

NOTICE OF CONVENING
FOR 3 June 2013 AN ORDINARY GENERAL MEETING
OF POLIMEX-MOSTOSTAL S.A.

The Management Board of Polimex-Mostostal Spółka Akcyjna with the registered office in Warsaw at ul. 00-950 Warsaw, Poland, entered into the Register of Entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Division of the National Court Register, under KRS no. 0000022460 (hereinafter referred to as '**Polimex-Mostostal**' or '**the Company**'), acting pursuant to Article 395, Article 399 § 1, 402¹ and 402¹ of the Code of Commercial Companies (hereinafter referred to as the '**CCC**') and § 30 (2) of the Articles of Association of the Polimex-Mostostal S.A., convenes on 3 June 2013, at 11.00 am, in Warsaw, ul. Młynarska 42, an Ordinary General Meeting of Polimex-Mostostal (hereinafter referred to as the '**General Meeting**').

I. The agenda of the General Meeting:

1. Opening of the General Meeting.
2. Appointment of the Chairperson of the General Meeting.
3. Drawing up of the list of attendance of Stockholders.
4. Determination that the General Meeting was properly convened and that it is capable of adopting resolutions.
5. Appointment of the Returning Committee.
6. Adoption of the agenda.
7. Examination and authorisation of the Management Board's report on the activity of the Company and of the financial statement of the Company for the working year of 2012.
8. Examination and authorisation of the Management Board's report on the activity of Polimex-Mostostal Capital Group and of the consolidated financial statement of Polimex-Mostostal Capital Group for the working year of 2012.
9. Examination and authorisation of the Supervisory Board's report on: (i) its activity in the working year of 2012 and (ii) evaluation of the financial statement 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 (iv) of the Management Board's report on the activity of Polimex-Mostostal Capital Group in the working year of 2012.
10. Adoption of resolution with regard to granting a vote of approval duties to the members of the Management Board and of the Supervisory Board of the Company acknowledging fulfilment of duties in the working year of 2012.
11. Adoption of resolution on covering of loss incurred by the Company in the working year of 2012.

12. Adoption of a resolution, in the course of Article 397 of the CCC.
13. Adoption of a resolution on amending the Articles of Association.
14. Adoption of resolution on the appointment of the Supervisory Board for the new term of office of 2013-2016.
15. Adoption of a resolution on the adoption of a uniform text of the Articles of Association.
16. Closure of the Meeting.

§ 34 – proposed wording

“§ 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 filing 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 authorised 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.”

II. Information for shareholders

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

A shareholder or shareholders who represent at least one-twentieth of the business capital of Polimex-Mostostal may require that particular issues are put on the agenda of the General Meeting. The request of a shareholder or shareholders should be submitted to the Management Board of Polimex-Mostostal not later than twenty one days prior to the set date of the General Meeting. The request should include a justification or a draft resolution related to the proposed agenda item. In addition, a shareholder or shareholders who request that particular items are put on the agenda must present a certificate confirming the right to participate in the General Meeting issued by a relevant body in order to identify them as shareholders of Polimex-Mostostal. The request may be submitted in writing or in an electronic form for the email address: zwz030613@polimex.pl.

The Management Board shall immediately, however not later than eighteen days prior to the set date of the General Meeting, announce the amendments to the agenda introduced following the requests of the shareholder or shareholders. The new agenda shall be announced in a manner relevant for the convention of the General Meeting.

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

Shareholder or shareholders representing minimum one twentieth of the business capital may, prior to the set date of the General Meeting, submit to Polimex-Mostostal in writing or in an electronic form for the email address: zwz030613@polimex.pl draft resolutions pertaining to the issues included in the agenda of the General Meeting or issues to be included in the agenda. A shareholder or shareholders who submit draft resolutions must present a certificate confirming the right to participate in the General Meeting issued by a relevant body in order to identify them as shareholders of Polimex-Mostostal. Polimex-Mostostal shall immediately announce the draft resolutions on its website.

b) Right of a shareholder to submit draft resolutions related to the issues that are put on the agenda during the General Meeting

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

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

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

A shareholder who is not a natural person may participate in the General Meeting and exercise the voting right through a person authorised to submit declarations of will in his name or by proxy.

The power of attorney to participate in the General Meeting and to exercise the voting right shall be granted in writing or in an electronic form using the forms made available on the website of Polimex-Mostostal at: www.polimex-mostostal.pl. A power of attorney that authorises to participate and exercise the voting right should be delivered not later than on the day on which the General Meeting is held.

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

d) Method of notification of Polimex-Mostostal of the appointment of a proxy holder with the use of means of electronic communication

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

included in the form, shall be sent as an attachment to the e-mail address indicated in the form.

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

- (i) checking the completeness of the documents of the granted power of attorney, in particular in the case of powers of attorney for multiple use sent together with the form,
- (ii) checking the correctness of data entered in the form and comparing them with the information included in the list of persons authorised to participate in the General Meeting,
- (iii) checking the compliance of rights of the persons granting powers of attorney on behalf of legal persons with the status indicated in the relevant extracts from the National Court Register (KRS).

In the case of doubts, Polimex-Mostostal may undertake further actions in order to verify the powers of attorney issued.

The principles of granting power of attorney in an electronic form as indicated above are applied respectively until a power of attorney in an electronic form is revoked.

e) Possibility and manner of participation in the General Meeting using means of electronic communication

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

f) Manner of speaking during the General Meeting using means of electronic communication

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

g) Manner of exercising the voting right by correspondence or with the use of means of electronic communication

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

h) Date of registration of participation in the General Meeting

Day of registering participation in the General Meeting falls 16 days prior to the date of the General Meeting, i.e. on 18th May 2013 (hereinafter referred to as **the Registration Day**).

i) The right to participate in the General Meeting

The right to participate in the General Meeting is given, pursuant to Article 406¹ of the CCC, only to persons being the shareholders of Polimex-Mostostal on the Registration Day, i.e. on 18 May 2013.

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

Ledger on the Registration Day.

In order to use the right to participate, the holders of rights attached to dematerialised bearer shares should submit a request to issue an individual certificate confirming the right to participate in the General Meeting to the entity which maintains the securities account not earlier than after the announcement of the convention of the General Meeting, i.e. not earlier than on 6 May 2013 and not later than on the first weekday after the Registration Day, i.e. not later than on 20 May 2013.

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

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

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

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

Pursuant to Article 402³ § 1 of the CCC, the full text of the documentation that is to be presented to the General Meeting together with draft resolutions shall be made available on the website of Polimex-Mostostal at www.polimex-mostostal.pl from the date of convening the General Meeting. Comments of the Management Board of Polimex-Mostostal or the Supervisory Board of Polimex-Mostostal related to the issues on the agenda of the General Meeting or the issues that are to be put on the agenda prior to the date of the General Meeting shall be made available on the website of Polimex-Mostostal immediately after having been drawn up.

Beginning from 30th May 2013 until the day preceding the General Meeting, the shareholders of Polimex-Mostostal may become familiar with the following documents in the registered office of Polimex-Mostostal at ul. Młynarska 42, 4th floor, room 606, between 09.00 am and 4.00 pm.

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

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