

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

(item 2 of the agenda)

**RESOLUTION NO. 1
OF THE EXTRAORDINARY GENERAL MEETING OF
Polimex-Mostostal Spółka Akcyjna
of 25 February 2016**

with respect to: appointment of the Chairperson of the Meeting

§1

Acting pursuant to Article 409 § 1 of the Act dated 15 of September 2000 – the Code of Commercial Companies (i.e. Dz. U. [Dziennik Ustaw, Journal of Laws] of 2013, item 1030, as amended) (hereinafter referred to as the '**CCC**' or the '**Code of Commercial Companies**'), the Extraordinary General Meeting of Polimex-Mostostal Spółka Akcyjna (hereinafter referred to as the '**Company**'), in secret voting, appointed Mr / Mrs / Ms _____ to be the Chairperson of the Ordinary General Meeting held on 25 February 2016.

§2

This Resolution shall enter into force upon adoption.

Number of shares with valid votes cast:	.....
Percentage of shares in the business capital:	.....
Total number of valid votes:	.....
'for' the resolution:	..... votes
'against' the resolution:	..... votes
'abstained':	..... votes

**CHAIRPERSON
OF THE SUPERVISORY BOARD**

**CHAIRPERSON
OF THE MEETING**

(item 5 of the agenda)

**RESOLUTION NO. 2
OF THE EXTRAORDINARY GENERAL MEETING OF
Polimex-Mostostal Spółka Akcyjna
of 25 February 2016**

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

§1

The Extraordinary General Meeting of 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

This Resolution shall enter into force upon adoption.

Number of shares with valid votes cast:	.....
Percentage of shares in the business 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. 3
OF THE EXTRAORDINARY GENERAL MEETING OF
Polimex-Mostostal Spółka Akcyjna
of 25 February 2016**

with respect to: adoption of the agenda.

§1

The Extraordinary General Meeting of the Company has adopted the agenda in the wording announced on the website of Polimex-Mostostal Spółka Akcyjna and in the form of current report no./2016 published on 28 January 2016.

§2

This Resolution shall enter into force upon adoption.

Number of shares with valid votes cast:	.....
Percentage of shares in the business 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. 4
OF THE EXTRAORDINARY GENERAL MEETING OF
Polimex-Mostostal Spółka Akcyjna
of 25 February 2016**

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

Acting pursuant to Article 385 § 1 of the Code of Commercial Companies, and § 33 (1) (d) of the Articles of Association of Polimex-Mostostal S.A. (hereinafter referred to as the '**Company**'), the Extraordinary General Meeting has decided what follows:

§ 1

The Extraordinary General Meeting of the Company hereby dismisses Mr / Mrs / Ms _____ from the Supervisory Board of the Company.

§ 2

This Resolution shall enter into force upon adoption.

Number of shares with valid votes cast:	.....
Percentage of shares in the business 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
of 25 February 2016**

with respect to: appointment to the Supervisory Board of the Company

Acting pursuant to Article 385 § 5 of the Code of Commercial Companies, and § 33 (1) (d) of the Articles of Association of Polimex-Mostostal S.A. (hereinafter referred to as the '**Company**'), the Extraordinary General Meeting has decided what follows:

§ 1

The Extraordinary General Meeting of the Company hereby appoints Mr / Mrs / Ms _____ to the Supervisory Board of the Company to hold the position of a Member of the Supervisory Board until the end of this term of office.

§ 2

This Resolution shall enter into force upon adoption.

Number of shares with valid votes cast:	.....
Percentage of shares in the business 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
of 25 February 2016**

with respect to: expressing consent to the sale of an organised part of the business of Polimex-Mostostal S.A., operating under the business name of 'Segment Budownictwa Infrastrukturalnego', inclusive of the accompanying infrastructure

§1

Acting pursuant to Article 393 § 3 of the Code of Commercial Companies, and § 33 (1) (I) of the Articles of Association of Polimex-Mostostal S.A. (hereinafter referred to as the '**Company**'), the Extraordinary General Meeting of the Company has expressed their consent to the sale by the Company of an organised part of the business thereof, operating under the business name of 'Segment Budownictwa Infrastrukturalnego', located in Warsaw at Al. Jana Pawła II 12, 00-124 Warsaw, comprising, inter alia, the following:

1. tangible assets which Segment Budownictwa Infrastrukturalnego may dispose of and use to implement tasks related to the operations thereof;
2. rights and obligations resulting from any and all contracts which are functionally, organisationally and financially associated with operations of Segment Budownictwa Infrastrukturalnego, inclusive of expected acquisition of rights and obligations associated with participation (by means of providing a tenderer of a declaration on making its resources available) in the performance of public works contracts, acquired in the event of execution of such contracts in relation to the procuring party selecting the offer made in public procurement proceedings;
3. rights and obligations resulting from contracts of employment between the Company and employees of Segment Budownictwa Infrastrukturalnego and support service employees assigned to Segment Budownictwa Infrastrukturalnego;
4. intangible assets, in particular expertise and experience with respect to acquisition and performance of construction contracts associated with implementation of infrastructural construction projects (inclusive of the knowledge of the subcontractors and suppliers market, and the knowledge of prospective investors), and references related thereto, asphalt mix formulas and screen designs;
5. rights to a separate bank account, inclusive of any and all cash thereon, which are functionally, organisationally and financially associated with operations of Segment Budownictwa Infrastrukturalnego;
6. documentation, in particular books and documents pertaining to carrying out business operations, inclusive of the database associated with acquisition and performance of infrastructural contracts in the years 2005-2015 (hereinafter collectively referred to as '**OPB**').

§2

1. The OPB disposal may in particular consist in the sale of the OPB or in-kind contribution of the OPB to another Polimex-Mostostal S.A. Capital Group company.
2. The OPB disposal may also cover any and all assets and liabilities which are functionally

and organisationally associated with the OPB.

§3

1. The Extraordinary General Meeting of the Company has authorised the Management Board of the Company to:
 - a) determine detailed terms of the OPB disposal;
 - b) determine in detail the set of tangible and intangible assets constituting the OPB, inclusive of exclusion of some of the components provided for in § 1 (1) – (6) hereinabove as components which are not subject to disposal within the framework of the OPB;
 - c) determine in detail any and all obligations associated with the operation of the OPB;
 - d) determine the manner and procedure of the OPB disposal;
 - e) determine the value or mechanism to be used to determine the value of the OPB in order to determine the price of sale of the OPB, or in order to determine the value of the OPB in the event of in-kind contribution thereof;
 - f) determine the manner of satisfaction of liabilities associated with the operation of the OPB;
 - g) enter into any and all contracts required to dispose of the OPB, inclusive of – in particular – entering into a preliminary, conditional or final contract of sale of the OPB, or an agreement for in-kind contribution of the OPB;
 - h) carry out any and all other actual or legal actions required to sell or to contribute the OPB in kind; in particular, obtain financial creditors' authorisation of the OPB disposal or in-kind contribution.
2. The Management Board of the Company shall obtain approval from the Supervisory Board of the Company of the price of sale of the OPB or the value of the OPB in the event of in-kind contribution thereof.

§4

This Resolution shall enter into force upon adoption.

Statement of reasons

Adoption of this Resolution is aimed at implementation of the Polimex-Mostostal S.A. Capital Group Strategy for the years 2016 – 2020, in accordance with which the Capital Group has discontinued its operations in the infrastructural sector. Disposal by the Company of an organised part of the business of the Company, operating under the business name of 'Segment Budownictwa Infrastrukturalnego', is part of the planned process of sale by the Company of PRInż-1 Sp. z o.o., inclusive of provision to the newly-established Infrastruktura Drogowa Sp. z o.o. of the required assets and references making it possible to increase the value of Infrastruktura Drogowa Sp. z o.o., followed by disposal thereof along disposal of PRInż-1 Sp. z o.o., or – alternatively – in-kind contribution of interest in Infrastruktura Drogowa Sp. z o.o. to PRInż-1 Sp. z o.o. with a view to increasing the value of PRInż-1 Sp. z o.o., followed by disposal of PRInż-1 Sp. z o.o. to an entity which is not a Polimex-Mostostal S.A. Capital Group company.

Number of shares with valid votes cast:
Percentage of shares in the business capital:
Total number of valid votes:
 `for` the resolution: votes
 `against` the resolution: votes
 `abstained`: votes

**CHAIRPERSON
OF THE MEETING**

(item 9 of the agenda)

**RESOLUTION NO. 7
OF THE EXTRAORDINARY GENERAL MEETING OF
Polimex-Mostostal Spółka Akcyjna
of 25 February 2016**

with respect to: expressing consent to the sale of an organised part of the business of Polimex-Mostostal S.A., operating under the business name of 'Segment Przemysł', inclusive of the accompanying infrastructure

§1

Acting pursuant to Article 393 § 3 of the Code of Commercial Companies, and § 33 (1) (I) of the Articles of Association of Polimex-Mostostal S.A. (hereinafter referred to as the '**Company**'), the Extraordinary General Meeting of the Company has expressed their consent to the sale by the Company of an organised part of the business thereof, operating under the business name of 'Segment Przemysł', located in Siedlce at ul. Terespolska 12, 08-110 Siedlce, comprising, inter alia, the following:

1. tangible assets which Segment Przemysł may dispose of and use to implement tasks related to the operations thereof;
2. rights and obligations resulting from any and all contracts which are functionally, organisationally and financially related to the operations of Segment Przemysł, in particular:
 - a) contracts for performance of work in the capacity of a subcontractor, executed between the Company and Polimex Opole Sp. z o.o., Sp. k., in accordance with which the Company, acting in the capacity of a subcontractor, carries out work associated with the implementation of the contract for the construction of no. 5 and no. 6 power units at PGE GiEK S.A., an Opole Power Plant Division, entered into by Polimex Opole Sp. z o.o., Sp. k., completion of which has been internally delegated by the Company to Segment Przemysł against remuneration in the amount of PLN 2,260,000.00, plus the VAT due;
 - b) contracts for performance of work in the capacity of a subcontractor, executed between the Company and Polimex Opole Sp. z o.o., Sp. k., in accordance with which the Company, acting in the capacity of a subcontractor, carries out work associated with the implementation of the contract for the construction of no. 5 and no. 6 power units at PGE GiEK S.A., an Opole Power Plant Division, entered into by Polimex Opole Sp. z o.o., Sp. k., completion of which has been internally delegated by the Company to Segment Przemysł against remuneration in the amount of PLN 4,358,400.00, plus the VAT due;
3. liabilities and receivables which are functionally associated with the operations of Segment Przemysł;
4. rights and obligations resulting from contracts of employment between the Company and employees of Segment Przemysłu and support service employees assigned to Segment Przemysłu;
5. intangible assets, in particular expertise and experience with respect to acquisition and performance of construction contracts associated with implementation of large volume projects (inclusive of the knowledge of the subcontractors and suppliers market, and the knowledge of prospective investors), and references related thereto;

6. rights to a separate bank account, inclusive of any and all cash thereon, which are functionally, organisationally and financially associated with operations of Segment Przemysł;
7. documentation (in particular books and documents pertaining to carrying out business operations, inclusive of the list of suppliers and subcontractors, and the online database of the contracts completed) (hereinafter collectively referred to as the '**OPB**').

§2

1. The OPB disposal may in particular consist in the sale of the OPB or in-kind contribution of the OPB to another Polimex-Mostostal S.A. Capital Group company.
2. The OPB disposal may also cover any and all assets and liabilities which are functionally and organisationally associated with the OPB.

§3

1. The Extraordinary General Meeting of the Company has authorised the Management Board of the Company to:
 - a) determine detailed terms of the OPB disposal;
 - b) determine in detail the set of tangible and intangible assets constituting the OPB, inclusive of exclusion of some of the components provided for in § 1 (1) – (7) hereinabove as components which are not subject to disposal within the framework of the OPB;
 - c) determine in detail any and all obligations associated with the operation of the OPB;
 - d) determine the manner and procedure of the OPB disposal;
 - e) determine the value or mechanism to be used to determine the value of the OPB in order to determine the price of sale of the OPB, or in order to determine the value of the OPB in the event of in-kind contribution thereof;
 - f) determine the manner of satisfaction of liabilities associated with the operation of the OPB;
 - g) enter into any and all contracts required to dispose of the OPB, inclusive of – in particular – entering into a preliminary, conditional or final contract of sale of the OPB, or an agreement for in-kind contribution of the OPB;
 - i) carry out any and all other actual or legal actions required to sell or to contribute the OPB in kind; in particular, obtain financial creditors' authorisation of the OPB disposal or in-kind contribution.
2. The Management Board of the Company shall obtain approval from the Supervisory Board of the Company of the price of sale of the OPB or the value of the OPB in the event of in-kind contribution thereof.

§4

This Resolution shall enter into force upon adoption.

Statement of reasons

Adoption of this Resolution is aimed at implementation of the Polimex-Mostostal S.A. Capital Group Strategy for the years 2016 – 2020, in accordance with which operations in the area of industrial construction shall constitute one of the foundations of the Polimex-Mostostal S.A. Capital Group. Disposal by the Company of an organised part of the business of the Company, operating under the business name of 'Segment Przemysłu', is part of the planned process of sale by the Company of PRInż-1 Sp. z o.o., inclusive of provision to the newly-established Infrastruktura Budownictwo Sp. z o.o., Sp. k. of the required assets and references making it possible to resume the operations of the Polimex-Mostostal S.A. Capital Group in a market segment of strategic importance to the Company, i.e. in the area of industrial construction, via a dedicated company, namely Polimex Budownictwo Sp. z o.o., Sp. k., constituting an element of the authorised structure of the Polimex-Mostostal S.A. Capital Group, allowed for in the adopted strategy for the years 2016 – 2020.

Number of shares with valid votes cast:
Percentage of shares in the business 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. 8
OF THE EXTRAORDINARY GENERAL MEETING OF
Polimex-Mostostal Spółka Akcyjna
of 25 February 2016**

with respect to: expressing consent to the sale of an organised part of the business of Polimex-Mostostal S.A., operating under the business name of 'Segment Baza Techniczna Sprzętu', inclusive of the accompanying infrastructure

§1

Acting pursuant to Article 393 § 5 of the Code of Commercial Companies, and § 33 (1) (I) of the Articles of Association of Polimex-Mostostal S.A. (hereinafter referred to as the '**Company**'), the Extraordinary General Meeting of the Company has expressed their consent to the sale by the Company of an organised part of the business thereof, operating under the business name of 'Segment Baza Techniczna Sprzętu', located in Warsaw at Al. Jana Pawła II 12, 00-124 Warsaw, comprising, inter alia, the following:

1. tangible assets, inclusive of machinery and equipment;
2. rights and obligations resulting from any and all contracts which are functionally, organisationally and financially related to the operations of Segment Baza Techniczna Sprzętu;
3. rights and obligations resulting from contracts of employment between the Company and employees of Segment Baza Techniczna Sprzętu;
4. rights to a separate bank account, inclusive of any and all cash thereon, which are functionally, organisationally and financially associated with operations of Segment Baza Techniczna Sprzętu;
5. documentation, in particular books and documents pertaining to carrying out business operations, inclusive of the database associated with acquisition and performance of contracts (hereinafter collectively referred to as the '**OPB**').

§2

1. The OPB disposal may in particular consist in the sale of the OPB or in-kind contribution of the OPB to another Polimex-Mostostal S.A. Capital Group company.
2. The OPB disposal may also cover any and all assets and liabilities which are functionally and organisationally associated with the OPB.

§3

1. The Extraordinary General Meeting of the Company has authorised the Management Board of the Company to:
 - a) determine detailed terms of the OPB disposal;
 - b) determine in detail the set of tangible and intangible assets constituting the OPB, inclusive of exclusion of some of the components provided for in § 1 (1) – (5) hereinabove as components which are not subject to disposal within the framework of the OPB;
 - c) determine in detail any and all obligations associated with the operation of the

- OPB;
- d) determine the manner and procedure of the OPB disposal;
 - e) determine the value or mechanism to be used to determine the value of the OPB in order to determine the price of sale of the OPB, or in order to determine the value of the OPB in the event of in-kind contribution thereof;
 - f) determine the manner of satisfaction of liabilities associated with the operation of the OPB;
 - g) enter into any and all contracts required to dispose of the OPB, inclusive of – in particular – entering into a preliminary, conditional or final contract of sale of the OPB, or an agreement for in-kind contribution of the OPB;
 - j) carry out any and all other actual or legal actions required to sell or to contribute the OPB in kind; in particular, obtain financial creditors' authorisation of the OPB disposal or in-kind contribution.
2. The Management Board of the Company shall obtain approval from the Supervisory Board of the Company of the price of sale of the OPB or the value of the OPB in the event of in-kind contribution thereof.

§4

This Resolution shall enter into force upon adoption.

Statement of reasons

Adoption of this Resolution is aimed at implementation of the Polimex-Mostostal S.A. Capital Group Strategy for the years 2016 – 2020, providing for, inter alia, that key success factors regarding the Segment Companies do and shall include experience in carrying repairs and modernisation of specific systems, and experience in carrying out and managing large volume construction and installation projects. In connection with the foregoing, the following activities regarding management of the technical resources held have been planned:

- (i) separation of the previously organised Baza Techniczna Sprzętu and in-kind contribution thereof in the form of an OPB to the subsidiary company operating under the business name of Polimex Operator Sp. z o.o., Sp. k.;
- (ii) sale of minor equipment and manufacturing equipment to the Segment Companies;
- (iii) minor equipment administration remaining within the scope of responsibilities of the subsidiary company operating under the business name of Polimex Operator Sp. z o.o., Sp. k.;
- (iv) eventual sale of unused technical resources constituting the property of the current Baza Techniczna Sprzętu to entities which are not Polimex-Mostostal S.A. Capital Group companies.

Disposal by the Company of an organised part of the business of the Company, operating under the business name of 'Segment Baza Techniczna Sprzętu', is provision to the newly-established Polimex Operator Sp. z o.o., Sp. k. of the required assets and enabling efficient

support of the operations of the Polimex-Mostostal S.A. Capital Group with respect to equipment related services, primarily in the area of heavy equipment, via a dedicated company, namely Polimex Operator Sp. z o.o., Sp. k., constituting an element of support services within the structure of the Polimex-Mostostal S.A. Capital Group, allowed for in the adopted strategy for the years 2016 – 2020.

Number of shares with valid votes cast:
Percentage of shares in the business capital:
Total number of valid votes:
 `for` the resolution: votes
 `against` the resolution: votes
 `abstained`: votes

**CHAIRPERSON
OF THE MEETING**

(item 11 of the agenda)

**RESOLUTION NO. 9
OF THE EXTRAORDINARY GENERAL MEETING OF
Polimex-Mostostal Spółka Akcyjna
of 25 February 2016**

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

§1

Acting pursuant to Article 400 § 4 of the Code of Commercial Companies, the Extraordinary General Meeting has decided that the costs of convening and holding the Extraordinary General Meeting of the Company shall be incurred by the Company.

§2

This Resolution shall enter into force upon adoption.

Number of shares with valid votes cast:	.....
Percentage of shares in the business capital:	.....
Total number of valid votes:	.....
'for' the resolution:	..... votes
'against' the resolution:	..... votes
'abstained':	..... votes

**CHAIRPERSON
OF THE MEETING**