

Draft resolutions for the General Meeting

convened for: 23 May 2022.

Resolution No 1

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on appointment of the Chairman of the General Meeting.

As Chairman of the Ordinary General Meeting is appointed Mr./Ms.

Resolution No 2

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on approval of the Management Board's report on the Company's activities and the Company's financial statements for 2021.

The report of the Company's Management Board on its activities and the financial statements of the Company for the financial year 2021, comprising:

1. the statement of financial position as at 31.12.2021 showing both on the assets and liabilities side the amounts: PLN 770,916,213.82 (in words: seven hundred and seventy million nine hundred and sixteen thousand two hundred and thirteen zlotys, 82/100)
2. profit and loss account for 2021, showing a net profit of PLN 8,602,327.35 (say: eight million six hundred two thousand three hundred twenty seven zloty, 35/100);
3. statement of changes in equity, indicating an increase in equity by PLN 8,602,327.35 (in words: eight million six hundred and two thousand three hundred and twenty-seven point 35/100) (total equity amounts to PLN 27,307,511.00 (in words: twenty-seven million three hundred and seven thousand five hundred and eleven point 00/100));
4. cash flow statement, showing a net increase in cash during the financial year of PLN 37,785,362.83 (in words: thirty-seven million, seven hundred and eighty-five thousand, three hundred and sixty-two 83/100);
5. additional information.

Justification: pursuant to §19 point 1) of the Articles of Association of the Company, the General Meeting shall review and approve the report on the Company's activities and the financial statements.

Resolution No 3

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on approval of the Report on the Group's activities and the consolidated financial statements for 2021.

The consolidated Report on the activities of MOSTOSTAL WARSZAWA S.A. Capital Group and the consolidated financial statements for 2021 are approved, including:

1. consolidated statement of financial position as at 31.12.2021, which on the assets and liabilities side shows a total of PLN 922,150,802.42 (in words: nine hundred and twenty-two million, one hundred and fifty thousand, eight hundred and two zloty, 42/100) ;
2. consolidated profit and loss account for the financial year 2021, which shows net profit attributable to the Parent Company and non-controlling shareholders in the amount of PLN 24,707,909.47 (in words: twenty-four million, seven hundred and seven thousand, nine hundred and nine, 47/100);
3. total statement of changes in consolidated equity showing an increase in equity by PLN 24,448,080.70 (say: twenty-four million four hundred forty-eight thousand eighty zloty and 70/100)



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(total equity amounts to PLN 80,710,326.49 (say: eighty million seven hundred ten thousand three hundred twenty-six zloty and 49/100);

4. consolidated cash flow statement, showing an increase in net cash during the financial year 2021 by the sum of: PLN 57,472,244.64 (in words: fifty-seven million four hundred and seventy-two thousand two hundred and forty-four zloty, 64/100);
5. additional information.

Justification: pursuant to §19 item. 5) of the Company's Articles of Association, the General Meeting shall review and approve the report on the activities and the financial statements of the Group.

Resolution 4

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. dated 23 May 2022 on approval of the report on the activities of the Supervisory Board.

The report of the Supervisory Board on its activities in 2021 (Appendix 1) is approved.

Justification: pursuant to §19 point 3), the General Meeting reviews and approves the Supervisory Board's report on its activities.

Resolution 5

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Supervisory Board confirming the discharge of his duties in 2021.

Approval of activities in 2021 is granted to Mr Antonio Muñoz Garrido.

Resolution 6

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Supervisory Board confirming the discharge of his duties in 2021.

Approval of activities in from 21 June to 31 December 2021 is granted to Mr Javier Lapuente Sastre.

Resolution 7

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Supervisory Board confirming the discharge of his duties in 2021.

Approval of activities in 2021 is granted to Mr Neil Roxburgh Balfour.

Resolution No 8

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Supervisory Board confirming the discharge of his duties in 2021.

Approval of activities in 2021 is granted to Mr Javier Lapastora Turpín.

Resolution 9

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Supervisory Board confirming the discharge of his duties in 2021.

Approval of activities in 2021 is granted to Mr Ernest Podgórski.

Resolution 10

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Supervisory Board confirming the discharge of his duties in 2021.

Approval of activities in 2021 is granted to Mr Javier Serrada Quiza.

Resolution 11

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Supervisory Board confirming the discharge of his duties in 2021.

Approval of activities in from 1 January to 21 June 2021 is granted to Mr José David Márquez Arcos.

Justification to draft resolutions numbered 5 - 11: Pursuant to §19 point 4) of the Articles of Association of the Company, the General Meeting resolves to acknowledge the fulfilment of duties by the members of the Supervisory Board.

Resolution 12

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Management Board confirming the discharge of his duties in 2021.

A discharge is hereby given for the performance of duties in 2021 to Mr Miguel Angel Heras Llorente.

Resolution 13

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Management Board confirming the discharge of his duties in 2021.

Approval of activities in 2021 is granted to Mr Jorge Calabuig Ferre.

Resolution 14

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Management Board confirming the discharge of his duties in 2021.

Approval of activities in 2021 is granted to Mr. Jacek Szymanek.

Resolution 15

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on granting a vote of acceptance to a member of the Company's Management Board confirming the discharge of his duties in 2021.

Approval of activities in 2021 is granted to Mr Carlos Enrique Resino Ruiz.

Justification to draft resolutions numbered 12 - 15: pursuant to §19 para. 4) of the Company's Articles of Association, the General Meeting discharges the members of the Management Board for the performance of their duties.

Resolution 16

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on the distribution of profit for 2021.

The General Meeting of MOSTOSTAL WARSZAWA S.A., pursuant to §19 point. 2 of the Company's Articles of Association, and Article 396 § 5 of the Commercial Companies Code, decides to allocate the net profit of PLN 8,602,327.35 (say: eight million six hundred two thousand three hundred twenty seven zloty and 35/100) for the financial year 2021 to covering losses from previous years.

Justification: pursuant to §19 para. 2 of the Company's Articles of Association and in connection with Art. 396 § 5 of the Code of Commercial Companies, the General Meeting passes a resolution on profit distribution or loss coverage.

Resolution 17

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on issuing an opinion on "Report on implementation of the Remuneration Policy of the Management Board and Supervisory Board of MOSTOSTAL WARSZAWA S.A. for 2021. "

The General Meeting of the Company MOSTOSTAL WARSZAWA S.A., acting pursuant to Article 90g(6) of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to an organised trading system and on public companies, Journal of Laws of 2019, item 623, as amended. ("Public Offering Act"), decides to give a positive opinion on the following adopted by the Supervisory Board of MOSTOSTAL WARSZAWA S.A. "Report on the implementation of the Remuneration Policy of the Management Board and Supervisory Board of MOSTOSTAL WARSZAWA S.A. for 2021. " (the "Report"). The Report is attached to this Resolution.

Justification: The General Meeting of MOSTOSTAL WARSZAWA S.A., pursuant to Article 90g(6) of the Public Offering Act, is required to adopt a resolution giving an opinion on the remuneration report. The resolution of the General Meeting is advisory in nature.

Resolution 18

of the General Meeting of Shareholders of MOSTOSTAL WARSZAWA S.A. of 23 May 2022 on the adoption by the General Meeting of MOSTOSTAL WARSZAWA of the principles contained in "Best Practices of Companies Listed on the WSE 2021".

The General Meeting of MOSTOSTAL WARSZAWA S.A., in connection with Resolution No. 13/1834/2021 of the Warsaw Stock Exchange Supervisory Board of 29 March 2021 concerning the adoption of "Code of Best Practice for WSE Listed Companies 2021" ("DPSN 2021") hereby resolves, within the scope of the powers vested in the General Meeting of MOSTOSTAL WARSZAWA S.A., to apply the principles contained in the document DPSN 2021 while observing the generally applicable provisions of law as well as the Articles of Association of MOSTOSTAL WARSZAWA S.A..

Justification: The General Meeting of MOSTOSTAL WARSZAWA S.A. pursuant to Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange S.A. of 29 March 2021 on the adoption of "Best Practices for WSE Listed Companies 2021" ("DPSN 2021") is obliged to apply the principles in the DPSN 2021 document.