

**DRAFT RESOLUTIONS  
ORDINARY GENERAL MEETING  
Polimex-Mostostal S.A.**

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(item 2 of the agenda)

**RESOLUTION NO. 1  
ORDINARY GENERAL MEETING  
of Polimex-Mostostal Spółka Akcyjna  
dated 3 June 2013**

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

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, in secret voting, appointed Mr / Mrs / Ms \_\_\_\_\_ to be the Chairperson of the Ordinary General Meeting held on 3 June 2013.

Number of shares with valid votes 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**

**CHAIRPERSON  
OF THE MEETING**

(item 5 of the agenda)

**RESOLUTION NO. 2**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

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

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna has decided that the Returning Committee shall comprise \_\_\_\_\_ (in words: \_\_\_\_\_ ) Members, namely:

1/ Mr / Mrs / Ms \_\_\_\_\_

2/ Mr / Mrs / Ms \_\_\_\_\_

3/ Mr / Mrs / Ms \_\_\_\_\_

Number of shares with valid votes 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. 3**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: adoption of the agenda**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna has adopted the agenda in the wording announced on the website of Polimex-Mostostal Spółka Akcyjna and in the form of a current report no. 54/2013 published on 26 April 2013.

Number of shares with valid votes 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. 4**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: authorization 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 2012.**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (1) of the Code of Commercial Companies and § 33 (1) (a) of the Articles of Association of the Company, hereby authorises the Management Board's report on the activity of the Company in the working year of 2012 and the financial statement of the Company for the period from 1 January 2012 to 31 December 2012, inclusive of:

- 1/ the balance sheet developed as of 31 December 2012 with the closing balance of assets and liabilities amounting to **PLN 2,656,976** (in words: two billion, six hundred and fifty-six million, nine hundred and seventy-six thousand zlotys),
- 2/ the profit and loss account for the period from 1 January 2012 to 31 December 2012 providing for net profit in the amount of **PLN 1,122,247** (in words: one million one hundred twenty-two thousand two hundred and forty seven zlotys),
- 3/ the total income statement for the period from 1 January 2012 to 31 December 2012 providing for total income in the amount of **PLN 1,121,053** (one billion one hundred twenty-one million and fifty-three thousand zlotys),
- 4/ the consolidated cash flow statement for the period from 1 January 2012 to 31 December 2012 providing for a decrease in net cash by the amount of **PLN 14,359** (in words: (fourteen thousand, three hundred and fifty-nine zlotys),
- 5/ the report on changes in equity capital for the period from 1 January 2012 to 31 December 2012 providing for a decrease in equity capital by the amount of **PLN 942,526** (in words: nine hundred forty-two million, five hundred and sixty two thousand zlotys),
- 6/ the accounting principles (policies) and additional explanatory notes.

Number of shares with valid votes 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. 5**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: authorization 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 2012.**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 5 of the Code of Commercial Companies, hereby authorises the Management Board's report on the activity of Polimex-Mostostal Capital Group in the working year of 2012 and the consolidated financial statement of Polimex-Mostostal Capital Group for the period from 1 January 2012 to 31 December 2012, inclusive of:

- 1/ the consolidated balance sheet developed as of 31 December 2012 with the closing balance of assets and liabilities amounting to **PLN 3,850,403** (in words: three billion, eight hundred and fifty million, four hundred and three thousand zlotys),
- 2/ the consolidated profit and loss account for the period from 1 January 2012 to 31 December 2012 providing for the net profit in the amount of **PLN 1,244,044** (in words: one billion, two hundred and forty four million, forty four thousand zlotys),
- 3/ the total income statement for the period from 1 January 2012 to 31 December 2012 providing for total income in the amount of **PLN 1,250,130** (one billion two hundred and fifty million, one hundred and thirty thousand zlotys),
- 4/ the consolidated cash flow statement for the period from 1 January 2012 to 31 December 2012 providing for a decrease in net cash by the amount of **PLN 11,900** (in words: eleven million, nine hundred thousand zlotys),
- 5/ the report on changes in equity capital for the period from 1 January 2012 to 31 December 2012 providing for a decrease in equity capital by the amount of **PLN 1.064.567** (in words: one billion, sixty four million, five hundred and sixty seven thousand zlotys),
- 6/ the accounting principles (policies) and additional explanatory notes.

Number of shares with valid votes 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 9 of the agenda)

**RESOLUTION NO. 6**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: authorization of the Supervisory Board's report on: (i) its activity in the working year of 2012 and (ii) evaluation of the financial statement of the Company for the working year of 2012 and of the consolidated financial statement of Polimex-Mostostal Capital Group for the working year of 2012, and (iii) evaluation of the Management Board's report on the activity of the Company in the working year of 2012, and of the Management Board's report on the activity of Polimex-Mostostal Capital Group in the working year of 2012.**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, having acquainted themselves with the Supervisory Board's report on its activity in the working year of 2012, comprising evaluation of: the financial statement of the Company for the working year of 2012 and of the consolidated financial statement of Polimex-Mostostal Capital Group for the working year of 2012, and of the Management Board's report on the activity of the Company in the working year of 2012 and on the activity of Polimex-Mostostal Capital Group in the working year of 2012, hereby authorizes the said report.

Number of shares with valid votes 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**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Management Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Konrad Jaskóła, President of the Management Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 1 January 2012 until 10 August 2012.

Number of shares with valid votes 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. 8**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Management Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Aleksander Jonek, Vice-President of the Management Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 1 January 2012 to 31 December 2012.

Number of shares with valid votes 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. 9**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Management Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Grzegorz Szkopek, a Vice-President of the Management Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 1 January 2012 until 31 August 2012.

Number of shares with valid votes 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. 10**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Management Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Zygmunt Artwik, Vice-President of the Management Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 1 January 2012 to 30 November 2012.

Number of shares with valid votes 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. 11**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Management Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Robert Bednarski, Vice-President of the Management Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 2 July 2012 to 31 December 2012.

Number of shares with valid votes 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. 12**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Management Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Robert Oppenheim, Vice-President of the Management Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 6 July 2012 to 10 August 2012 and on behalf of the President from 10 August 2012 to 21 December 2012.

Number of shares with valid votes 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. 13**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Kazimierz Klęk, Chairman of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 1 January 2012 to 29 February 2012.

Number of shares with valid votes 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. 14**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Jacek Kseń, a Member of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 1 January 2012 to 15 October 2012.

Number of shares with valid votes 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. 15**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Artur Jędrzejewski, Vice-Chairman of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 1 January 2012 to 31 December 2012.

Number of shares with valid votes 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. 16**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Andrzej Szumański, Member of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 1 January 2012 to 29 February 2012.

Number of shares with valid votes 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. 17**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants Mr Mieczysław Puławski, Member of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 1 January 2012 to 29 February 2012.

Number of shares with valid votes 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. 18**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Jan Woźniak, Chairman of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 1 January 2012 to 31 December 2012.

Number of shares with valid votes 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. 19**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Sebastian Bogusławski, a Member of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 15 October 2012 to 31 December 2012.

Number of shares with valid votes 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. 20**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Andrzej Bartos, a Member of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 29 February 2012 to 31 December 2012.

Number of shares with valid votes 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. 21**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Dariusz Formela, a Member of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 29 February 2012 to 31 December 2012.

Number of shares with valid votes 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. 22**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Dariusz Krawczyk, a Member of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 29 February 2012 to 31 December 2012.

Number of shares with valid votes 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. 23**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Paweł Dłużniewski, a Secretary of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 29 February 2012 to 15 December 2012.

Number of shares with valid votes 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. 24**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: granting a vote of approval to a Member of the Supervisory Board**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (3) of the Code of Commercial Companies and § 33 (1) (b) of the Articles of Association of the Company, in secret voting, grants/does not grant Mr Marek Wierzbowski, a Member of the Supervisory Board of the Company, a vote of approval acknowledging fulfilment of duties during the period from 15 October 2012 to 31 December 2012.

Number of shares with valid votes 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 11 of the agenda)

**RESOLUTION NO. 25**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: covering of loss incurred by the Company in the working year of 2012.**

The Ordinary General Meeting of Polimex-Mostostal Spółka Akcyjna, acting pursuant to Article 395 § 2 (2) of the Code of Commercial Companies and § 33 (1) (c) of the Articles of Association of the Company, decides to cover the loss by retained future earnings of the Company.

Number of shares with valid votes 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 12 of the agenda)

**RESOLUTION NO. 26**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: in the course of Article 397 of the CCC**

**§ 1**

The Ordinary General Meeting of the Company, in relation to Article 397 of the CCC decides to continue the existence of the Company.

**§ 2**

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

Number of shares with valid votes 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 13 of the agenda)

**RESOLUTION NO. 27**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to amending the Articles of Association**

Pursuant to Article 430 of the CCC, The Ordinary General Meeting of the Company adopts the following

**§ 1**

Ordinary General Meeting of the Company decides to amend § 34 of the Articles of Association by providing a new content thereof:

„§ 34

- 1 The Supervisory Board shall comprise 7 (seven) members appointed for a joint term of office pursuant to the following principles:
  - (a) 2 (two) members of the Supervisory Board are appointed and dismissed by the shareholder of the Company – Agencja Rozwoju Przemysłu S.A.;
  - (b) 2 (two) members of the Supervisory Board are appointed and dismissed by the bank Powszechna Kasa Oszczędności Bank Polski S.A.;
  - (c) 3 (three) members of the Supervisory Board are appointed and dismissed by the General Meeting of the Company.
- 2 Exercising the rights provided for in § 34 sec. 1 (a) and (b) shall be performed by filling to the Company by the authorised entity of the written statement concerning appointing or dismissal of the member of the Supervisory Board.
- 3 Personal right, referred to in § 34 sec. 1 (a) vested to the shareholder of the Company - Agencja Rozwoju Przemysłu S.A. - shall expire on the day when the shareholder's share in the Company's share capital shall fall down below the level of 10% of the total number of voting rights on the General Meeting of the Company.
- 4 The right of Powszechna Kasa Oszczędności Bank Polski S.A., referred to in § 34 sec. 1 (b) shall expire:
  - (a) on 31 December 2017; or
  - (b) on the day of termination/expiration of the contract for the principles of managing the financial debt concluded on 21 December 2012 between the Company and its financial creditors,depending on the prior date.
- 5 If the authorized entity, referred to in § 34 sec.1 (a) or § 34 sec. 1 (b) of the Articles of Association does not appoint a member of the Supervisory Board within 30 (thirty) days of the end of term of Supervisory Board member appointed by that entity, the General Meeting appoints and dismisses a member of Supervisory Board who was not appointed by the relevant authorised entity, until performing by the authorised entity its rights resulting from, accordingly, § 34 sec.1 (a) or § 34 sec. 1 (b) of the Articles of

Association, which automatically results in end of term of Supervisory Board members appointed by the General Meeting pursuant to this decision, however it does not affect the tenure of a given Supervisory Board.

- 6 At least 2 (two) members of the Supervisory Board ought to be independent persons, each and every one complying with the following prerequisites:
- (a) they are not an employee of the Company or of the entity (directly or indirectly) dominant over the Company or dependent thereon,
  - (b) they are not a member of the Supervisory Board or the Management Board of the entity (directly or indirectly) dominant over the Company or dependent thereon,
  - (c) they are not a shareholder of 5% or more voting rights in the General Meeting of the Company or of the entity (directly or indirectly) dominant over the Company or dependent thereon,
  - (d) they are not a member of the Supervisory Board or of the Management Board, or an employee of the entity holding 5% or more voting rights in the General Meeting of the Company or of the entity (directly or indirectly) dominant over the Company or dependent thereon,
  - (e) they are not an antecessor, a descendant, a spouse, a sibling, a spouse's parent or an adoptee of any of the persons provided for in the preceding items.
- 7 The Supervisory Board, which, due to the expiry of term of some Supervisory Board members (for other reason than dismissal), comprises less than 7 (seven) members, however at least 5 (five) members, is capable of adopting significant resolutions until its composition is supplemented."

**§ 2**

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

Number of shares with valid votes 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**

**RESOLUTION NO. 28**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to: appointment of the Supervisory Board for the new term of office of 2013-2016.**

**§ 1**

Pursuant to Article 385 of the CCC, The Ordinary General Meeting of the Company appoints for a new joint term of office of the Supervisory Board in 2013-2016 Mr/Ms.....

**§ 2**

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

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

Number of shares with valid votes 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 15 of the agenda)

**RESOLUTION NO. 29**  
**ORDINARY GENERAL MEETING**  
**of Polimex-Mostostal Spółka Akcyjna**  
**dated 3 June 2013**

**with respect to adoption of a uniform text of the Articles of Association.**

**§ 1**

In relation to § 1 of the resolution of the Ordinary General Meeting no. 27 dated 27 April 2013 with respect to amending the Articles of Association of the Company, the Ordinary General Meeting decides to adopt a uniform text of the Articles of Association of the Company of the following content:

**ARTICLES OF ASSOCIATION OF POLIMEX-MOSTOSTAL S.A.**

**§ 1.**

The company name is: 'Polimex-Mostostal' Spółka Akcyjna.

The Company may use the abbreviated name of 'Polimex-Mostostal' S.A. and a graphic sign distinguishing the Company.

**§ 2.**

The registered office of the Company is located in the Capital City of Warsaw.

**§ 3.**

The Company has been established for an indefinite period of time.

**§ 4.**

The Company operates on the territory of the Republic of Poland and outside its boundaries on condition of obtaining licences provided for in the law.

**§ 5.**

The Company may establish its branch offices, agencies, representations, plants and other organisational units with respect to conducting manufacturing, service, commercial, design as well as research and development activity.

**§ 6.**

The Company may establish and participate in domestic and foreign companies.

**§ 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),
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),
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 specialized 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 specialized wholesale (PKD 46.7),
55. Non-specialised wholesale trade (PKD 46.9),
56. Retail sale in non-specialized stores (PKD 47.1),
57. Retail sale of other household equipment in specialized stores (PKD 47.5),
58. Retail sale of other goods in specialized 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),
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),
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).'

## **§ 8.**

The Company acts pursuant to applicable legal provisions, in particular the provisions of the Code of Commercial Partnerships and Companies and provisions hereof.

## **INITIAL SHARE CAPITAL AND COMPANY FUNDS**

### **5. Shareholders' rights and duties**

#### **§ 9.**

1. The share capital of the Company amounts to PLN 53,358,983.52 (in words: fifty-three million, three hundred and fifty-eight thousand, nine hundred and eighty three point fifty-two zlotys) and shall be divided into:

- 1) 37,550 (in words: thirty seven thousand, five hundred and fifty) ordinary registered shares of series A of the nominal value of PLN 0.04 (in words: point zero four) each,
- 2) 381,174,725 (in words: three hundred and eighty-one million, one hundred and seventy-four thousand, seven 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 G series 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, 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.
- 8) 416,666,666 (in words: four hundred and sixteen million, six hundred and sixty-six thousand, six hundred and sixty-six) ordinary bearer shares of M series of the nominal value of PLN 0.04 (in words: point zero four) each,
- 9) 396,153,846 (in words: three hundred and ninety-six million, one hundred and fifty-three thousand, eight hundred and forty-six) ordinary bearer shares of N1 series of the nominal value of PLN 0.04 (in words: point zero four) each,

2. Share 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 fifty-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 share 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. Share 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 thirty-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.

5. The purpose of the share 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.

6. Share capital of the Company shall be conditionally increased by an amount not exceeding PLN 10,265,216.88 (in words: ten million, two hundred and sixty-five thousand, two hundred sixteen point eighty-eight) by means of issuing not more than 256,630,422 (in words:

two hundred and fifty-six million, six hundred and thirty thousand, four hundred and twenty-two) bearer shares of series G with the nominal value of PLN 0.04 each.

7. The purpose of the share capital increase provided for in (6) is to grant the right to acquire series O shares to the holders of subscription warrants issued by the Company pursuant to the resolutions of the Extraordinary General Meeting no. 6 dated 15 October 2012. The persons entitled to the right to acquire series O shares are the holders of of subscription warrants mentioned above. The right to acquire series O shares may be executed to 31 December 2014.

#### **§ 10.**

*Deleted*

#### **§ 11.**

*Deleted*

#### **§ 12.**

*Deleted*

#### **§ 13.**

1. Ordinary bearer shares shall not be issued to shareholders but deposited with a deposit indicated by the Management Board of the Company, competent in accordance with the provisions regarding trade in financial instruments.

2. The only document ascertaining the right to dispose the share and exercise other rights under shares shall be a depository certificate.

3. Bearer shares shall not be convertible to registered shares.

#### **§ 14.**

*Deleted*

#### **§ 15.**

*Deleted*

#### **§ 16.**

1. The share capital may be increased by means of an issue of new shares or increasing the nominal value of the shares.

2. Public subscription for shares shall be allowed.

3. An increase in the share capital may also take place by means of assigning the part of the spare or reserve capital to share capital.

#### **§ 17.**

The Company shall have the right, pursuant to a resolution of a General Meeting of Shareholders, to issue convertible bonds.

#### **§ 18.**

Shares shall be hereditary.

Shares shall be inherited on general terms.

#### **§ 19.**

*Deleted*

#### **§ 20.**

A share shall carry one vote in the General Meeting of Shareholders.

#### **§ 21.**

No person other than those entered in the Register of Shares or those holding bearer shares shall be deemed a shareholder of the Company.

## **§ 22.**

Shareholders shall be bound to secrecy with respect to information obtained in relation to the activity conducted by the Company.

## **§ 23.**

1. Shares can be redeemed.
2. Shares can be redeemed either with the shareholder's approval in the course of acquisition thereof by the Company (voluntary redemption) or without the shareholder's consent (compulsory redemption).
3. Detailed terms and course of share redemption shall from time to time be decided upon in a resolution of the General Meeting of Shareholders.

## **§ 24.**

*Deleted*

## **§ 25.**

Shares shall be redeemed in the order of submission of applications to the Management Board by the end of the working year.

## **§ 26.**

1. Shareholders shall have the right to a share in the annual profit allocated to distribution by the General Meeting of Shareholders.
2. In the event of appropriation of profit to a dividend, the dividend record date and the dividend payment date shall be established by the General Meeting of Shareholders.

## **§ 27.**

1. The Company creates: spare capital,
  - reserve capital,
  - Company Social Benefits Fund,
  - miscellaneous special purpose funds provided for in the law.
2. Spare capital is created to cover balance sheet losses. The General Meeting of Shareholders shall decide on the allocation of spare capital to other purposes.
3. Reserve capital is created from write-offs from profit for distribution. Write-offs for the capital may not be less than 8% of net profit for distribution.
4. Write-offs for reserve capital may be waived if the balance thereof is equal to one third of the share capital.
5. The Company creates reserve capital allocated to purposes provided for in a regulation of the General Meeting of Shareholders.
6. The amount of write-offs for the Company's capitals and funds is determined by the General Meeting of Shareholders pursuant to the provisions of these Articles of Association.

## **COMPANY BODIES**

## **§ 28.**

Company bodies comprise:

1. General Meeting of Shareholders.
2. Supervisory Board.
3. Management Board.

## **§ 29.**

General Meeting of Shareholders is the supreme body of the Company.

## **§ 30.**

1. General Meetings may be ordinary or extraordinary.
2. Ordinary General Meetings shall be convened by the Management Board annually by 30 June of the year following the working year.
3. The Supervisory Board shall have the right to convene an Ordinary General Meeting if the Management Board fails to do so within time stipulated in subparagraph (2), and to convene an Extraordinary General Meeting if deemed appropriate.
4. Extraordinary General Meetings shall be convened by the Management Board independently if required or upon a motion submitted by the Supervisory Board.
5. A shareholder or shareholders who represent at least one-twentieth of the share capital may require the convention of Extraordinary General Meeting and putting particular issues on the agenda of that General Meeting. The request to convene an Extraordinary General Meeting shall be submitted to the Management Board in a written form or in electronic format. If the Extraordinary General Meeting has not been convened within two weeks of submission of the request to the Management Board, the registration court may authorise the shareholders who made the request to convene the Extraordinary General Meeting. The court shall appoint the chairperson of this General Meeting.
6. Extraordinary General Meetings may also be convened by shareholders representing minimum half of the share capital or minimum half of the total number of votes. The shareholders shall appoint the chairperson of this General Meeting.
7. A shareholder or shareholders who represent at least one-twentieth of the share capital may require that particular issues are put on the agenda of the coming General Meeting. The request shall be submitted to the Management Board not later than within 21 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. The request may be submitted in electronic format.

## **§ 31.**

1. The General Meeting shall be valid irrespective of the number of shares represented therein.
2. General Meetings shall be held at the premises of the Company.

## **§ 32.**

1. No resolution shall be adopted on issues not included in the agenda, excluding where the entire initial capital is represented at the Meeting of shareholders and none of those present have objected to adopting the resolution
2. Resolutions of the General Meeting shall be adopted by absolute majority of votes, save for issues with respect to which the Code of Commercial Companies or the provisions of these Articles of Association stipulate otherwise.
3. A resolution on abstaining from examination of an issue included in the agenda may solely be adopted in the event of material reasons supporting it. A motion related to such issue shall be justified in detail. Removing from the agenda or abstaining from examination of an issue included in the agenda upon request from the shareholders shall require a resolution of the General Meeting following a prior consent of all the present shareholders who have submitted the request, supported by 75% of votes from shareholders present and entitled to vote in the General Meeting.
4. A General Meeting shall be opened by the President or the Vice-president of the Supervisory Board and, in the event of their absence – by the President of the Management Board or a person nominated by the Management Board, after which the General Meeting shall appoint the chairperson from among its members.

## **§ 33.**

1. Competences of the General Meeting shall in particular include:
  - a. examination and authorization of the financial statements and the Management Board's report on the activity of the Company in the previous working year,-
  - b. granting the members of the Supervisory Board and of the Management Board a vote of acceptance acknowledging fulfillment of duties,
  - c. adoption of resolutions on the distribution of profit or covering loss,
  - d. appointment and dismissal of the members of the Supervisory Board,
  - e. amending the Articles of Association of the Company,
  - f. increasing and decreasing the share capital,
  - g. *Deleted,*
  - h. creating and dissolving special funds,
  - i. authorizing the Rules of Procedure of the Supervisory Board,
  - j. determining the rules of remunerating the members of the Supervisory Board,
  - k. expressing consent to the issue of convertible bonds or senior bonds,
  - l. expressing consent to disposal and lease of company or an organised part thereof and to establishment of a limited property right thereto,
  - m. determination of the agenda of the General Meeting,
  - n. adopting resolutions with respect to redemption of shares against the shareholder's approval in the course of acquisition thereof by the Company, and to determining the terms of such redemption,
  - o. adopting resolutions with respect to merger, dissolution and liquidation of the Company and appointing receivers,
  - p. examining issues reported by the Supervisory Board and the Management Board as well as by the shareholders.
2. Purchase and disposal of real property, perpetual usufruct or share in real property shall not require resolutions to be adopted by the General Meeting.

### **§ 34.**

1. The Supervisory Board shall comprise 7 (seven) members appointed for a joint term of office pursuant to the following principles:
  - 2 (two) members of the Supervisory Board are appointed and dismissed by the shareholder of the Company – Agencja Rozwoju Przemysłu S.A.;
  - 2 (two) members of the Supervisory Board are appointed and dismissed by the bank Powszechna Kasa Oszczędności Bank Polski S.A.;
  - 3 (three) members of the Supervisory Board are appointed and dismissed by the General Meeting of the Company.
2. Exercising the rights provided for in § 34 sec. 1 (a) and (b) shall be performed by filling to the Company by the authorised entity of the written statement concerning appointing or dismissal of the member of the Supervisory Board.
3. Personal right, referred to in § 34 sec. 1 (a) vested to the shareholder of the Company - Agencja Rozwoju Przemysłu S.A. - shall expire on the day when the shareholder's share in the Company's share capital shall fall down below the level of 10% of the total number of voting rights on the General Meeting of the Company.
4. The right of Powszechna Kasa Oszczędności Bank Polski S.A., referred to in § 34 sec. 1 (b) shall expire:
  - a) on 31 December 2017; or
  - b) on the day of termination/expiration of the contract for the principles of managing the financial debt concluded on 21 December 2012 between the Company and its financial creditors,

depending on the prior date.

5. If the authorized entity, referred to in § 34 sec.1 (a) or § 34 sec. 1 (b) of the Articles of Association does not appoint a member of the Supervisory Board within 30 (thirty) days of the end of term of Supervisory Board member appointed by that entity, the General Meeting appoints and dismisses a member of Supervisory Board who was not appointed by the relevant authorised entity, until performing by the authorised entity its rights resulting from, accordingly, § 34 sec.1 (a) or § 34 sec. 1 (b) of the Articles of Association, which automatiacally results in end of term of Supervisory Board members appointed by the General Meeting pursuant to this decision, however it does not affect the tenure of a given Supervisory Board.
6. At least 2 (two) members of the Supervisory Board ought to be independent persons, each and every one complying with the following prerequisites:
  - a) they are not an employee of the Company or of the entity (directly or indirectly) dominant over the Company or dependent thereon,
  - b) they are not a member of the Supervisory Board or the Management Board of the entity (directly or indirectly) dominant over the Company or dependent thereon,
  - c) they are not a shareholder of 5% or more voting rights in the General Meeting of the Company or of the entity (directly or indirectly) dominant over the Company or dependent thereon,
  - d) they are not a member of the Supervisory Board or of the Management Board, or an employee of the entity holding 5% or more voting rights in the General Meeting of the Company or of the entity (directly or indirectly) dominant over the Company or dependent thereon,
  - e) they are not an antecessor, a descendant, a spouse, a sibling, a spouse's parent or an adoptee of any of the persons provided for in the preceding items.
7. The Supervisory Board, which, due to the expiry of term of some Supervisory Board members (for other reason than dismissal), comprises less than 7 (seven) members, however at least 5 (five) members, is capable of adopting significant resolutions until its composition is supplemented."

### **§ 35.**

The Supervisory Board's term of office shall be three years.

### **§ 36.**

1. Out of the members thereof, the Supervisory Board shall appoint the President, the Vice-President and the Secretary during the first meeting thereof.
2. For the resolutions of the Supervisory Board to be valid, minimum half of the members thereof shall be present at the meeting and all the members shall be invited.
3. Resolutions shall be adopted by majority of votes of the members of the Board present at the meeting.
4. In the event of an equal number of votes, the Chairperson shall have the casting vote.
5. The Supervisory Board may adopt resolutions in writing or with the application of means of direct remote communication, subject to Article 388 § 4 of the Code of Commercial Companies.
6. Members of the Supervisory Board may participate in adopting resolutions, casting their votes in writing via another member of the Supervisory Board. Casting a vote in writing shall not apply to matters included in the agenda during the meeting of the Supervisory Board.
7. When fulfilling their duties, members of the Supervisory Board shall have the right to review all the documents of the Company and demand explanations from all the employees thereof.

### **§ 37.**

The Supervisory Board shall perform continuous monitoring over the activity of the Company in all the branches thereof.

### **§ 38.**

Specific duties of the Supervisory Board shall include:

1. evaluation of the report of the Management Board on the activity of the Company and of the financial statements for the previous working year with respect to the compliance thereof with the books and the documents as well as with the actual status, and motions of the Management Board pertaining to distribution of profit and covering of loss,
2. submitting to the General Meeting a written annual report on the audit of the Company's activity,
3. concluding employment contracts with the members of the Management Board and exercising with respect to them – on behalf of the Company – the rights arising from the employment relation, inclusive of determining the rules of remunerating the members of the Management Board,
4. suspending individual or all the members of the Management Board from their duties for material reasons,
5. delegating members of the Supervisory Board to temporary performance of duties of the members of the Management Board who are incapable of fulfilling their duties,
6. monitoring execution of resolutions of the General Meeting,
7. providing opinions on draft amendments to the Articles of Association of the Company,
8. expressing consent to the establishment of or accession to another Company,
9. fulfilling other duties ordered by the General Meeting and provided for in the law or in the Articles of Association of the Company,
10. selecting certified auditors to audit annual financial statements of the Company,
11. determining uniform text of the Articles of Association of the Company,
12. expressing consent to purchase and disposal of real property, perpetual usufruct or share in real property of a value exceeding 1/3 of the Company's share capital,
13. *Deleted.*
14. authorizing regulations pertaining to the use of the Company's reserve funds,
15. authorizing annual financial plans of the Company as well as any deviations therefrom,
16. authorizing the Rules of Procedure of the Management Board as well as amendments thereto,
17. expressing consent to disposal of the Company's shares and determining terms on which the shares may be disposed of,
18. expressing consent to establishment or disestablishment of branch offices.

### **§ 39.**

1. The Management Board shall be composed of one or more members. Number of members of the Management Board shall be determined by the Supervisory Board.
2. Shareholders and non-shareholders may be appointed to the Management Board.
3. Members of the Management Board shall be appointed and dismissed by the Supervisory Board.

### **§ 40.**

The Management Board's term of office shall be three years.

### **§ 41.**



1. The Management Board exercises all the powers and functions with respect to the management of the Company and acts on behalf of the Company in all issues not being exclusive competences of the General Meeting or of the Supervisory Board.-
2. The Management Board shall represent the Company both in and out of court.

#### **§ 42.**

1. If the Management Board consists of one person, the Supervisory Board shall appoint the President of the Management Board, and if the Management Board consists of several members, the Supervisory Board shall appoint the President of the Management Board, Vice-Presidents and other members of the Management Board. Vice-Presidents and members of the Management Board shall be appointed by the Supervisory Board following consultations with the President of the Management Board.
2. The structure and the competences of the Management Board and the members thereof shall be determined by the Supervisory Board in the course of a resolution.

#### **§ 43.**

In contracts between the Company and the members of the Management Board, likewise in disputes therewith, the Company shall be represented by the Supervisory Board or an attorney appointed under a resolution of the General Meeting.

#### **§ 44.**

Resolutions of the Management Board shall be adopted by majority of votes cast by present members. In the case of an equal number of votes - the vote of the President of the Management Board is the casting vote.

#### **§ 45.**

1. Each member of the Management Board shall have the right and obligation to conduct the Company's business.
2. 2. The Management Board shall manage the assets and issues of the Company and fulfil its obligations with diligence required in economic trade.

#### **§ 46.**

If the Management Board consists of several members, the following persons are entitled to make statements and sign on behalf of the Company: two members of the Management Board acting jointly (President, Vice-Presidents or members of the Management Board), or one member of the Management Board (President, Vice-President or a member of the Management Board) and a commercial proxy acting jointly.

#### **§ 47.**

A member of the Management Board and a member of the Supervisory Board may not, without the Company's consent, conduct competitive business or be a partner in a competitive company (a civil law partnership or a private company) or be a member of a body of a joint stock company.

#### **§ 48.**

1. Internal organization of the Company shall be provided for in the Organisational Rules of Procedure authorised by the Supervisory Board.
2. The President of the Management Board shall determine the scope of rights, obligations and responsibilities on individual positions.

### **ACCOUNTANCY OF THE COMPANY**

#### **§ 49.**

The working year of the Company is the calendar year.

#### **§ 50.**

*Deleted.*

## **DISSOLUTION AND LIQUIDATION OF THE COMPANY**

### **§ 51.**

Dissolution of the Company shall take place pursuant to a resolution of the General Meeting or in other cases provided for in the Code of Commercial Companies.

### **§ 52.**

Dissolution of the Company shall follow liquidation thereof.

### **§ 53.**

Liquidation shall be carried out under the name of the Company supplemented with <in liquidation>.

### **§ 54.**

Notifications to be made by the Company pursuant to the law shall be published in 'Monitor Sądowy i Gospodarczy' unless special provisions stipulate otherwise.

## **§ 2**

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

Number of shares with valid votes 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**