

**ANNOUNCEMENT OF CONVOCAATION OF THE EXTRAORDINARY GENERAL  
MEETING "POLIMEX-MOSTOSTAL" S.A.  
ON 4<sup>th</sup> OCTOBER 2018**

The Management Board of "Polimex-Mostostal" S.A., with its registered office in Warsaw at Al. Jana Pawła II 12, 00-124 Warsaw, Poland, entered into the Register of Entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register under KRS number 0000022460 ("Polimex-Mostostal", "Company"), acting pursuant to art. 398, art. 399 § 1, art. 4021 and art. 4022 of the Code of Commercial Companies ("CCC") and § 23 section 4 of the Articles of Association of "Polimex-Mostostal" SA, convenes on October 4, 2018, at 10:00 am, in Warsaw at Jana Pawła II Avenue 12 Extraordinary General The Polimex-Mostostal Assembly ("General Meeting").

**I. The agenda of the General Meeting**

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Preparing the list of shareholders' presence.
4. Confirmation of the correctness of convening the General Meeting and its ability to adopt resolutions.
5. Adoption of the agenda.
6. Changes in the composition of the Supervisory Board of the "Polimex - Mostostal" S.A.
7. Closing the meeting

**II Information for shareholders**

a) The right of a shareholder to request placing particular matters on the agenda of the General Meeting

A shareholder or shareholders representing at least one-twentieth of the share capital of Polimex-Mostostal may request that specific matters be placed on the agenda of the General Meeting. A shareholder's or shareholders' request should be reported to the Polimex-Mostostal's Management Board no later than twenty-one days before the date of the General Meeting until September 13, 2018. The request should include justification or a draft resolution regarding the proposed agenda item. In addition, a shareholder or shareholders requesting that certain matters be put on the agenda must present a certificate of deposit issued by the appropriate entity or a personal certificate confirming

the right to participate in the General Meeting in order to identify them as shareholders of Polimex-Mostostal. The request may be submitted in writing or in an electronic form sent to: [nwza04102018@polimex.pl](mailto:nwza04102018@polimex.pl).

The Management Board shall immediately, but no later than eighteen days prior to the scheduled date of the General Meeting, announce changes to the agenda introduced at the request of a shareholder or shareholders, ie by September 16, 2018. The announcement of the new agenda will take place in a manner appropriate for convening the General Meeting .

b) Shareholder's right to submit draft resolutions regarding matters included in the agenda of the General Meeting or matters that are to be included in the agenda before the date of the General Meeting.

A shareholder or shareholders representing at least one-twentieth of the share capital may, before the set date of the General Meeting, notify Polimex-Mostostal in writing or in electronic form to: [nwza04102018@polimex.pl](mailto:nwza04102018@polimex.pl) draft resolutions regarding matters included in the agenda of the General Meeting or matters that have be included in the agenda. A shareholder or shareholders submitting draft resolutions must present a certificate of deposit issued by the appropriate entity, or a personal certificate confirming their right to participate in the General Meeting in order to identify them as shareholders of Polimex-Mostostal. Polimex-Mostostal will immediately announce draft resolutions on the Polimex-Mostostal website at [www.polimex-mostostal.pl](http://www.polimex-mostostal.pl).

a) The right of a shareholder to submit draft resolutions regarding matters added to the agenda during the General Meeting

Each shareholder may submit draft resolutions regarding matters included in the agenda during the General Meeting.

b) The manner of exercising the voting right by a proxy

A shareholder may participate in the General Meeting and exercise the right to vote in person or through a proxy. The power of attorney to participate in the General Meeting and exercise the voting right must be granted in writing or in electronic form. The power of attorney should be accompanied by a copy from the relevant current register as of the date of granting the power of attorney or other relevant corporate documents that confirm the shareholder's power to grant the power of attorney. It is allowed to submit copies of the power of attorney and corporate documents if they are certified as true copies by the notary public or other person authorized to confirm the copy for compliance with the original. If the above-mentioned documents have not been prepared in Polish, it is necessary to provide a sworn translation of such documents.

The proxy exercises all the shareholder's rights at the General Meeting, unless the power of attorney states otherwise. The proxy may grant further power of attorney if it results from the power of attorney. A proxy may represent more than one shareholder and vote differently from the shares of each shareholder. A shareholder who holds shares registered on more than one securities account may appoint separate proxies to exercise the rights attached to shares registered on each account.

A shareholder who is not a natural person may participate in the General Meeting and exercise the voting right through a person authorized to make declarations of will on its behalf or through a proxy.

A member of the Management Board of Polimex-Mostostal and an employee of Polimex-Mostostal may be shareholders' proxies at the General Meeting. If the proxy at the General Meeting is a member of the management board, a member of the supervisory board, liquidator, employee of Polimex-Mostostal or a member of bodies or employee of a company or cooperative subsidiary of Polimex-Mostostal, the power of attorney may authorize to represent only one General Meeting. The proxy is obliged to disclose to the shareholder circumstances indicating the existence or the possibility of a conflict of interests. Granting a further power of attorney is in this case excluded.

c) The method of notifying Polimex-Mostostal using electronic communication means on appointing a proxy

A shareholder may notify the Company of granting a power of attorney in an electronic form by e-mail by sending an e-mail to the following address: [nwza04102018@polimex.pl](mailto:nwza04102018@polimex.pl). The Company makes available on its website the model of the notification form of granting the power of attorney in an electronic form, which after supplementation by the shareholder in accordance with the instructions contained in the form, should be sent as an attachment to the e-mail address indicated above. Granting a power of attorney in electronic form does not require a qualified electronic signature.

The power of attorney granted in electronic form, originating from a shareholder who is a natural person should contain data enabling identification of the shareholder, including name, address, PESEL number of the shareholder, as well as data from the shareholder's identity document: number of the document, date of issue and indication of the issuing authority document.

The notification of granting the power of attorney may also be in writing and be sent to the address of the registered office of the Company, no later than on the day preceding the day on which the General Meeting was convened. The company notes that the deadline

for submitting a notification to the Company is met if the notification is delivered to the Company within this period.

An e-mail and a written notification of the power of attorney containing a power of attorney document signed by a shareholder in PDF or photocopy format should be attached with a photocopy or scan in PDF format, tiff or jpeg certificate issued by the entity maintaining the securities account on the right to participate in the General Meeting. If the notification does not meet the above requirements, the Company immediately informs the applicant indicating the missing information. Lack of notification or notification made in violation of the abovementioned requirements shall be taken into account in the assessment of the existence of a legitimate authorization of the proxy to represent the shareholder at the General Meeting. In particular, it may constitute grounds for not admitting or excluding a given person from participation in the General Meeting.

In the event of granting a proxy to a further proxy, an uninterrupted sequence of proxies together with documents indicating the authorization to act on behalf of previous proxies should be submitted.

Verification of the validity of the power of attorney granted in electronic form shall include in particular:

- (i) the time of sending the power of attorney to the Company's e-mail address,
- (ii) checking the correctness of data entered into the form and comparing them with the information included in the list of persons entitled to participate in the General Meeting,
- (iii) statement of compliance of the powers of persons granting power of attorney on behalf of legal persons with the condition appearing in relevant copies of the National Court Register.

If in doubt, Polimex-Mostostal may take further steps to verify the power of attorney issued.

The above-mentioned rules regarding the granting of proxy in electronic form shall apply accordingly to revocation of the power of attorney in electronic form.

The rules described above do not exempt the attorney from the obligation to present, when drawing up the list of attendance of persons entitled to participate in the General Meeting, the documents used for its identification.

a) The possibility and method of participating in the General Meeting by means of electronic communication

There is no possibility to participate in the General Meeting using electronic means of communication.

b) Manner of speaking during the General Meeting using electronic means of communication

There is no possibility of speaking during the General Meeting using electronic means of communication.

c) The manner of exercising the right to vote by correspondence or by means of electronic communication

There is no provision for exercising the right to vote by correspondence or using electronic means of communication.

d) Day of registration of participation in the General Meeting

The day of registration of participation at the General Meeting falls 16 days before the date of the General Meeting, ie on September 18, 2018 (the "Registration Day").

The Registration Day is unified for those entitled to bearer shares and registered shares.

e) The right to participate in the General Meeting

The right to participate in the General Meeting is, pursuant to art. 4061 CCC, only persons being shareholders of Polimex-Mostostal on the Registration Date, ie on September 18, 2018. Persons entitled under registered shares and pledgees and users who have the right to vote have the right to participate in the General Meeting if they are entered into the share register on the Registration Day.

Bearer shares in the form of a document give the right to participate in the General Meeting if the share documents are submitted to the company no later than on the Registration Date and will not be collected before the end of that day. Instead of shares, a certificate issued for the submission of shares to a notary public in a bank or an investment firm may be submitted.

Persons entitled to dematerialized bearer shares, in order to exercise their right of participation, should submit, not earlier than after the announcement of convening the General Meeting, i.e. not earlier than on September 7, 2018 and no later than on the first weekday after the Registration, i.e. no later than on September 19, 2018, to the entity maintaining the securities account, a request to issue a personal certificate confirming the right to participate in the General Meeting.

Certificates of the right to participate in the General Meeting will be the basis for the preparation of lists provided to the entity maintaining the securities deposit in accordance with the provisions on trading in financial instruments. It is recommended that shareholders download the abovementioned issued a certificate on the right to participate and take it with you on the day of the General Meeting.

The company determines the list of shareholders entitled to participate in the General Meeting based on the share book, bearer share certificates or certificates regarding this

type of shares and the list provided to it by the National Depository for Securities - KDPW. The list provided by KDPW, as referred to above, is prepared based on information provided by entities maintaining securities accounts of shareholders, based on issued registered certificates of the right to participate in the General Meeting

The list of shareholders entitled to participate in the General Meeting ("List of Shareholders"), prepared in accordance with Article 407 § 1 of the Commercial Companies Code, will be available for inspection at the registered office of the Company, in Warsaw at Jana Pawła II 12, 1st floor, room 18, for three weekdays before the General Meeting, ie on 1-3 October 2018, between 9.00-16.00

The shareholder of Polimex-Mostostal may view the List of Shareholders in the abovementioned place and time and request a copy of the List of Shareholders with the return of the costs of its preparation. The shareholder of Polimex-Mostostal may also request that the List of Shareholders be sent to him free of charge via e-mail, providing his own e-mail address to which the list should be sent. The request to send the list of shareholders should be submitted at the registered office of the Company or sent to the address [nwza04102018@polimex.pl](mailto:nwza04102018@polimex.pl).

According to art. 407 § 2 of the Commercial Companies Code, the Shareholder has the right to request copies of motions on issues included in the agenda within one week prior to the General Meeting.

k) Place and method of reading the documentation and resolutions presented to the General Meeting

According to art. 4023 § 1 of the Commercial Companies Code, the full text of the documentation to be presented to the General Meeting and draft resolutions shall be published on the Polimex-Mostostal's website at [www.polimex-mostostal.pl](http://www.polimex-mostostal.pl) from the date of convening the General Meeting. Comments of the Management Board of Polimex-Mostostal or the Supervisory Board of Polimex-Mostostal concerning matters added to the agenda of the General Meeting or matters that are to be included in the agenda prior to the date of the General Meeting will be available on the Polimex-Mostostal website immediately after their preparation.

l) Address of the website containing information regarding the General Meeting

All information regarding the General Meeting is available on the Polimex-Mostostal website at [www.polimex-mostostal.pl](http://www.polimex-mostostal.pl).

m) Additional information

Pursuant to Resolution No. 406/2017 of the Company's Management Board of October 18, 2017 on non-compliance with certain corporate governance rules, the provisions of which were published in the form of a current report regarding the scope of application of Best Practices No. 2/2017 of October 18, 2017, no registration is the course of the

General Meeting in the form of a video or the transmission of the General Meeting in real time. The Company will make reasonable efforts to enable recording of audio recordings during the General Meeting and the publication of audio recordings on the Company's website, if such a request is made by the shareholders of the Company, with the reservation that recording will be possible only if all shareholders agree to the recording.