

**Justification to the draft resolutions for the Extraordinary General Meeting of Shareholders
of Polimex Mostostal S.A.**

Re: items 2, 5 and 7 – draft resolutions on the selection of the Chairman for the General Meeting, approval of the agenda and the coverage of costs of the General Meeting

The above-mentioned resolutions are technical in nature.

Re: item 6 – draft resolutions on the changes in the composition of the Supervisory Board of Polimex Mostostal S.A.

The General Meeting was convened based on article 400(1) of the Commercial Companies Code, as well as paragraph 22(5) of the Statute of Polimex Mostostal S.A. (the “Company”), with reference to the request from Energa S.A. with the registered office in Gdańsk (“Energa”). Energa has required of the Company to add an item to the agenda of the General Meeting regarding the change in the composition of the Supervisory Board of Polimex Mostostal S.A. The draft resolutions allow the General Meeting to make any changes in the composition of this body.