

1) Date, time and place of the General Meeting and detailed agenda (art. 402<sup>2</sup> item 1) of the Code of Commercial Companies)

The Management Board of Mostostal Warszawa Spółka Akcyjna with its registered office in Warsaw (hereinafter "The Company") at ul. Konstruktorska 11a, 02-673 Warsaw, entered into the register of entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, 13th Commercial Division under 000008820 number, NIP 526-020-49-95, share capital in the amount of PLN 20,000,000 (in words: twenty million zlotys) (hereinafter referred to as: "The Company") on the basis of art. 399 § 1 of the Code of Commercial Companies and art. 402<sup>1</sup> and 402<sup>2</sup> of the Code of Commercial Companies and §14 section 1 of the Articles of Association convenes the Ordinary General Meeting for **19 April 2016** at 12:00 p.m. at the address of the registered office of the Company: ul. Konstruktorska 11a, 02-673 Warsaw, with the following agenda:

1. Opening of the meeting and election of the Chairman of the General Meeting.
2. Establishing the validity of the General Meeting and its authority to adopt resolutions.
3. Considering and approval of the report of the operations of the Company in 2015, the financial statements of the Company for 2015, the report of operations of the Capital Group for 2015, the consolidated financial statements for 2015.
4. Considering and approval of the report of the operations of the Supervisory Board of Mostostal Warszawa S.A, as well as the assessment of work of the Supervisory Board for the financial year 2015 prepared by the Supervisory Board of Mostostal Warszawa S.A.
5. Granting a vote of acceptance to the members of the Supervisory Board and the Management Board for 2015.
6. Adoption of the resolution for the distribution of profits for 2015.
7. Adoption of the resolution for the change of the Statute of the Company.
8. Adoption of the resolution on Supervisory Board authorization to approve unified wording of the Company's Statute.
9. Adoption of the resolution on determining the number of Supervisory Board members of the VIII term of office.
10. Adoption of the resolution on appointment of the Supervisory Board for the VIII term of office.
11. Closing of the meeting.

2) A description of procedures relating to the participation in the General Meeting and exercising the voting right (art. 402<sup>2</sup> item 2) of the Code of Commercial Companies)

- a) The Shareholder or Shareholders representing at least 1/20 (one twentieth) of the share capital may demand putting certain matters on the agenda of the General Meeting. Such demand should be notified to the Management Board of the Company no later than 21 (twenty one) days prior to the scheduled date of the General Meeting i.e. on 29 March 2016 at the latest. The demand should contain the justification or draft resolution relating to the proposed item of the agenda. The demand may also be submitted in the electronic form and should be provided to the following email address of the Company: **WZA@mostostal.waw.pl**. The Management Board of the Company shall immediately, however no later than 18 (eighteen) days prior to the scheduled date of the General Meeting announce the changes in the agenda, introduced at the request of the Shareholders i.e. on 1 April 2015 at the latest. The announcement shall be made in the manner relevant for convening the General Meeting. The Shareholder or Shareholders, referred to above should prove holding of the relevant number of shares as at the date of submitting a demand, attaching to the demand a deposit certificate or a named certificate confirming the right to participate in the General Meeting issued by the entity holding the securities account in accordance with the regulations on trading in financial instruments, and in the case

of shareholders being legal persons or partnerships, confirm also the authorization to act on behalf of this entity attaching a current extract from the National Court Register or in the case of shareholders being natural persons – a copy of the document confirming identity of the shareholder. In case of the shareholders notifying the demand with the use of electronic communication media, the documents should be sent in the PDF format.

- b) The Shareholder or Shareholders representing at least 1/20 (one twentieth) of the share capital may prior to the date of the General Meeting notify to the Company in writing or with the use of electronic communication media the draft resolutions with a justification relating to the matters put on the agenda of the General Meeting or matters which are to be introduced to the agenda. Draft resolutions should also be provided to the following email address of the Company: [WZA@mostostal.waw.pl](mailto:WZA@mostostal.waw.pl). The Company shall immediately publish draft resolutions on its website.

The Shareholder or Shareholders, referred to above should prove holding of the relevant number of shares as at the date of submitting a demand, attaching to the demand a deposit certificate or a named certificate confirming the right to participate in the General Meeting issued by the entity holding the securities account in accordance with the regulations on trading in financial instruments, and in the case of shareholders being legal persons and partnerships, confirm also the authorization to act on behalf of this entity, attaching a current extract from the National Court Register or in the case of shareholders being natural persons – a copy of the document confirming identity of the shareholder. In the case of the shareholders notifying the draft resolutions with the use of electronic communication media, the documents should be sent in the PDF format.

- c) Each of the Shareholder may during the General Meeting notify the draft resolutions relating to the matters put on the agenda.
- d) 1. The Shareholder may vote differently for each of the shares held.  
2. The Shareholder may participate in the General Meeting and exercise the voting right in person or by proxy. The right to appoint a proxy at the General Meeting and a number of proxies may not be limited. The form enabling to exercise the voting right by proxy including the details specified in art. 402<sup>3</sup> of the Code of Commercial Companies has been published on the website: **[www.mostostal.waw.pl](http://www.mostostal.waw.pl)**  
3. The Proxy performs all rights of the shareholder at the General Meeting, unless the document of proxy provides otherwise.  
4. The Proxy may grant further proxies, if this is stated in the document of proxy.  
5. The Proxy may represent more than one Shareholder and vote differently for the shares of each Shareholder.  
6. The Shareholder holding shares recorded on more than one securities account may appoint separate proxies to exercise the rights attached to the shares recorded on each of these accounts.  
7. The proxy to participate in the General Meeting and exercise the voting right shall be granted in writing or in the electronic form. Granting of the proxy in the electronic form does not require using a safe electronic signature verified by a valid qualified certificate.  
8. The Shareholder notifies the Company one day prior to the scheduled date of the General Meeting at the latest of granting the proxy in the electronic form by sending to the following email address of the Company: [WZA@mostostal.waw.pl](mailto:WZA@mostostal.waw.pl) the proxy in the PDF format prepared on the proxy form made available by the Company and legibly signed by the Shareholder, or person(s) authorized to represent the Shareholder. In the case of Shareholders on whom the legal provisions confer the legal personality, the current extract from the relevant register in the PDF format should be sent with the proxy. The above manner of notification enables, although in a limited way, identification of the Shareholder and their proxy and the verification of the validity of the proxy.  
The Shareholder bears risk associated with granting the proxy and notifying the Company of granting it in the electronic form in the manner different than indicated in item 8.  
9. The above procedure shall be applied accordingly to revoke the proxy.
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10. The Shareholder or proxy of the Shareholder should hold a document with a photograph confirming their identity and present such document at each request of the Company or the Chairman of the General Meeting.

11. If the member of the Management Board, member of the Supervisory Board, employee of the Company or a member of bodies or employee of a subsidiary of the Company is the proxy at the General Meeting, the proxy may authorize them to representation at only one General Meeting. The Proxy is obliged to disclose to the Shareholder the circumstances indicating the existence of or the possibility of arising a conflict of interest. Granting of further proxy shall be excluded. The Proxy, referred to above, shall vote in accordance with the instructions given by the Shareholder.

12. The Shareholder may neither in person nor by proxy vote on the adoption of resolutions relating to their responsibility towards the Company on any grounds, including granting a vote of acceptance, release of the obligation towards the Company and a dispute between them and the Company.

- e) The Articles of Association does not provide for the participation in the General Meeting with the use of electronic communication means.
  - f) The Articles of Association does not provide for speaking at the General Meeting with the use of electronic communication means.
  - g) The Regulations of the General Meeting of the Company do not provide for exercising the voting right by correspondence or with the use of electronic communication means.
  - h) The Shareholder has a right to demand being issued the copies of motions in the matters covered by the agenda within one week prior to the General Meeting.
- 3) Record Date (art. 402<sup>2</sup> item 3) of the Code of Commercial Companies)  
The Record Date in accordance with art.406<sup>1</sup> of the Code of Commercial Companies is 3 April 2016.
- 4) Information on the right to participate in the General Meeting (art. 402<sup>2</sup> item 4 of the Code of Commercial Companies)  
Only persons being the shareholders of the Company 16 (sixteen) days prior to the date of the General Meeting (the record date of participation in the General Meeting) have the right to participate in the General Meeting, i.e. on their securities account the shares of the Company will be recorded as at 3 April 2016.  
No later than after making this announcement about convening of the General Meeting (i.e. no earlier than 23 March 2015) and no later than until 4 April 2016 (the first working day after the Record Date) they will submit to the entity holding a securities account the request to issue a named certificate of the right to participate in the General Meeting.
- 5) Access to the documentation and draft resolutions (art. 402<sup>2</sup> item 5) of the Code of Commercial Companies)  
The full text of the documentation which is to be submitted to the General Meeting and the draft resolutions are available in the document form at the address of the registered office of the Company at ul. Konstruktorska 11a, 02-673 Warsaw, at the Office of the Management Board (room 616), from 23 March 2016 to 19 April 2016, from 10.00 a.m. to 4 p.m. and in the electronic form in the PDF format on the website of the Company: [www.mostostal.waw.pl](http://www.mostostal.waw.pl).
- 6) Website of the Company (art. 402<sup>2</sup> item 6 of the Code of Commercial Companies)  
Information relating to the General Meeting is made available at the following address of the website of the Company: [www.mostostal.waw.pl](http://www.mostostal.waw.pl).
- 7) Certificate of attendance. List. List of Shareholders entitled to participate in the General Meeting (art. 406<sup>3</sup> and art. 407 of the Code of Commercial Companies)  
1. At the request of the Shareholder entitled to dematerialised bearer shares, notified no earlier than after making the announcement on convening the General Meeting and no later than on the first working day after the Record Date, i.e. between 23 March 2016 and 4 April 2016, the entity holding a securities account shall

issue a named certificate of the right to participate in the General Meeting. The content of the certificate is specified in art. 406<sup>3</sup> §3 of the Code of Commercial Companies.

2. At the request of the Shareholder entitled by virtue of the dematerialized bearer shares, a part or all shares recorded on their securities account should be indicated in the certificate.

3. The list of Shareholders entitled by virtue of the bearer shares to participate in the General Meeting is determined by the Company on the basis of the list prepared by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych Spółka Akcyjna w Warszawie), on the basis of named certificates of the right to participate in the General Meeting issued by the entities holding securities accounts.

4. The List of Shareholders entitled to participate in the General Meeting will be displayed at the address of the registered office of the Company: ulica Konstruktorska 11a, 02-673 Warsaw, at the Office of the Management Board (room 616) from 14 April 2016, i.e. 3 working days prior to the date of the General Meeting until 20 April 2016. The Shareholder may request sending them the list of shareholders free of charge by electronic mail, providing address to which the list should be sent.

5. The persons entitled to participate in the General Meeting may obtain the full text of documentation which is to be presented at the General Meeting and draft resolutions in the registered office of the Company at the address: ul. Konstruktorska 11A, 02-673 Warsaw, room 616. This documentation in the PDF format will be also available on the website of the Company at the address [www.mostostal.waw.pl](http://www.mostostal.waw.pl).

The General Meeting will be broadcast in the real time on the website of the Company: [www.mostostal.waw.pl](http://www.mostostal.waw.pl)

The Management Board of Mostostal Warsaw SA in Warsaw.

Warsaw, 23 March 2016