PKD 28.3),
 30. Manufacture of machinery and machine tools (PKD 28.4),
 31. Manufacture of other special-purpose machinery (PKD 28.9),
 32. Manufacture of bodies (coachwork) for motor vehicles; manufacture of trailers and semi-trailers (PKD 29.2),
 33. Building of ships and boats (PKD 30.1),
 34. Manufacturing n.e.c. (PKD 32.9),
 35. Repair of fabricated metal products, machinery and equipment (PKD 33.1),
 36. Installation of industrial machinery and equipment (PKD 33.2),
 37. Electric power generation, transmission, distribution and sale (PKD 35.1),
 38. Steam, hot water and air conditioning generation and supply (PKD 35.3),
 39. Waste collection (PKD 38.1),
 40. Waste treatment and disposal (PKD 38.2),
 41. Materials recovery (PKD 38.3),
 42. Development of building projects (PKD 41.1),
 43. Construction of residential and non-residential buildings (PKD 41.2),

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44. Construction of roads and railways (PKD 42.1),
 45. Construction of pipelines, telecommunication and power lines (PKD 42.2),
 46. Construction of other civil engineering structures (PKD 42.9),
 47. Demolition and site preparation (PKD 43.1),
 48. Electrical, plumbing and other construction installation activities (PKD 43.2),
 49. Building completion and finishing (PKD 43.3),
 50. Other specialised construction activities (PKD 43.9),
 51. Wholesale on a fee or contract basis (PKD 46.1),
 52. Wholesale of information and communication equipment (PKD 46.5),
 53. Wholesale of other machinery, equipment and supplies (PKD 46.6),
 54. Other specialised wholesale (PKD 46.7),
 55. Non-specialised wholesale trade (PKD 46.9),
 56. Retail sale in non-specialised stores (PKD 47.1),
 57. Retail sale of other household equipment in specialised stores (PKD 47.5),
 58. Retail sale of other goods in specialised stores (PKD 47.7),
 59. Retail trade not in stores, stalls or markets (PKD 47.9),
 60. Other passenger land transport (PKD 49.3),
 61. Freight transport by road and removal services (PKD 49.4),
 62. Warehousing and storage (PKD 52.1),
 63. Support activities for transportation (PKD 52.2),
 64. Hotels and similar accommodation (PKD 55.1),
 65. Holiday and other short-stay accommodation (PKD 55.2),
 66. Other accommodation (PKD 55.9),
 67. Restaurants and other food service facilities (PKD 56.1),
 68. Event catering and other food service activities (PKD 56.2),
 69. Beverage serving activities (PKD 56.3),
 70. Publishing of books, periodicals and other publishing activities, excluding software (PKD 58.1),
 71. Software publishing (PKD 58.2),
 72. Sound recording and music publishing activities (PKD 59.2),
 73. Radio broadcasting (PKD 60.1),
 74. Computer programming, consultancy and related activities (PKD 62.0),
 75. Data processing, hosting and related activities; web portals (PKD 63.1),
 76. Activities of financial holding companies (PKD 64.2),
 77. Other financial service activities, except insurance and pension funding (PKD 64.9),
 78. Buying and selling of own real estate (PKD 68.1),
 79. Renting and operating of own or leased real estate (PKD 68.2),
 80. Real estate activities on a fee or contract basis (PKD 68.3),
 81. Legal activities (PKD 69.1),
 82. Activities of head offices and holding companies, except financial holding companies (PKD 70.1),
 83. Management consultancy activities (PKD 70.2),
 84. Architectural and engineering activities and related technical consultancy (PKD 71.1),

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85. Technical testing and analysis (PKD 71.2),
 86. Market research and public opinion polling (PKD 73.2),
 87. Other professional, scientific and technical activities n.e.c. (PKD 74.9),
 88. Renting and leasing of motor vehicles, except motorcycles (PKD 77.1),
 89. Renting and leasing of personal and household goods (PKD 77.2),
 90. Renting and leasing of other machinery, equipment and tangible goods (PKD 77.3),
 91. Activities of employment placement agencies (PKD 78.1),
 92. Temporary employment agency activities (PKD 78.2),
 93. Other human resources provision (PKD 78.3),
 94. Other reservation service and related activities (PKD 79.9),
 95. Security systems service activities (PKD 80.2),
 96. Landscape service activities (PKD 81.3),
 97. Office administrative and support activities (PKD 82.1),
 98. Organisation of trade shows, exhibitions and conventions (PKD 82.3),
 99. Other education (PKD 85.5),
 100. Educational support activities (PKD 85.6),
 101. Sports activities (PKD 93.1),
 102. Amusement and recreation activities (PKD 93.2),
 103. Repair of computers and communication equipment (PKD 95.1).'

§ 7 – the proposed content:

'§ 7.

The Company's line of business in particular includes:

1. Growing of non-perennial crops (PKD 01.1),
2. Growing of perennial crops (PKD 01.2),
3. Support activities to agriculture and post- harvest crop activities (PKD 01.6),
4. Support services to forestry (PKD 02.4),
5. Quarrying of stone, sand and clay (PKD 08.1),
6. Support activities for petroleum and natural gas extraction (PKD 09.1),
7. Support activities for other mining and quarrying (PKD 09.9),
8. Manufacture of products of wood, cork, straw and plaiting materials (PKD 16.2),
9. Manufacture of articles of concrete, cement and plaster (PKD 23.6),
10. Cutting, shaping and finishing of stone (PKD 23.7),
11. Manufacture of abrasive products and non-metallic mineral products n.e.c. (PKD 23.9),
12. Manufacture of tubes, pipes, hollow profiles and related fittings, of steel (PKD 24.2),
13. Manufacture of other products of first processing of steel (PKD 24.3),
14. Manufacture of structural metal products (PKD 25.1),
15. Manufacture of tanks, reservoirs and containers of metal (PKD 25.2),
16. Manufacture of steam generators, except central heating hot water boilers (PKD 25.3),
17. Forging, pressing, stamping and roll-forming of metal; powder metallurgy (PKD 25.5),
18. Treatment and coating of metals; machining (PKD 25.6),
19. Manufacture of cutlery, tools and general hardware (PKD 25.7),

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20. Manufacture of other fabricated metal products (PKD 25.9),
 21. Manufacture of electronic components and boards (PKD 26.1),
 22. Manufacture of computers and peripheral equipment (PKD 26.2),
 23. Manufacture of electric motors, generators, transformers and electricity distribution and control apparatus (PKD 27.1),
 24. Manufacture of insulated wires and cables and wiring devices (PKD 27.3),
 25. Manufacture of domestic appliances (PKD 27.5),
 26. Manufacture of other electrical equipment (PKD 27.9),
 27. Manufacture of general – purpose machinery (PKD 28.1),
 28. Manufacture of other general – purpose machinery (PKD 28.2),
 29. Manufacture of agricultural and forestry machinery (PKD 28.3),
 30. Manufacture of machinery and machine tools (PKD 28.4),
 31. Manufacture of other special-purpose machinery (PKD 28.9),
 32. Manufacture of bodies (coachwork) for motor vehicles; manufacture of trailers and semi-trailers (PKD 29.2),
 33. Building of ships and boats (PKD 30.1),
 34. Manufacturing n.e.c. (PKD 32.9),
 35. Repair of fabricated metal products, machinery and equipment (PKD 33.1),
 36. Installation of industrial machinery and equipment (PKD 33.2),
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 39. Waste collection (PKD 38.1),
 40. Waste treatment and disposal (PKD 38.2),
 41. Materials recovery (PKD 38.3),
 42. Development of building projects (PKD 41.1),
 43. Construction of residential and non-residential buildings (PKD 41.2),
 44. Construction of roads and railways (PKD 42.1),
 45. Construction of pipelines, telecommunication and power lines (PKD 42.2),
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 55. Non-specialised wholesale trade (PKD 46.9),
 56. Retail sale in non-specialised stores (PKD 47.1),
 57. Retail sale of other household equipment in specialised stores (PKD 47.5),
 58. Retail sale of other goods in specialised stores (PKD 47.7),
 59. Retail trade not in stores, stalls or markets (PKD 47.9),
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61. Freight transport by road and removal services (PKD 49.4),
 62. Warehousing and storage (PKD 52.1),
 63. Support activities for transportation (PKD 52.2),
 64. Hotels and similar accommodation (PKD 55.1),
 65. Holiday and other short-stay accommodation (PKD 55.2),
 66. Other accommodation (PKD 55.9),
 67. Restaurants and other food service facilities (PKD 56.1),
 68. Event catering and other food service activities (PKD 56.2),
 69. Beverage serving activities (PKD 56.3),
 70. Publishing of books, periodicals and other publishing activities, excluding software (PKD 58.1),
 71. Software publishing (PKD 58.2),
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 73. Radio broadcasting (PKD 60.1),
 74. Computer programming, consultancy and related activities (PKD 62.0),
 75. Data processing, hosting and related activities; web portals (PKD 63.1),
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 78. Buying and selling of own real estate (PKD 68.1),
 79. Renting and operating of own or leased real estate (PKD 68.2),
 80. Real estate activities on a fee or contract basis (PKD 68.3),
 81. Legal activities (PKD 69.1),
 82. Activities of head offices and holding companies, except financial holding companies (PKD 70.1),
 83. Management consultancy activities (PKD 70.2),
 84. Architectural and engineering activities and related technical consultancy (PKD 71.1),
 85. Technical testing and analysis (PKD 71.2),
 86. Market research and public opinion polling (PKD 73.2),
 87. Other professional, scientific and technical activities n.e.c. (PKD 74.9),
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 89. Renting and leasing of personal and household goods (PKD 77.2),
 90. Renting and leasing of other machinery, equipment and tangible goods (PKD 77.3),
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 97. Office administrative and support activities (PKD 82.1),
 98. Organisation of trade shows, exhibitions and conventions (PKD 82.3),
 99. Other education (PKD 85.5),
 100. Educational support activities (PKD 85.6),
 101. Sports activities (PKD 93.1),

102. Amusement and recreation activities (PKD 93.2),
103. Repair of computers and communication equipment (PKD 95.1),
104. Granules and pig iron powder, specular pig iron or steel (PKD 24.10.14),
105. Manufacture of basic precious and other non-ferrous metals (PKD 24.4).'

2. The proposed amendment to § 9 involves the replacement of:

- a) in § 9 (1) (1) of the Articles of Association the number: '65,050 (in words: sixty five thousand and fifty)' with the number '50,050 (in words: fifty thousand and fifty)'
- b) in § 9 (1) (2) of the Articles of Association the number: '381,147,225 (in words: three hundred and eighty-one million, one hundred and forty-seven thousand, two hundred and twenty-five)' with the number '381,162,225 (in words: three hundred and eighty-one million, one hundred and sixty-two thousand, two hundred and twenty-five)'
- c) in § 9 (2) of the Articles of Association the number: '762,417 (in words: seven hundred and sixty-two thousand, four hundred and seventeen)' with the number '651,965.52 (in words: six hundred and fifty-one thousand, nine hundred and sixty-five point five two), and the number '19,060,425 (in words: nineteen million, sixty thousand, four hundred and twenty-five)' with the number '16,299,138 (in words: sixteen million, two hundred and ninety-nine thousand, one hundred and thirty-eight)'.

Below you will find the current and the proposed content of § 9 of the Articles of Association of the Company.

§ 9 – the current content:

'§ 9.

1. 'Business capital of the Company is PLN 20,846,163.04 (in words: twenty million, eight hundred and forty-six thousand, one hundred and sixty-three point zero four) and is divided into:
 - 1) 65,050 (in words: sixty-five thousand and fifty) ordinary registered shares of series A of the nominal value of PLN 0.04 (in words: point zero four) each,
 - 2) 381,147,225 (in words: three hundred and eighty-one million, one hundred and forty-seven thousand, two hundred and twenty-five) ordinary bearer shares of series A to F of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
 - 3) 235,873 (in words: two hundred and thirty-five thousand, eight hundred and seventy-three) ordinary bearer shares of series G of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
 - 4) 25,822,625 (in words: twenty-five million, eight hundred and twenty-two thousand, six hundred and twenty-five) ordinary bearer shares of H series of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
 - 5) 57,320,725 (in words: fifty-seven million, three hundred and twenty thousand, seven hundred and twenty-five) ordinary bearer shares of series I of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
 - 6) 38,733,090 (in words: thirty-eight million, seven hundred and thirty-three thousand and ninety) ordinary bearer shares of K series of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,

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- 7) 17,829,488 (in words: seventeen million, eight hundred and twenty-nine thousand, four hundred and eighty-eight) ordinary bearer shares of L series of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing.
 2. Business capital of the Company shall be conditionally increased by an amount not exceeding PLN 762,417 (in words: seven hundred and sixty-two thousand, four hundred and seventeen) by means of issuing no more than 19,060,425 (in words: nineteen million, sixty thousand, four hundred and twenty-five) bearer shares of series G of the nominal value of PLN 0.04 (in words: point zero four) each.
 3. The purpose of the conditional business capital increase provided for in (2) is granting the right to acquire series G shares to the holders of subscription warrants issued pursuant to the resolutions of the General Meeting dated 31 January 2006.
 4. Business capital of the Company shall be conditionally increased by an amount not exceeding PLN 928,687,32 (in words: nine hundred and twenty-eight thousand, six hundred and eighty-seven point three two) by means of issuing no more than 23,217,183 (in words: twenty-three million, two hundred and seventeen thousand, one hundred and eighty-three) bearer shares of series J of the nominal value of PLN 0.04 each.

The purpose of the conditional business capital increase provided for in (4) hereinabove is granting the right to acquire series J shares to the holders of subscription warrants issued pursuant to the resolution of the General Meeting dated 4 July 2008.'

§ 9 – the proposed content:

'§ 9.

1. 'Business capital of the Company is PLN 20,846,163.04 (in words: twenty million, eight hundred and forty-six thousand, one hundred and sixty-three point zero four) and is divided into:
 - 1) 50,050 (in words: fifty thousand and fifty) ordinary registered shares of series A of the nominal value of PLN 0.04 (in words: point zero four) each,
 - 2) 381,162,225 (in words: three hundred and eighty-one million, one hundred and sixty-two thousand, two hundred and twenty-five) ordinary bearer shares of series A to F of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
 - 3) 235,873 (in words: two hundred and thirty-five thousand, eight hundred and seventy-three) ordinary bearer shares of series G of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
 - 4) 25,822,625 (in words: twenty-five million, eight hundred and twenty-two thousand, six hundred and twenty-five) ordinary bearer shares of H series of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
 - 5) 57,320,725 (in words: fifty-seven million, three hundred and twenty thousand, seven hundred and twenty-five) ordinary bearer shares of series I of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
 - 6) 38,733,090 (in words: thirty-eight million, seven hundred and thirty-three thousand and ninety) ordinary bearer shares of K series of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
 - 7) 17,829,488 (in words: seventeen million, eight hundred and twenty-nine thousand, four hundred and eighty-eight) ordinary bearer shares of L series of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing.

2. Business capital of the Company shall be conditionally increased by an amount not exceeding PLN 651,965.52 (in words: six hundred and fifty-one thousand, nine hundred and sixty-five point five two) by means of issuing no more than 16,299,138 (in words: sixteen million, two hundred and ninety-nine thousand, one hundred and thirty-eight) bearer shares of series G of the nominal value of PLN 0.04 each.
3. The purpose of the business capital increase provided for in (2) is granting the right to acquire series G shares to the holders of subscription warrants issued pursuant to the resolutions of the General Meeting dated 31 January 2006.
4. Business capital of the Company shall be conditionally increased by an amount not exceeding PLN 928,687.32 (in words: nine hundred and twenty-eight thousand, six hundred and eighty-seven point three two) by means of issuing no more than 23,217,183 (in words: twenty-three million, two hundred and seventeen thousand, one hundred and eighty-three) bearer shares of series J of the nominal value of PLN 0.04 each.

The purpose of the business capital increase provided for in (4) hereinabove is granting the right to acquire series J shares to the holders of subscription warrants issued pursuant to the resolution of the General Meeting dated 4 July 2008.'

3. The proposed amendment to § 30 (2) of the Articles of Association involves the replacement of the word 'accounting' with the word 'working'.

Below you will find the current and the proposed content of § 30 (2) of the Articles of Association of the Company.

§ 30 (2) – the current content:

'The Ordinary General Meeting shall be convened by the Management Board annually by 30 June of the year following the accounting year.'

§ 30 (2) – the proposed content:

'The Ordinary General Meeting shall be convened by the Management Board annually by 30 June of the year following the working year.'

III. Information for shareholders

a) The right of a shareholder to request that particular issues are put on the agenda of the General Meeting

A shareholder or shareholders who represent at least one-twentieth of the business capital of Polimex-Mostostal may require that particular issues are put on the agenda of the General Meeting. The request of a shareholder or shareholders 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. The request should include a justification or a draft resolution related to the proposed agenda item. In addition, a shareholder or shareholders who request that particular items are put on the agenda must present a certificate confirming the right to participate in the General Meeting issued by a relevant body in order to identify them as shareholders of Polimex-Mostostal. The request may be submitted in writing or in an electronic form for the email address: zwza290611@polimex.pl

The Management Board shall immediately, however not later than eighteen days prior to the set date of the General Meeting, announce the amendments to the agenda introduced

following the requests of the shareholder or shareholders. The new agenda shall be announced in a manner relevant for the convention of the General Meeting.

b) The right of a shareholder to submit draft resolutions related to the issues put on the agenda of the General Meeting and issues which are to be put on the agenda prior to the date of the General Meeting.

Shareholder or shareholders 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 an electronic form for the email address: zwza290611@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 shareholder or shareholders who submit draft resolutions must present a certificate confirming the right to participate in the General Meeting issued by a relevant body in order to identify them as shareholders of Polimex-Mostostal. Polimex-Mostostal shall immediately announce the draft resolutions on its website.

c) The right of a shareholder to submit draft resolutions related to the issues that are put on the agenda during the General Meeting

During the General Meeting each shareholder may submit draft resolutions related to the issues on the agenda.

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

A shareholder may participate in the General Meeting and exercise his voting right personally or by a proxy. A proxy holder exercises all rights of a shareholder at the General Meeting unless stipulated to the contrary in a power of attorney. A proxy holder may grant further powers of attorney provided that such a stipulation is included in the power of attorney. A proxy holder may represent more than one shareholder and vote differently exercising the voting right attached to the shares of each shareholder. A shareholder 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 shareholder 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 his name or by proxy.

The power of attorney to participate in the General Meeting and to exercise the voting right shall be granted in writing or in an electronic form using the forms made available on the website of Polimex-Mostostal at: 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.

A member of the Management Board of Polimex-Mostostal and an employee of Polimex-Mostostal may be proxy holders of the shareholders at the General Meeting. In the case when a member of the Management Board, a member of the Supervisory Board, a 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 only one General meeting. A proxy holder is obliged to reveal to the shareholder the circumstances indicating the existence or a possibility of a conflict of interest. In this case granting a further power of attorney is excluded.

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

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

Verification of the validity of a power of attorney granted in an electronic form shall be carried out through:

- (a) checking the completeness of the documents of the granted power of attorney, in particular in the case of powers of attorney for multiple use sent together with the form,
- (b) 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,
- (c) checking the compliance of rights of the persons granting powers of attorney on behalf of legal persons with the status indicated in the relevant extracts from the National Court Register (KRS).

In the 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 an electronic form as indicated above are applied respectively until a power of attorney in an electronic form is revoked.

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

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

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

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

h) Manner of exercising the voting right by means of a postal ballot or electronic communication

Rules of Procedure of the General Meeting of Shareholders of Polimex-Mostostal do not allow for the possibility of exercising the voting right by means of a postal ballot or electronic communication.

i) Date of registration of participation in the General Meeting

The date of registering participation in the General Meeting falls 16 days prior to the date of the General Meeting, i.e. on 13 June 2011 (hereinafter referred to as the **Registration Date**).

j) The right to participate in the General Meeting

The right to participate in the General Meeting is given, pursuant to Article 406¹ of the CCC, only to persons being the shareholders of Polimex-Mostostal on the Registration Day, i.e. on 13 June 2011.

Holders of rights attached to registered shares as well as pledgees and users who hold the voting right are entitled to participate in the General Meeting if they are entered in the Share Ledger on the Registration Day.

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 confirming the right to participate in the General Meeting to the entity which maintains the securities account not earlier than after the announcement of the convention of the General Meeting, i.e. not earlier than on 28 May 2011 and not later than on the first weekday after the Registration Day, i.e. not later than on 14 June 2011.

Polimex-Mostostal develops the list of holders of the right to participate in the General Meeting attached to the bearer shares on the basis of bearer shares in a form of a document or relevant certificates submitted to Polimex-Mostostal as well as a list developed by the entity which maintains the depository of securities in compliance with the provisions on trading in financial instruments. The entity which maintains the depository of securities draws up the list on the basis of the lists submitted by the entities entitled pursuant to the provisions on trading in financial instruments, not later than twelve days prior to the date of the General Meeting. The issued certificates confirming the right to participate in the General Meeting of Polimex-Mostostal constitute the basis for drawing up the lists submitted to the entity which maintains the depository of securities.

A list of shareholders holding the right to participate in the General Meeting (hereinafter referred to as the '**List of Shareholders**'), developed pursuant to Article 407 § 1 of the CCC, shall be made available for inspection in Warsaw at ul. Młynarska 42, 4th floor, room 418, for three weekdays prior to the holding of the General Meeting.

A Polimex-Mostostal shareholder may inspect the List of Shareholders at the place and within the time provided for hereinabove, and may demand a copy of the List against reimbursement of the costs of its drawing up. A shareholder of Polimex-Mostostal may also request that the List of Shareholders be sent to them free of charge by electronic mail and provide their own email address to which the list should be sent.

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

Pursuant to Article 402³ § 1 of the CCC, the 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 from the date of convening 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.

Beginning from 24 June 2011 until the day preceding the General Meeting, shareholders of Polimex-Mostostal may familiarize themselves with the foregoing documents in Warsaw at ul. Młynarska 42, 4th floor, room 418, between 09.00 am and 4.00pm.

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

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