

Draft Resolutions

pertaining to the General Shareholders' Meeting convened on: 10 June 2019.

Resolution No. 1

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on appointment of the Chairman of the General Shareholders' Meeting.

Mr. is appointed Chairman of the Ordinary General Shareholders' Meeting.

Resolution No. 2

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of the stand-alone Management Board's report on the stand-alone Company's operations and financial statements of the Company for 2018.

The Management Board's stand-alone report on the Company's operations and the stand-alone Company's financial statements for the 2018 including:

1. stand-alone statement of financial position prepared as of 31.12.2018 which shows the total of **PLN 882,184,306.03** (say: eight hundred and eighty-two million, one hundred and eighty-four thousand, three hundred and six zloty, 3 grosz). on the side of assets and liabilities;
2. stand-alone profit and loss account for 2018 showing a net loss of **PLN 38,199,581.91** (say: thirty-eight million, one hundred and ninety-nine thousand, five hundred and eighty-one zloty, 91 grosz).
3. stand-alone breakdown of changes in equity showing an decrease in equity amounting to **PLN 38,199,581.91** (say: thirty-eight million, one hundred and ninety-nine thousand, five hundred and eighty-one zloty, 91 grosz).
4. stand-alone cash flow statement, showing an increase in the balance of net cash in the course of the trading year in the amount of **PLN 25,446,725.27** (in words: twenty five million, four hundred forty six thousand seven hundred and twenty five zloty, 27 grosz);
5. additional information, are hereby approved.

Justification: pursuant to §19 item 1 of the Articles of Association, the General Shareholders' Meeting reviews and approves stand-alone the report on the Company's operation and the stand-alone financial statements.

Resolution No. 3

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of the Management Board's report on the Capital Group's operations and consolidated financial statements for 2018.

The consolidated report of the Management Board on operations of MOSTOSTAL WARSZAWA Capital Group covered by consolidation in 2018 and the financial statements, including:

1. consolidated statement of financial position prepared as of 31.12.2018 which shows the total of **PLN 1,047,260,528,41** (say: one billion, forty seven million, two hundred sixty thousand, five hundred twenty-eight zloty, 41 grosz) on the side of assets and liabilities;
2. consolidated profit and loss account for the trading year of 2018, which shows the net loss due to the Dominant Entity and non-controlling shareholders in the amount of **PLN 46,265,884,95** (say: forty-six million, two hundred sixty-five thousand, eight hundred and eighty-four zloty, 95 grosz);
3. breakdown of changes in consolidated equity showing a total decrease in equity amounting to **PLN 48,910,343.69**. (say: forty-eight million, nine hundred ten thousand, three hundred forty-three zloty, 69 grosz)
4. consolidated cash flow statement, showing an increase in the balance of net cash in the course of the trading year of 2018 in the amount of: **PLN 58,086,487.75** (say: fifty eight million, eighty six thousand, four hundred eighty-seven zloty,, 75 grosz)
5. additional information, are hereby approved.

Justification: pursuant to §19 item 5 of the Company's Articles of Association, the General Shareholders' Meeting reviews and approves the consolidated report on operations and the consolidated financial statements of the Capital Group.

**BUDUJEMY PRZYSZŁOŚĆ.**mostostal.waw.pl

Resolution No. 4

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of the report on the Supervisory Board's Activities.

The Supervisory Board's report on operation in 2018 is hereby approved (attachment 1).

Justification: pursuant to Par. 19.3) the General Shareholders' Meeting audits and approves the report of the Supervisory Board on operations.

Resolution No. 5

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of the member of the Company's Supervisory Board in 2018.

Approval of the activities in 2018 is granted to Mr. Francisco Adalberto Claudio Vázquez.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Supervisory Board.

Resolution No. 6

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of the member of the Company's Supervisory Board in 2018.

Approval of the activities in 2018 is granted to Mr. Jose Manuel Terceiro Mateos.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Supervisory Board.

Resolution No. 7

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of the member of the Company's Supervisory Board in 2018.

Approval of activities in 2018 is granted to Mr. Neil Roxburgh Balfour.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Supervisory Board.

Resolution No. 8

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on acknowledgement of the fulfilment of duties for the member of the Company's Supervisory Board in 2018.

Approval of activities in 2018 is granted to Mr. Javier Lapastora Turpín.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Management Board.

Resolution No. 9

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of the member of the Company's Supervisory Board in 2018.

Approval of activities in 2018 is granted to Mr. Ernest Podgórski.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Supervisory Board.

Resolution No. 10

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of the member of the Company's Supervisory Board in 2018.

Approval of activities in 2018 in period 24.04.2018 - 31.12.2018 is granted to Javier Serrada Quiza.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Supervisory Board.

Resolution No. 11

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of duties by the members of the Company's Management Board in 2018.

Approval of activities in period from 09.05.2018 till 31.12.2018 is granted to Mr. Miguel Angel Heras Llorente.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Management Board.

Resolution No. 12

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of duties by the members of the Company's Management Board in 2018.

Approval of activities in 2018 is granted to Mr. Jorge Calabuig Ferre.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Management Board.

Resolution No. 13

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of duties for the member of the Company's Management Board in 2018.

Approval of activities in 2018 is granted to Mr. Jacek Szymanek.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Management Board.

Resolution No. 14

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of duties for the member of the Company's Management Board in 2018.

Approval of activities in 2018 is granted to Mr. Alvaro Javier de Rojas Rodriguez.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Management Board.

Resolution No. 15

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of duties for the member of the Company's Management Board in 2018.

Approval of activities in period from 21.03.2018 till 31.12.2018 is granted to Mr. Radosław Gronet.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Management Board.

Resolution No. 16

Of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on approval of activities of duties for the member of the Company's Management Board in 2018.

Approval of activities in period from 01.01.2018 till 19.04.2018 is granted to Mr. Andrzej Goławski.

Justification: pursuant to §19 item 4 of the Company's Articles of Association, the General Shareholders' Meeting approves the activities of the members of the Management Board.

Resolution No. 17

Of the Ordinary General Meeting of the Company MOSTOSTAL WARSZAWA S.A. of 24 April 2019 regarding the coverage of loss for 2018

The General Meeting of MOSTOSTAL WARSZAWA SA, based on § 19 p. 2 of the Articles of Association of the Company, and art. 396 § 5 of the Code of Commercial Companies, decides that the net loss in the amount of PLN 38,199,581.91 (say: thirty-eight million, one hundred and ninety-nine thousand, five hundred and eighty-one zloty, 91 grosz) for the financial year 2018 is to be covered from the Company's supplementary capital.

Justification: pursuant to §19 item 2 of the Company's Articles of Association and in relation to Art. 396.5 of the Code of Commercial Companies, the General Shareholders' Meeting adopts a resolution on distribution of profit or coverage of loss.

Resolution No. 18

of the Ordinary General Shareholders' Meeting of MOSTOSTAL WARSZAWA S.A. of 10 June 2019 on the changes to the Supervisory Board composition

The Ordinary General Shareholders' Meeting of Mostostal Warszawa S.A. with its' registered office in Warsaw appoints Mr. as a member of the Supervisory Board serving its' 9th term.