

**Resolutions adopted by the Extraordinary General Shareholders' Meeting of  
Mostostal Warszawa S.A. on 13.06.2016**

**Resolution No. 1  
of the Extraordinary General Shareholders' Meeting of  
Mostostal Warszawa S.A. in Warsaw  
of 13 June 2016  
concerning election of the General Meeting's Chairman**

“The Extraordinary General Shareholders' Meeting of Warszawa S.A. with its registered office in Warsaw decided to elect Mr. Marcin Paweł Marczuk as the Chairman of the General Shareholders' Meeting.”

After the voting ended, the person opening the meeting announced that in the voting, out of 16,764,105 shares represented at the Meeting, which constituted 83.82% of the share capital, 16,764,105 valid votes were cast in total, whereas:

- 16,764,105 votes were cast in favour of the resolution;
- there were no against votes;
- there were no abstaining votes.

Therefore, the resolution above was adopted.

**Resolution No. 2  
of the Extraordinary General Shareholders' Meeting of  
Mostostal Warszawa S.A. in Warsaw  
of 13 June 2016  
on adoption of the agenda of the Extraordinary General Shareholders' Meeting**

“The Extraordinary General Shareholders' Meeting of Mostostal S.A. with its registered office in Warsaw decides to adopt the agenda with the following content:

1. opening of the meeting;
2. election of chairman of the general meeting;
3. confirming correctness of summoning the meeting and its capacity to adopt resolutions;
4. adopting the agenda;
5. adopting resolutions with respect to:
  - a) determination of the number of members in the supervisory board;
  - b) electing the supervisory board in a voting via separate groups pursuant to Art. 385 § 3-9 of the Code of Commercial Companies;
  - c) supplementing the composition of the supervisory board;
6. closing the meeting.”

After the voting ended, the Chairman of the General Meeting announced that in the voting, out of 16,764,105 shares represented at this meeting, which constituted 83.82% of the share capital, 16,764,105 valid votes were cast in total, whereas:

- 16,764,105 votes were cast in favour of the resolution;
- there were no against votes;
- there were no abstaining votes.

Therefore, the resolution above was adopted.

**Resolution No. 3  
of the Extraordinary General Shareholders' Meeting of  
Mostostal Warszawa S.A. in Warsaw  
of 13 June 2016  
on determining the number of members of the Supervisory Board**

“The Extraordinary General Shareholders’ Meeting of Mostostal Warszawa S.A., pursuant to § 20.3 of the Articles of Association of the Company, determines the number of members of the Supervisory Board of Mostostal Warszawa S.A. in the 9<sup>th</sup> term at six people.”

After the voting ended, the Chairman of the General Meeting announced that in the voting, out of 16,764,105 shares represented at the meeting, which constitute 83.82% of the share capital, 16,764,105 valid votes were cast in total, whereas:

-15,923,509 votes were cast in favour of the resolution;

- 467,042 votes were cast against the resolution;

- 373,554 votes were abstaining votes;

therefore, the resolution above was adopted.

The Chairman of the General Meeting summoned the participants to establish groups of shareholders capable of electing members of the Company’s Supervisory Board in the 9<sup>th</sup> term, taking into account the number of members specified by the above resolution of the General Shareholders’ Meeting.

Participants representing shareholders:

- Open Pension Fund PZU “Złota Jesień” – holding 3,666,000 shares;
- Powszechny Zakład Ubezpieczeń na Życie S.A. – holding 129,111 shares;
- PZU Fundusz Inwestycyjny Otwarty Parasolowy Subfundusz PZU Akcji Krakowiak – holding 325,678 shares;
- PZU Fundusz Inwestycyjny Otwarty Parasolowy Subfundusz PZU Akcji Małych i Średnich Spółek – holding 74,644 shares;
- PZU Fundusz Inwestycyjny Otwarty Parasolowy Subfundusz PZU Stabilnego Wzrostu Mazurek – holding 80,000 shares;
- PZU Fundusz Inwestycyjny Otwarty Parasolowy Subfundusz PZU Zrównoważony – holding 52,300 shares;
- PZU Fundusz Inwestycyjny Otwarty Parasolowy Subfundusz PZU Akcji Spółek Dywidendowych – holding 47,691 shares;
- PZU SFIO Universum – holding 363,341 shares;
- Nordea Otwarty Fundusz Emerytalny – holding 373,554 shares;

as well as shareholder Arkadiusz Zalewski holding 1 share, which constitutes, in total 30.50%, of the total number of shares represented at this General Meeting announced establishment of a separate group consisting of such shareholders, for the purpose of electing Ernest Podgórski as a member of the Company’s Supervisory Board.

The Chairman of the General Meeting, ascertaining the capacity of the shareholders’ group to elect one member of the supervisory board, ordered a secret vote within the scope of this group with respect to election of the notified candidate for a member of the Supervisory Board via a resolution with the following content:

**Resolution No. 4  
of the Extraordinary General Shareholders’ Meeting of  
Mostostal Warszawa S.A. in Warsaw  
of 13 June 2016  
on election of a member of the Supervisory Board**

“Acting pursuant to Art. 385 § 3 and 5 of the Code of Commercial Companies, Ernest Podgórski is elected as a member of the Supervisory Board of the 9<sup>th</sup> term.”

After the voting ended, the Chairman of the General Meeting announced that in the voting from the separate group of 5,112,320 shares, which constituted 25.56% of the share capital, in total 5,112,320 valid votes were cast, whereas:

- 5,112,320 were cast in favour of the resolution;
- there were no against votes;
- there were no abstaining votes.

Therefore, the resolution above was adopted.

**Resolution No. 5**  
**of the Extraordinary general Shareholders' Meeting of**  
**Mostostal Warszawa S.A. in Warsaw**  
**of 13 June 2016**  
**on Appointment of a member of the Company's Supervisory Board**

“Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies, the Extraordinary General Shareholders' Meeting adopts a resolution on appointment of Mr. Grzegorz Zawada at the position of a member of the Supervisory Board of the Company in the 9<sup>th</sup> term.”

After the voting ended, the Chairman of the General Meeting announced that in the voting, out of 16,764,105 shares represented at the Meeting, which constitute 83.82% of the share capital, in total 11,651,785 valid votes were cast, whereas:

- 1,166,000 votes were cast in favour of the resolution;
- 10,485,775 votes were cast against the resolution;
- there were 10 abstaining votes.

Therefore, the above resolution was not adopted.

**Resolution No. 6**  
**of the Extraordinary General Shareholders' Meeting of**  
**Mostostal Warszawa S.A. in Warsaw**  
**of 13 June 2016**  
**on appointment of members of the Company's Supervisory Board**

“Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies, the Extraordinary General Shareholders' Meeting adopted a resolution on appointment of the following persons:

- a) Neil Roxburgh Balfour,
- b) Francisco Adalberto Claudio Vázquez,
- c) Raimundo Fernandez Cuesta Laborde,
- d) José Manuel Terceiro Mateos,
- e) Arturo Cortéz de la Cruz,

as members of the Company's Supervisory Board during the 9<sup>th</sup> term.”

After the voting ended, the Chairman of the General Meeting announced that in the voting, out of 16,764,104 shares represented at the Meeting, which constitute 83.82% of the share capital, in total 11,651,785 valid votes were cast, whereas:

- 10,018,743 votes were cast in favour of the resolution;
- 467,042 votes were cast against the resolution;
- 1,166,000 were abstaining votes.

Therefore, the resolution above was adopted.