

pertaining to the General Shareholders' Meeting convened on: 10 June 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 General Meeting of Mostostal Warszawa S.A. with its registered office in Warsaw to be held on 10 June 2019, on the basis of the Certificate of the right to participate in the 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 General Meeting of Mostostal Warszawa S.A with its registered office in Warsaw to be held on 24 April 2018, 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 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**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 000008820, NIP: 526-020-49-95, Regon: 012059053, Kap. zakładowy 20 000 000 PLN, Kap. wpłacony 20 000 000 PLN

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. 406³ 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 General Meeting of Mostostal Warszawa S.A. with its registered office in Warsaw to be held on 10 June 2019, on the basis of the Certificate of the right to participate in the 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 General Meeting of Mostostal Warszawa S.A with its registered office in Warsaw to be held on 10 June 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 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 depository of securities and provided to the Company in accordance with art. 406³ 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 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 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 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.

<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 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:

- 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;
- 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).
- 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).
- 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);
- 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.

<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 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.

<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. 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.

<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. 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.

<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. 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.

<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. 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.

<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. 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.

<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. 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.

<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. 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.

<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. 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.

<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. 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.

<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. 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.

<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. 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.

<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. 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.

<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. 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.

<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. 17

Of the Ordinary General Meeting of the Company MOSTOSTAL WARSZAWA S.A. of 10 June 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.

<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:
The objection			
Further/other instructions:			

Resolution No. 18

of the Ordinary General Shareholders 'Meeting of MOSTOSTAL WARSZAWA S.A. of Junne 102019 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.

<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:
The objection			
Further/other instructions:			