

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

The Management Board of Polimex-Mostostal Spółka Akcyjna having its registered address in Warsaw at ul. Jana Pawła II 12, 00-124 Warsaw, Poland, entered 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 399 § 1, Article 402¹, and Article 402² of the Code of Commercial Companies (hereinafter referred to as the "**CCC**") and § 30 (4) of the Articles of Association of Polimex-Mostostal S.A., convenes for 28 December 2016 at 10:00 hours, Warsaw, 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 Shareholders.
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 an increase of the share capital of the Company with the waiver of the current shareholders' pre-emptive rights through the issue of Class T shares, and on amendments to the Articles of Association.
8. Closure of the Meeting.

II. Information for shareholders

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

A shareholder or shareholders who represent minimum one-twentieth of the

share capital of Polimex-Mostostal may require inclusion of particular issues in 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, i.e. by 7 December 2016. The request should be inclusive of a substantiation or of a draft resolution pertaining to the suggested item of the agenda. In addition, a shareholder or shareholders 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 be identified as shareholders of Polimex-Mostostal. The request may be submitted in writing or in electronic format, and it should be sent to the following e-mail address: nwz16052016@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 shareholder or shareholders, i.e. by 10 December 2016. The new agenda shall be communicated in a manner corresponding to 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 shareholder or shareholders representing minimum one twentieth of the share capital may, prior to the set date of the General Meeting, provide Polimex-Mostostal in writing or electronic format sent to the following e-mail address: nwz16052016@polimex.pl with any and all 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 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 be identified as shareholders of Polimex-Mostostal. Polimex-Mostostal shall immediately announce draft resolutions on the Polimex-Mostostal website available at the following address: www.polimex-mostostal.pl.

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

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

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

A shareholder may participate in the General Meeting and exercise their right of vote personally or through a proxy holder. The proxy holder shall exercise all the Shareholder's rights during the General Meeting unless stipulated otherwise in

the power of attorney. The proxy holder may grant further powers of attorney provided that such a stipulation has been provided for in the power of attorney. The proxy holder may represent more than one shareholder and differently exercise the right of vote 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 right of vote through a person authorised to submit declarations of will in their name, or exercise the said right through a proxy holder.

The power of attorney to participate in the General Meeting and exercise the right of vote shall be granted in writing or in electronic format using the forms made available on the Polimex-Mostostal website available at the following address: www.polimex-mostostal.pl. A power of attorney authorising participation in the General Meeting and exercise of the right of vote 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 shareholders at the General Meeting. In the event that a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of Polimex-Mostostal, 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 obligated to reveal to the shareholder any and all circumstances indicating existence or possibility of a conflict of interest. In such 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 shareholder 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 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.

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 Shareholder shall send scanned letter of authority, scanned identity cards, passports or other documents enabling identification of the shareholder 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 shareholder shall additionally send scanned excerpts from the register in which it has been registered. In the event of a representative being a legal entity or a business unit provided for in Article 33¹ of the Polish Civil Code, the shareholder shall additionally send scanned excerpts from the register in which the representative has been registered. Documents sent by means of electronic communication, drawn up in a foreign language, shall be appended with relevant translation into Polish, developed by a sworn translator.

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

- (i) verification of 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) validation of the information entered in the form and comparison thereof with the information included in the list of persons authorised to participate in the General Meeting;
- (iii) ascertainment of compliance of the powers of the persons granting powers of attorney in the name of legal persons with the status indicated in the relevant excerpts from the National Court Register (KRS).

In the event 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 hereinabove shall be applied accordingly 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 with the use of 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 right of vote by correspondence or with the use of means of electronic communication

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

i) Day of registration of participation in the General Meeting

The day of registration of participation in the General Meeting shall fall 16 days prior to the date of the General Meeting, i.e. on 12 December 2016 (hereinafter referred to as the "**Registration Day**").

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

j) The 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 shareholders of Polimex-Mostostal on the Registration Day, i.e. on 12 December 2016.

Holders of rights attached to registered shares as well as pledgees and users who hold the right of vote shall be entitled to participate in the General Meeting if they are entered in the Share 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 submitted to 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 deposit of shares with a notary public, a bank, or an investment company.

In order to exercise 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 to 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 2 December 2011 and not later than on the first working day after the Registration Day, i.e. not later

than on 13 December 2016.

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 the regulations applicable to trade in financial instruments. It is recommended that the shareholders collect the foregoing certificates of the right to participate in the General Meeting and hold them on the day of the General Meeting.

The Company shall develop a list of shareholders entitled to participate in the General Meeting based on the Share 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 shareholders' securities accounts, based on the issued registered certificates of the right to participate in the General Meeting.

The 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 at the offices of the Company located in Warsaw at al. Jana Pawła II 12, 1st floor, room 118, for three business days prior to the holding of the General Meeting, i.e. on 22 – 27 December 2016, between 09:00 hours and 16:00 hours.

A shareholder of Polimex-Mostostal may inspect the List of Shareholders on site, within times provided for hereinabove, and may demand a copy of the List of Shareholders against reimbursement of the costs of its development. 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 e-mail address to which the list should be sent. A request to send the List of Shareholder shall be submitted at the offices of the Company, or it shall be sent to nwz16052016@polimex.pl.

Pursuant to Article 407 § 2 of the CCC, a shareholder shall have the right to request that copies of motions pertaining to the issues included in the agenda 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, inclusive of 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 December 2016 to the day preceding the date of the General Meeting, shareholders of Polimex-Mostostal may acquaint themselves with the foregoing documents in Warsaw at al. Jana Pawła II 12, for three business days prior to the holding of the General Meeting, i.e. on 22 – 27 December 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 and all information pertaining to the General Meeting shall be made available on the website of Polimex-Mostostal at www.polimex-mostostal.pl.

m) Additional information

According to the information contained in current report no. 10/2016 dated 24 February 2016, the Company does not anticipate audio or video recording of the course of the General Meeting, nor do they anticipate uploading of any audio or video recordings of the course of the General Meeting to its website.

Moreover, in connection with non-recording of the course of the General Meeting, the Company will not upload to its website any shareholders' inquiries pertaining to the issues included in the agenda and put forward in the course of the General Meeting, nor will they upload any answers to such inquiries.