

Resolution no. 1
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010

on the appointment of the chairperson of the Extraordinary General Meeting

The Extraordinary General Meeting of Shareholders appoints ... the Chairperson of the Extraordinary General Meeting.

Resolution no. 2
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010

on the appointment of the Returning Committee

The Extraordinary General Meeting appoints the Returning Committee composed as follows ...

Resolution no. 3
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010

on the merger of Polimex-Mostostal S.A. and Energomontaż S.A.

Pursuant to Article 492 § 1 point 1 of the CCC and Article 506 of the CCC, having become familiar with the Merger Plan of the company Polimex-Mostostal S.A. and the companies Energomontaż Północ S.A., Naftobudowa S.A., Naftoremont Sp. z o. o., Zakłady Remontowe Energetyki Kraków Sp. z o. o., Zakłady Remontowe Energetyki Lublin S.A., EPE-Rybnik Sp. z o. o., ECeRemont Sp. z o.o., published in the Court and Economic Gazette (Monitor Sądowy i Gospodarczy) no. 249 dated 22nd December, the attachments to the Merger Plan, the report of the Management Board developed for the purposes of the Merger and the expert's opinion drawn up pursuant to Article 503 § 1 of the CCC, the Extraordinary General Meeting of Polimex-Mostostal adopts the following:

§ 1 The Merger

- 1 Polimex-Mostostal merges with Energomontaż by means of transfer of the entire assets of Energomontaż onto Polimex-Mostostal with a simultaneous increase of the initial capital of Polimex-Mostostal, in return for stock issued to Energomontaż stockholders other than Polimex-Mostostal, in compliance with the principles stipulated in the Merger Plan agreed by the management boards of the merging companies on 20th November 2009 and audited by an expert Dr. Anna Bernaziuk.
- 2 The Extraordinary General Meeting hereby grants consent to the Merger Plan and in particular to the principles related to the granting of the Merger Issue Shares (in compliance with the definition presented below), and the amendment to the Statutes of Polimex-Mostostal presented in Attachment 1 to the Merger Plan and in **Attachment no. 3** to these minutes. The Merger Plan constitutes **Attachment no. 2** to the minutes.

§ 2 Principles related to the granting of shares

- 1 In return for the assets of Energomontaż transferred onto Polimex-Mostostal as a result of the Merger, the stockholders of Energomontaż other than Polimex-Mostostal shall be proportionally given the Merger Issue Shares in compliance with the exchange ratio 1 (one) Energomontaż share against 3.62 (three point six two) of the Merger Issue Shares (hereinafter referred to as **the Energomontaż Share Exchange Ratio**). It means that for each share in Energomontaż, Energomontaż shareholders other than Polimex-Mostostal shall be given 3.62 (three point six two) of the Merger Issue Shares. The Merger Issue Shares shall be admitted to trading on the regulated market on the basis of the Act of 29 July 2005 on Public Offering and Conditions Governing Introduction of Financial Instruments to Organised Trading System and Public Companies (hereinafter referred to as **the Act on Public Offering**).

- 2 The number of the Merger Issue Shares to be received by particular Energomontaż shareholders other than Polimex-Mostostal shall be calculated as the product of the Energomontaż Share Exchange Ratio and the number of shares held by a given Energomontaż shareholder other than Polimex-Mostostal as of the day falling not earlier than on the third working day and not later than on the seventh working day following the day on which the Merger is entered in the register of entrepreneurs by the district court with territorial jurisdiction over Polimex-Mostostal (hereinafter referred to as **the Reference Day**). The Reference Day shall be indicated by the Management Board of Polimex-Mostostal.
- 3 If a shareholder, after the application of the Energomontaż Share Exchange Ratio in relation to all the Energomontaż shares held by the given Energomontaż-Północ shareholder other than Polimex-Mostostal, is entitled to a fractional number of the Merger Issue Shares, then the number of the Merger Issue Shares to be received by such a shareholder shall be rounded down to the nearest whole number and the Energomontaż shareholder shall receive an additional cash payment (hereinafter referred to as **the Additional Payment**) in the amount equivalent to the product of the excess expressed as a percentage beyond this nearest whole number of the Merger Issue Shares received as a result of rounding down and the price of the Merger Issue Shares determined for the purpose of the Additional Payments. The price of the Merger Issue Shares determined for the purpose of the Additional Payments shall be equal to the arithmetic mean of the price of one Polimex-Mostostal share from the subsequent 30 (thirty) days of listing on the main market of the Warsaw Stock Exchange in Warsaw (hereinafter referred to as **the WSE**), at the closing rate in the continuous listing system preceding the Reference Day.

The amount of Additional Payments due to particular Energomontaż shareholders shall be calculated in accordance with the following formula:

$$D = A \times W$$

where, D means the amount of the Additional Payment; A means the fractional non-issued part of the Merger Issue Shares; and W means an arithmetic mean of the price of one Polimex-Mostostal share from the subsequent 30 (thirty) days of listing on the main market of the WSE, at the closing rate in the continuous listing system preceding the Reference Day.

4. If the amount of Additional Payments for all Energomontaż shareholders exceeds 10% of the total value of the granted Merger Issue Shares determined on the basis of the declarations referred to in Article 499 § 2 point 4 of the CCC, the value of Additional Payments for particular Energomontaż shareholders shall be decreased proportionally.
5. Detailed rules of paying out the Additional Payments to the Energomontaż shareholders within the scope that was not specified in the Merger Plan shall be provided by the Management Board of Polimex-Mostostal.
6. The Merger Issue Shares shall entitle to participate in the profits of Polimex-Mostostal beginning from 1st January 2010, i.e. for the accounting year 2010.

7. All the Merger Issue Shares shall be dematerialised in compliance with the provisions of the Act of 29 July 2005 on Trading in Financial Instruments.
8. Relevant actions shall be undertaken in order to admit the Merger Issue Shares to trading on the regulated market organized by the WSE.

Resolution no. 4
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010

on the merger of Polimex-Mostostal S.A. and Naftobudowa S.A.

Pursuant to Article 492 § 1 point 1 of the CCC and Article 506 of the CCC, having become familiar with the Merger Plan of the company Polimex-Mostostal S.A. and the companies Energomontaż Północ S.A., Naftobudowa S.A., Naftoremont Sp. z o. o., Zakłady Remontowe Energetyki Kraków Sp. z o. o., Zakłady Remontowe Energetyki Lublin S.A., EPE-Rybnik Sp. z o. o., ECeRemont Sp. z o.o., published in the Court and Economic Gazette (Monitor Sądowy i Gospodarczy) no. 249 dated 22nd December, the attachments to the Merger Plan, the report of the Management Board developed for the purposes of the Merger and the expert's opinion drawn up pursuant to Article 503 § 1 of the CCC, the Extraordinary General Meeting of Polimex-Mostostal adopts the following:

§ 1 The Merger

1. Polimex-Mostostal merges with Naftobudowa in the course of Article 492 § 1 point 1 of the CCC by means of transfer of the entire assets of Naftobudowa onto Polimex-Mostostal with a simultaneous increase of the initial capital of Polimex-Mostostal, in return for stock issued to Naftobudowa stockholders other than Polimex-Mostostal and Naftoremont, in compliance with the principles stipulated in the Merger Plan agreed by the management boards of the merging companies on 20th November 2009 and audited by an expert Dr. Anna Bernaziuk. The Merger Plan constitutes **Attachment no. 2** to these minutes.
2. The Extraordinary General Meeting hereby grants consent to the Merger Plan and in particular to the principles related to the granting of the Merger Issue Shares and the amendment to the Statutes of Polimex-Mostostal presented in Attachment 1 to the Merger Plan and in **Attachment no. 3** to these minutes.

§ 2 Principles related to the granting of shares

1. In return for the assets of Naftobudowa transferred onto Polimex-Mostostal as a result of the Merger, the Naftobudowa stockholders other than Polimex-Mostostal and Naftoremont shall be proportionally given the Merger Issue Shares in compliance with the exchange ratio 1 (one) Naftobudowa share against 6.04 (six point zero four) of the Merger Issue Shares (hereinafter referred to as **the Naftobudowa Share Exchange Ratio**). It means that for each share of Naftobudowa, Naftobudowa shareholders other than Polimex-Mostostal and Naftoremont shall be given 6.04 (six point zero four) of the Merger Issue Shares. The Merger Issue Shares shall be admitted to trading on the regulated market pursuant to the Act on Public Offering.
2. The number of the Merger Issue Shares to be received by particular Naftobudowa shareholders other than Polimex-Mostostal and Naftoremont shall be calculated as the

product of the Naftobudowa Share Exchange Ratio and the number of shares held by a given Naftobudowa shareholder other than Polimex-Mostostal and Naftoremont as of the Reference Day.

3. If a shareholder, after the application of the Naftobudowa Share Exchange Ratio in relation to all the shares of Naftobudowa held by a given Naftobudowa shareholder other than Polimex-Mostostal and Naftoremont, is entitled to a fractional number of the Merger Issue Shares, then the number of the Merger Issue Shares to be received by such a shareholder shall be rounded down to the nearest whole number and the Naftobudowa shareholder shall receive the Additional Payment in the amount equivalent to the product of the excess expressed as a percentage beyond this nearest whole number of the Merger Issue Shares received as a result of rounding down and the price of the Merger Issue Shares determined for the purpose of the Additional Payments. The price of the Merger Issue Shares determined for the purpose of the Additional Payments shall be equal to the arithmetic mean of the price of one Polimex-Mostostal share from the subsequent 30 (thirty) days of listing on the main market of the WSE, at the closing rate in the continuous listing system preceding the Reference Day.

The amount of Additional Payments due to particular Naftobudowa shareholders shall be calculated in accordance with the following formula:

$$D = A \times W$$

where, D means the amount of the Additional Payment; A means the fractional non-issued part of the Merger Issue Shares; and W means an arithmetic mean of the price of one Polimex-Mostostal share from the subsequent 30 (thirty) days of listing on the main market of the WSE, at the closing rate in the continuous listing system preceding the Reference Day.

4. If the amount of Additional Payments for all Naftobudowa shareholders exceeds 10% of the total value of the granted Merger Issue Shares determined on the basis of the declarations referred to in Article 499 § 2 point 4 of the CCC, the value of Additional Payments for particular Naftobudowa shareholders shall be decreased proportionally.
5. Detailed rules of paying out the Additional Payments to the Naftobudowa shareholders within the scope that was not specified in the Merger Plan shall be provided by the Management Board of Polimex-Mostostal.
6. The Merger Issue Shares shall entitle to participate in the profits of Polimex-Mostostal beginning from 1st January 2010, i.e. for the accounting year 2010.
7. All the Merger Issue Shares shall be dematerialised in compliance with the provisions of the Act of 29 July 2005 on Trading in Financial Instruments.
8. Relevant actions shall be undertaken in order to admit the Merger Issue Shares to trading on the regulated market organized by the WSE.

Resolution no. 5
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010

on the merger of Polimex-Mostostal S.A. and Naftoremont Sp. z o.o.

Pursuant to Article 492 § 1 point 1 of the CCC and Article 506 of the CCC, having become familiar with the Merger Plan of the company Polimex-Mostostal S.A. and the companies Energomontaż Północ S.A., Naftobudowa S.A., Naftoremont Sp. z o. o., Zakłady Remontowe Energetyki Kraków Sp. z o. o., Zakłady Remontowe Energetyki Lublin S.A., EPE-Rybnik Sp. z o. o., ECeRemont Sp. z o.o., published in the Court and Economic Gazette (Monitor Sądowy i Gospodarczy) no. 249 dated 22nd December, the attachments to the Merger Plan, the report of the Management Board developed for the purposes of the Merger and the expert's opinion drawn up pursuant to Article 503 § 1 of the CCC, the Extraordinary General Meeting of Polimex-Mostostal adopts the following:

§ 1 The Merger

1. Polimex-Mostostal merges with Naftoremont in the course of Article 492 § 1 point 1 of the CCC by means of transfer of the entire assets of Naftoremont onto Polimex-Mostostal with a simultaneous increase of the initial capital of Polimex-Mostostal, in return for stock issued to Naftoremont stockholders other than Polimex-Mostostal, in compliance with the principles stipulated in the Merger Plan agreed by the management boards of the merging companies on 20th November 2009 and audited by an expert Dr. Anna Bernaziuk. The Merger Plan constitutes **Attachment no. 2** to these minutes.
2. The Extraordinary General Meeting hereby grants consent to the Merger Plan and in particular to the principles related to the granting of the Merger Issue Shares and the amendment to the Statutes of Polimex-Mostostal presented in Attachment 1 to the Merger Plan and in **Attachment no. 3** to these minutes.

§ 2 Principles related to the granting of shares

1. In return for the assets of Naftoremont transferred onto Polimex-Mostostal as a result of the Merger, the Naftoremont stockholders other than Polimex-Mostostal shall be proportionally given the Merger Issue Shares in compliance with the exchange ratio 1 (one) Naftoremont share against 2,081.29 (two thousand eighty one point two nine) of the Merger Issue Shares (hereinafter referred to as **the Naftoremont Share Exchange Ratio**). It means that for each share of Naftoremont, Naftoremont shareholders other than Polimex-Mostostal shall be given 2,081.29 (two thousand eighty one point two nine) of the Merger Issue Shares. The Merger Issue Shares shall be admitted to trading on the regulated market on the basis of the Act on Public Offering.
2. The number of the Merger Issue Shares to be received by particular Naftoremont shareholders other than Polimex-Mostostal shall be calculated as the product of the

Naftoremont Share Exchange Ratio and the number of shares held by a given Naftoremont shareholder other than Polimex-Mostostal as of the Reference Day.

3. If a shareholder, after the application of the Naftoremont Share Exchange Ratio in relation to all the shares of Naftoremont held by a given Naftoremont shareholder other than Polimex-Mostostal, is entitled to a fractional number of the Merger Issue Shares, then the number of the Merger Issue Shares to be received by such a shareholder shall be rounded down to the nearest whole number and the Naftoremont shareholder shall receive the Additional Payment in the amount equivalent to the product of the excess expressed as a percentage beyond this nearest whole number of the Merger Issue Shares received as a result of rounding down and the price of the Merger Issue Shares determined for the purpose of the Additional Payments. The price of the Merger Issue Shares determined for the purpose of the Additional Payments shall be equal to the arithmetic mean of the price of one share of Polimex-Mostostal from the subsequent 30 (thirty) days of listing on the main market of the WSE, at the closing rate in the continuous listing system preceding the Reference Day.

The amount of Additional Payments due to particular Naftoremont shareholders shall be calculated in accordance with the following formula:

$$D = A \times W$$

where, D means the amount of the Additional Payment; A means the fractional non-issued part of the Merger Issue Shares; and W means an arithmetic mean of the price of one Polimex-Mostostal share from the subsequent 30 (thirty) days of listing on the main market of the WSE, at the closing rate in the continuous listing system preceding the Reference Day.

4. If the amount of Additional Payments for all Naftoremont shareholders exceeds 10% of the total value of the granted Merger Issue Shares determined on the basis of the declarations referred to in Article 499 § 2 point 4 of the CCC, the value of Additional Payments for particular Naftoremont shareholders shall be decreased proportionally.
5. Detailed rules of paying out the Additional Payments to the Naftoremont shareholders within the scope that was not specified in the Merger Plan shall be provided by the Management Board of Polimex-Mostostal.
6. The Merger Issue Shares shall entitle to participate in the profits of Polimex-Mostostal beginning from 1st January 2010, i.e. for the accounting year 2010.
7. All the Merger Issue Shares shall be dematerialised in compliance with the provisions of the Act of 29 July 2005 on Trading in Financial Instruments.
8. Relevant actions shall be undertaken in order to admit the Merger Issue Shares to trading on the regulated market organized by the WSE.

Resolution no. 6
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010

**on the merger of Polimex-Mostostal S.A. and Zakłady Remontowe Energetyki Kraków Sp.
z o. o.**

Pursuant to Article 492 § 1 point 1 of the CCC and Article 506 of the CCC, having become familiar with the Merger Plan of the company Polimex-Mostostal S.A. and the companies Energomontaż Północ S.A., Naftobudowa S.A., Naftoremont Sp. z o. o., Zakłady Remontowe Energetyki Kraków Sp. z o. o., Zakłady Remontowe Energetyki Lublin S.A., EPE-Rybnik Sp. z o. o., ECeRemont Sp. z o.o., published in the Court and Economic Gazette (Monitor Sądowy i Gospodarczy) no. 249 dated 22nd December, the attachments to the Merger Plan, the report of the Management Board developed for the purposes of the Merger and the expert's opinion drawn up pursuant to Article 503 § 1 of the CCC, the Extraordinary General Meeting of Polimex-Mostostal adopts the following:

§ 1 The Merger

1. Polimex-Mostostal merges with ZRE Kraków in the course of Article 492 § 1 point 1 of the CCC by means of transfer of the entire assets of ZRE Kraków onto Polimex-Mostostal with a simultaneous increase of the initial capital of Polimex-Mostostal, in return for stock issued to ZRE Kraków stockholders other than Polimex-Mostostal, in compliance with the principles stipulated in the Merger Plan agreed by the management boards of the merging companies on 20th November 2009 and audited by an expert Dr. Anna Bernaziuk. The Merger Plan constitutes **Attachment no. 2** to these minutes.
2. The Extraordinary General Meeting hereby grants consent to the Merger Plan and in particular to the principles related to the granting of the Merger Issue Shares and the amendment to the Statutes of Polimex-Mostostal presented in Attachment 1 to the Merger Plan and in **Attachment no. 3** to these minutes.

§ 2 Principles related to the granting of shares

- 1 In return for the assets of ZRE Kraków transferred onto Polimex-Mostostal as a result of the Merger, the ZRE Kraków stockholders other than Polimex-Mostostal shall be proportionally given the Merger Issue Shares in compliance with the exchange ratio 1 (one) ZRE Kraków share against 123.65 (one hundred twenty three point six five) of the Merger Issue Shares (hereinafter referred to as **the ZRE Kraków Share Exchange Ratio**). It means that for each share of ZRE Kraków, ZRE Kraków shareholders other than Polimex-Mostostal shall be given 123.65 (one hundred twenty three point six five) of the Merger Issue Shares. The Merger Issue Shares shall be admitted to trading on the regulated market pursuant to the Act on Public Offering.
- 2 The number of the Merger Issue Shares to be received by particular ZRE Kraków

shareholders other than Polimex-Mostostal shall be calculated as the product of the ZRE Kraków Share Exchange Ratio and the number of shares held by a given ZRE Kraków shareholder other than Polimex-Mostostal as of the Reference Day.

3. If a shareholder, after the application of the ZRE Kraków Share Exchange Ratio in relation to all the shares of ZRE Kraków held by a given ZRE Kraków shareholder other than Polimex-Mostostal, is entitled to a fractional number of the Merger Issue Shares, then the number of the Merger Issue Shares to be received by such a shareholder shall be rounded down to the nearest whole number and the ZRE Kraków shareholder shall receive the Additional Payment in the amount equivalent to the product of the excess expressed as a percentage beyond this nearest whole number of the Merger Issue Shares received as a result of rounding down and the price of the Merger Issue Shares determined for the purpose of the Additional Payments. The price of the Merger Issue Shares determined for the purpose of the Additional Payments shall be equal to the arithmetic mean of the price of one Polimex-Mostostal share from the subsequent 30 (thirty) days of listing on the main market of the WSE, at the closing rate in the continuous listing system preceding the Reference Day.

The amount of Additional Payments due to particular ZRE Kraków shareholders shall be calculated in accordance with the following formula:

$$D = A \times W$$

where, D means the amount of the Additional Payment; A means the fractional non-issued part of the Merger Issue Shares; and W means an arithmetic mean of the price of one Polimex-Mostostal share from the subsequent 30 (thirty) days of listing on the main market of the WSE, at the closing rate in the continuous listing system preceding the Reference Day.

4. If the amount of Additional Payments for all ZRE Kraków shareholders exceeds 10% of the total value of the granted Merger Issue Shares determined on the basis of the declarations referred to in Article 499 § 2 point 4 of the CCC, the value of Additional Payments for particular ZRE Kraków shareholders shall be decreased proportionally.
5. Detailed rules of paying out the Additional Payments to the ZRE Kraków shareholders within the scope that was not specified in the Merger Plan shall be provided by the Management Board of Polimex-Mostostal.
6. The Merger Issue Shares shall entitle to participate in the profits of Polimex-Mostostal beginning from 1st January 2010, i.e. for the accounting year 2010.
7. All the Merger Issue Shares shall be dematerialised in compliance with the provisions of the Act of 29 July 2005 on Trading in Financial Instruments.
8. Relevant actions shall be undertaken in order to admit the Merger Issue Shares to trading on the regulated market organized by the WSE.

Resolution no. 7
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010

on the merger of Polimex-Mostostal S.A. and Zakłady Remontowe Energetyki Lublin S.A.

Pursuant to Article 492 § 1 point 1 of the CCC and Article 506 of the CCC, having become familiar with the Merger Plan of the company Polimex-Mostostal S.A. and the companies Energomontaż Północ S.A., Naftobudowa S.A., Naftoremont Sp. z o. o., Zakłady Remontowe Energetyki Kraków Sp. z o. o., Zakłady Remontowe Energetyki Lublin S.A., EPE-Rybnik Sp. z o. o., ECeRemont Sp. z o.o., published in the Court and Economic Gazette (Monitor Sądowy i Gospodarczy) no. 249 dated 22nd December, the attachments to the Merger Plan, the report of the Management Board developed for the purposes of the Merger and the expert's opinion drawn up pursuant to Article 503 § 1 of the CCC, the Extraordinary General Meeting of Polimex-Mostostal adopts the following:

§ 1 The Merger

1. Polimex-Mostostal merges with ZRE Lublin by means of transfer of the entire assets of ZRE Lublin onto Polimex-Mostostal with a simultaneous increase of the initial capital of Polimex-Mostostal, in return for stock issued to ZRE Lublin stockholders other than Polimex-Mostostal and Energomontaż, in compliance with the principles stipulated in the Merger Plan agreed by the management boards of the merging companies on 20th November 2009 and audited by an expert Dr. Anna Bernaziuk. The Merger Plan constitutes **Attachment no. 2** to these minutes.
2. The Extraordinary General Meeting hereby grants consent to the Merger Plan and in particular to the principles related to the granting of the Merger Issue Shares and the amendment to the Statutes of Polimex-Mostostal presented in Attachment 1 to the Merger Plan and in Attachment no. 3 to these minutes.

§ 2 Principles related to the granting of shares

- 1 In return for the assets of ZRE Lublin transferred onto Polimex-Mostostal as a result of the Merger, the ZRE Lublin stockholders other than Polimex-Mostostal and Energomontaż shall be proportionally given the Merger Issue Shares in compliance with the exchange ratio 1 (one) ZRE Lublin share against 8.52 (eight point five two) of the Merger Issue Shares (hereinafter referred to as **the ZRE Lublin Share Exchange Ratio**). It means that for each share of ZRE Lublin, ZRE Lublin shareholders other than Polimex-Mostostal and Energomontaż shall be given 8.52 (eight point five two) of the Merger Issue Shares. The Merger Issue Shares shall be admitted to trading on the regulated market pursuant to the Act on Public Offering.
- 2 The number of the Merger Issue Shares to be received by particular ZRE Lublin

shareholders other than Polimex-Mostostal and Energomontaż shall be calculated as the product of the ZRE Lublin Share Exchange Ratio and the number of shares held by a given ZRE Lublin shareholder other than Polimex-Mostostal and Energomontaż as of the Reference Day.

3. If a shareholder, after the application of the ZRE Lublin Share Exchange Ratio in relation to all the ZRE Lublin shares held by a given ZRE Lublin shareholder other than Polimex-Mostostal and Energomontaż, is entitled to a fractional number of the Merger Issue Shares, then the number of the Merger Issue Shares to be received by such a shareholder shall be rounded down to the nearest whole number and the ZRE Lublin shareholder shall receive the Additional Payment in the amount equivalent to the product of the excess expressed as a percentage beyond this nearest whole number of the Merger Issue Shares received as a result of rounding down and the price of the Merger Issue Shares determined for the purpose of the Additional Payments. The price of the Merger Issue Shares determined for the purpose of the Additional Payments shall be equal to the arithmetic mean of the price of one Polimex-Mostostal share from the subsequent 30 (thirty) days of listing on the main market of the WSE, at the closing rate in the continuous listing system preceding the Reference Day.

The amount of Additional Payments due to particular ZRE Lublin shareholders shall be calculated in accordance with the following formula:

$$D = A \times W$$

where, D means the amount of the Additional Payment; A means the fractional non-issued part of the Merger Issue Shares; and W means an arithmetic mean of the price of one Polimex-Mostostal share from the subsequent 30 (thirty) days of listing on the main market of the WSE, at the closing rate in the continuous listing system preceding the Reference Day.

4. If the amount of Additional Payments for all ZRE Lublin shareholders exceeds 10% of the total value of the granted Merger Issue Shares determined on the basis of the declarations referred to in Article 499 § 2 point 4 of the CCC, the value of Additional Payments for particular ZRE Lublin shareholders shall be decreased proportionally.
5. Detailed rules of paying out the Additional Payments to the ZRE Lublin shareholders within the scope that was not specified in the Merger Plan shall be provided by the Management Board of Polimex-Mostostal.
6. The Merger Issue Shares shall entitle to participate in the profits of Polimex-Mostostal beginning from 1st January 2010, i.e. for the accounting year 2010.
7. All the Merger Issue Shares shall be dematerialised in compliance with the provisions of the Act of 29 July 2005 on Trading in Financial Instruments.
8. Relevant actions shall be undertaken in order to admit the Merger Issue Shares to trading on the regulated market organized by the WSE.

Resolution no. 8
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010
on the merger of Polimex-Mostostal S.A. and EPE-Rybnik Sp. z o. o.

Pursuant to Article 492 § 1 point 1 of the CCC and Article 506 of the CCC, having become familiar with the Merger Plan of the company Polimex-Mostostal S.A. and the companies Energomontaż Północ S.A., Naftobudowa S.A., Naftoremont Sp. z o. o., Zakłady Remontowe Energetyki Kraków Sp. z o. o., Zakłady Remontowe Energetyki Lublin S.A., EPE-Rybnik Sp. z o. o., ECeRemont Sp. z o.o., published in the Court and Economic Gazette (Monitor Sądowy i Gospodarczy) no. 249 dated 22nd December, the attachments to the Merger Plan, the report of the Management Board developed for the purposes of the Merger and the expert's opinion drawn up pursuant to Article 503 § 1 of the CCC, the Extraordinary General Meeting of Polimex-Mostostal adopts the following:

§ 1 The Merger

1. Polimex-Mostostal merges with EPE Rybnik in the course of Article 492 § 1 point 1 of the CCC **in connection with Article 515 § 1 of the CCC** by means of transfer of the entire assets of EPE Rybnik onto Polimex-Mostostal without increasing the initial capital of Polimex-Mostostal by an amount equal to the value of EPE Rybnik shares, in compliance with the principles stipulated in the Merger Plan agreed by the management boards of the merging companies on 20th November 2009 and audited by an expert Dr. Anna Bernaziuk. The Merger Plan constitutes **Attachment no. 2** to these minutes.
2. The Extraordinary General Meeting hereby grants consent to the Merger Plan and amendment to the Statutes of Polimex-Mostostal presented in Attachment 1 to the Merger Plan and in Attachment no. 3 to these minutes.

Resolution no. 9
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010
on the merger of Polimex-Mostostal S.A. and ECeRemont Sp. z o. o.

Pursuant to Article 492 § 1 point 1 of the CCC and Article 506 of the CCC, having become familiar with the Merger Plan of the company Polimex-Mostostal S.A. and the companies Energomontaż Północ S.A., Naftobudowa S.A., Naftoremont Sp. z o. o., Zakłady Remontowe Energetyki Kraków Sp. z o. o., Zakłady Remontowe Energetyki Lublin S.A., EPE-Rybnik Sp. z o. o., ECeRemont Sp. z o.o., published in the Court and Economic Gazette (Monitor Sądowy i Gospodarczy) no. 249 dated 22nd December, the attachments to the Merger Plan, the report of the Management Board developed for the purposes of the Merger and the expert's opinion drawn up pursuant to Article 503 § 1 of the CCC, the Extraordinary General Meeting of Polimex-Mostostal adopts the following:

§ 1 The Merger

1. Polimex-Mostostal merges with ECeRemont in the course of Article 492 § 1 point 1 of the CCC in connection with Article 515 § 1 of the CCC by means of transfer of the entire assets of ECeRemont onto Polimex-Mostostal without increasing the initial capital of Polimex-Mostostal by an amount equal to the value of ECeRemont shares, in compliance with the principles stipulated in the Merger Plan agreed by the management boards of the merging companies on 20th November 2009 and audited by an expert Dr. Anna Bernaziuk. The Merger Plan constitutes **Attachment no. 2** to these minutes.
2. The Extraordinary General Meeting hereby grants consent to the Merger Plan and the amendment to the Statutes of Polimex-Mostostal presented in Attachment 1 to the Merger Plan and in Attachment no. 3 to these minutes.

Resolution no. 10
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010

on the increase of the initial capital of Polimex-Mostostal S.A.

In connection with the Merger and pursuant to Article 492 § 1 point 1 of the CCC, the Extraordinary General Meeting decides to increase, in compliance with the Merger Plan which constitutes Attachment no. 2 to these minutes, the initial capital of Polimex-Mostostal from 18,574,225.00 (eighteen million five hundred seventy four thousand two hundred twenty five 00/100) zlotys to 20,869,725.72 (twenty million eight hundred sixty nine thousand seven hundred twenty five 72/100) zlotys, i.e. by the amount of 2,295,500.72 (two million two hundred ninety five thousand five hundred 72/100) zlotys through the issuing of 57,387,518 (fifty seven million three hundred eighty seven thousand five hundred eighteen) series "K" ordinary bearer shares with the value of 4 groszy (four groszy) per share for the purpose of the allotment of the Merger Issue Shares between the partners or shareholders of the Acquired Companies who will become the shareholders of Polimex-Mostostal on day of the registration of the Merger.

Resolution no. 11
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010

on the authorisation for the Management Board of Polimex-Mostostal S.A.

The Extraordinary General Meeting hereby authorises and obliges the Management Board of Polimex-Mostostal to undertake all actual and legal actions necessary for the implementation of Resolutions no. 3-9 adopted at today's Extraordinary General Meeting, among other things to prepare, carry out and register the Merger and admit the Merger Issue Shares to trading on the regulated market organised by the WSE and in particular to:

- 1) enter into an agreement with the National Depository for Securities (KDPW) on the registration of the Merger Issue Shares in the security deposit maintained by the National Depository for Securities and their dematerialisation;
- 2) submit an application to the Management Board of the WSE for admission of the Merger Issue Shares to trading on the regulated market;
- 3) indicate the Reference Day referred to in Resolution no. 2 above to the National Depository for Securities, taking into consideration internal regulations of the National Depository for Securities regarding the rules for indicating that day.

Resolution no. 12
of the Extraordinary General Meeting of
Polimex-Mostostal S.A. with the registered office in Warsaw
of 26 February 2010

on the adoption of a uniform text of the Statutes of Polimex-Mostostal S.A.

In connection with the amendment to the Statutes adopted in Resolutions no. 3-9 passed at today's Extraordinary General Meeting, the Extraordinary General Meeting hereby adopts the uniform text of the Statutes of Polimex-Mostostal which constitutes **Attachment no. 4** to these minutes.