

**Draft Resolutions**

pertaining to the Extraordinary General Shareholders' Meeting convened on: 29 August 2019.

**Resolution No. 1**

*of the Extraordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 29 August 2019 on appointment of the Chairman of the General Shareholders' Meeting.*

Mr./Ms. .... is appointed Chairperson of the Extraordinary General Shareholders' Meeting.

**Resolution No. 2**

*of Extraordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 29 August 2019 on the sale by Company of the right to perpetual usufruct of the property, with an area of 40,000 m<sup>2</sup>, located in Warsaw at ul. Krakowiaków 91/101, plot no. 14/1 and 14/2.*

Acting on the § 393 item 4 of Companies Code the Extraordinary General Shareholders' Meeting hereby agrees to the sale by Company of the right to perpetual usufruct of the property, with an area of 40,000 m<sup>2</sup>, located in Warsaw at ul. Krakowiaków 91/101, plot no. 14/1 and 14/2, for which the District Court for Warszawa-Mokotów in Warsaw, XIII Land and Mortgage Register keeps a land and mortgage register no. WA1M/00037478/3 with buildings for a price not lower than PLN 20 000 000.

Hereby the Extraordinary General Shareholders' Meeting hereby authorizes the MOSTOSTAL WARSZAWA S.A. Management Board to take formal steps in order to prepare sales documentation for the subject property and to conclude an appropriate agreement.

**Resolution No. 3**

*of Extraordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 29 August 2019 on the changes to the Company's Articles of Association .*

The Extraordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA SA, acting pursuant to art. 430 § 1 of the Commercial Companies Code and pursuant to § 19 p. 8 of the Company's Articles of Association , decides to change § 19.

§ 19 of the Statute shall have the following wording :

The competences of the General Meeting, in addition to the matters listed in the law and the provisions contained within the other paragraphs of the Articles of Association, include in particular:

- 1) Considering and approving the report on the operations of the Company and the financial statements for the previous financial year;
- 2) Adopting a resolution on the distribution of profits or the offsetting of losses;
- 3) Considering and approving the report on the activities of the Supervisory Board,
- 4) Granting vote of acceptance to the members of the Company's Supervisory Board and Management Board, confirming the discharge of their duties,
- 5) Considering and approving the report on the operations and the financial statements of the Company's group;
- 6) Determining the record date and dividend payment date,
- 7) Transferring and leasing the enterprise or an organized part thereof and establishing a limited right in rem thereon;
- 8) Making amendments to the Company's Articles of Association,
- 9) Increasing or reducing the Company's share capital,
- 10) Issuing bonds, convertible bonds or bonds with pre-emptive right to take up shares,

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- 11) Adopting resolutions on the redemption of the shares in the Company,
- 12) Specifying conditions for the acquisition, redemption and sale of own shares in the Company,
- 13) Adopting resolutions on the merger, division or liquidation of the Company,
- 14) Creating and dissolving special funds,
- 15) Appointing and dismissing members of the Supervisory Board,
- 16) Determining the rules of remuneration for the members of the Supervisory Board,
- 17) Taking decisions concerning claims for redress of damage caused in the course of management or supervision,
- 18) Other matters brought to the agenda, falling within the competence of the General Meeting.

Justification: adjustments to the Articles of Association are to reflect more precisely the Commercial Companies Code.

**Resolution No. 4**

*of Extraordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 29 August 2019 regarding the authorization of the Company's Supervisory Board to adopt the consolidated text of the Articles of Association of the Company*

Extraordinary General Meeting of MOSTOSTAL WARSZAWA S.A. hereby authorizes the Supervisory Board of MOSTOSTAL WARSZAWA S.A. to adopt the uniform text of the Articles of Association of the Company.

Justification: The Management Board of the Company requests the General Meeting to authorize the Supervisory Board to adopt the consolidated text of the Articles of Association in accordance with Article 430 § 5 of the Commercial Companies Code