

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

## FORM OF THE PROXY GRANTED BY A NATURAL PERSON

I, the undersigned (hereinafter referred to as the "Shareholder"):

## Details of the Shareholder:

Forename and surname: \_\_\_\_\_  
Address of residence: \_\_\_\_\_  
Personal ID number PESEL: \_\_\_\_\_  
Identity card (passport) number: \_\_\_\_\_  
Email address: \_\_\_\_\_

authorised to participate in the Extraordinary General Meeting of Mostostal Warszawa S.A. with its registered office in Warsaw to be held on 29 August 2019, on the basis of the Certificate of the right to participate in the Extraordinary General Meeting number: \_\_\_\_\_ issued on: \_\_\_\_\_ by

\_\_\_\_\_ (name of entity issuing the Certificate of the right to participate in the General Meeting)

hereby grant proxy and authorise (hereinafter referred to as the "Proxy"):

## Details of the Proxy:

Forename and surname: \_\_\_\_\_  
Address of residence: \_\_\_\_\_  
Personal ID number PESEL: \_\_\_\_\_  
Identity card (passport) number: \_\_\_\_\_  
Email address: \_\_\_\_\_

to represent the Shareholder, participate on behalf and for the Shareholder and exercise the voting right at the Extraordinary General Meeting of Mostostal Warszawa S.A with its registered office in Warsaw to be held on 29 August 2019, in accordance with the announced agenda.

Under this proxy, the Proxy is authorised to perform on behalf of the Shareholder all rights conferred on the Shareholder at the Extraordinary General Meeting by virtue of the shares of Mostostal Warszawa S.A in the number of \_\_\_\_\_ (in words: \_\_\_\_\_)

Additional information, clauses, exclusions, special rights of the Proxy, in particular information whether the proxy has a right to grant further proxies:

**BUDUJEMY PRZYSZŁOŚĆ.**

mostostal.waw.pl

Mostostal Warszawa SA, ul. Konstruktorska 12A, 02-673 Warszawa, tel.: +48 22 250 70 00, fax: +48 22 250 70 01  
Sąd Rejonowy dla m. st. Warszawy w Warszawie, XIII Wydział Gospodarczy Krajowego Rejestru Sądowego  
Nr KRS 0000008820, NIP: 526-020-49-95, Regon: 012059053, Kap. zakładowy 20 000 000 PLN, Kap. wpłacony 20 000 000 PLN

Date and signature of the Shareholder

**Important:**

In case of any discrepancies between the details of the shareholder indicated in the proxy and the details included in the list of shareholders prepared on the basis of the list received from the entity maintaining the depository of securities and provided to the Company in accordance with art. 406<sup>3</sup> of the Code of Commercial Companies, the shareholder may not be allowed to participate in the Extraordinary General Meeting.

The Company does not impose an obligation to grant the proxy on the above form.

The Company stipulates that the shareholder using electronic communication means is solely responsible for the risk relating to the use of such means.

**FORM OF THE PROXY GRANTED BY A LEGAL PERSON**

I, the undersigned [We the undersigned] acting on behalf of the Shareholder:

Details of the Shareholder:

Name (Business name): \_\_\_\_\_

Address of office: \_\_\_\_\_

Statistical ID number REGON: \_\_\_\_\_

Number of the relevant register: \_\_\_\_\_

Email address: \_\_\_\_\_

authorised to participate in the Extraordinary General Meeting of Mostostal Warszawa S.A. with its registered office in Warsaw to be held on 29 August 2019, on the basis of the Certificate of the right to participate in the Extraordinary General Meeting number: \_\_\_\_\_ issued on: \_\_\_\_\_ by

\_\_\_\_\_ (name of entity issuing the Certificate of the right to participate in the General Meeting)

hereby grant proxy and authorise (hereinafter referred to as the "Proxy"):

Details of the Proxy:

Forename and surname: \_\_\_\_\_

Address of residence: \_\_\_\_\_

Personal ID number PESEL: \_\_\_\_\_

Identity card (passport) number: \_\_\_\_\_

Email address: \_\_\_\_\_

to represent the Shareholder, participate on behalf and for the Shareholder and exercise the voting right at the Extraordinary General Meeting of Mostostal Warszawa S.A with its registered office in Warsaw to be held on 29 August 2019, in accordance with the announced agenda.

Under this proxy, the Proxy is authorised to perform on behalf of the Shareholder all rights conferred on the Shareholder at the Extraordinary General Meeting by virtue of the shares of Mostostal Warszawa S.A in the number of \_\_\_\_\_ (in words: \_\_\_\_\_)

Additional information, clauses, exclusions, special rights of the Proxy, in particular information whether the proxy has a right to grant further proxies:

\_\_\_\_\_  
Date and signature of the Shareholder

Important:

In case of any discrepancies between the details of the shareholder indicated in the proxy and the details included in the list of shareholders prepared on the basis of the list received from the entity maintaining the depositary of securities and provided to the Company in accordance with art. 406<sup>3</sup> of the Code of Commercial Companies, the shareholder may not be allowed to participate in the Extraordinary General Meeting.

The Company does not impose an obligation to grant the proxy on the above form.

The Company stipulates that the shareholder using electronic communication means is solely responsible for the risk relating to the use of such means.

**FORM OF EXERCISING VOTING RIGHTS BY THE PROXY  
AT THE ORDINARY EXTRAORDINARY GENERAL MEETING**

The shareholder is not required to use this form and this is not a condition of voting by the proxy. This form does not replace the document of proxy.

Details of the Shareholder:

Name (Business name) / Forename and surname: \_\_\_\_\_  
 Address of office / residence: \_\_\_\_\_  
 REGON / PESEL number: \_\_\_\_\_  
 Number of the relevant register/ \_\_\_\_\_  
 Identity card number: \_\_\_\_\_

Details of the Proxy:

Forename and surname: \_\_\_\_\_  
 Address of residence: \_\_\_\_\_  
 Personal ID number PESEL: \_\_\_\_\_  
 Identity card (passport) number: \_\_\_\_\_

The tables below enabling to provide the instructions to the Proxy refer to the draft resolutions published by Mostostal Warszawa S.A on its website. The Management Board of the Company draws attention to the fact that these drafts may differ from the resolutions subject to voting directly at the Extraordinary General Meeting of the Company and recommends to instruct the proxy of the procedure in such case.

The Principal issued an instruction by inserting "X" in the relevant field. If the Shareholder wants to give other or further instructions, he/she should fill in the field "Further/other instructions", specifying therein the manner of exercising the voting right by the proxy.

If the Shareholder wants to raise objections, he/she should fill in the field "The objection" and indicate whether the objection should be included in the Minutes of the General Meeting.

If the Shareholder decides to vote differently from the shares held, he/she is asked to indicate in the relevant field the number of shares from which the proxy should vote "For", "Against", "Abstain" or "At the discretion of the Proxy". If the number of shares is not indicated, it is deemed the proxy is authorised to vote in the indicated manner from all shares held by the Shareholder.

Voting:

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Notifying the objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the discretion of the Proxy
Number of shares: .....	Number of shares: .....	Number of shares: .....	Number of shares: .....

\_\_\_\_\_  
Date and signature of the Shareholder

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Notifying the objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the discretion of the Proxy
Number of shares: .....	Number of shares: .....	Number of shares: .....	Number of shares: .....

The objection:

Further/other instructions:

**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 Coder 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Notifying the objection	<input type="checkbox"/> Abstain	<input type="checkbox"/> At the discretion of the Proxy
Number of shares: .....	Number of shares: .....	Number of shares: .....	Number of shares: .....

The objection

Further/other instructions:

**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,
- 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.

<input type="checkbox"/> For  Number of shares: .....	<input type="checkbox"/> Against <input type="checkbox"/> Notifying the objection  Number of shares: .....	<input type="checkbox"/> Abstain  Number of shares: .....	<input type="checkbox"/> At the discretion of the Proxy  Number of shares: .....
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The objection

Further/other instructions:

**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

<input type="checkbox"/> For  Number of shares: .....	<input type="checkbox"/> Against <input type="checkbox"/> Notifying the objection  Number of shares: .....	<input type="checkbox"/> Abstain  Number of shares: .....	<input type="checkbox"/> At the discretion of the Proxy  Number of shares: .....
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The objection

Further/other instructions: