

**A form for exercising voting rights through an attorney
at the Extraordinary General Meeting
of Polimex Mostostal S.A. with the registered office in Warsaw
to be held on 3 March 2020**

Shareholder information:

Name and surname/Name of the entity:.....

Series and number of the identity card/Number of the relevant register:

PESEL (national identification number)/NIP (tax identification number):

.....

Place of residence/Registered office:.....

I, the undersigned/We, the undersigned

.....

(name and surname/name of shareholder's company)

(the "**Shareholder**"), being eligible to attend the Extraordinary General Meeting of Polimex Mostostal S.A. and to exercise the voting rights under(**number**) of **ordinary bearer shares** of Polimex Mostostal S.A. with the registered office in Warsaw (the "Company"), I hereby authorize/we hereby authorize:

Mr/Mrs, holder of an identity card/passport series number, PESEL, with the place of residence under the following address:

or

.....

(*name of the entity*)

with the registered office in under the following address:

.....,

NIP (tax identification number), REGON (statistical identification number)

..... **to represent** the Shareholder at the Extraordinary General Meeting to be held on 3 March 2020 at 10:00 AM in Warsaw on Jana Pawła II 12, (the "**Extraordinary General Meeting**") and in particular to participate in the Meeting, to submit the motions for the Meeting, to sign the attendance list and to vote on behalf of the Shareholder under the(number) of ordinary shares of the Company held, in compliance with the instruction on how to vote provided below/at the discretion of the attorney*.

.....

(place, date and signature of the Shareholder)

**A form for exercising voting rights through an attorney
at the Extraordinary General Meeting of Polimex Mostostal S.A.
with the registered office in Warsaw to be held on 3 March 2020**

(re: item 2 of the meeting agenda)

**RESOLUTION NO. __
FOR THE EXTRAORDINARY GENERAL MEETING
of Polimex Mostostal S.A.
3 March 2020**

with regards to: **selection of the Chairman of the General Meeting.**

§1

The Extraordinary General Meeting of Polimex Mostostal S.A., acting based on article 400(1) of the Commercial Companies Code, hereby selects by secret ballot Mr/Mrs for the Chairman of the Extraordinary General Meeting held on 3 March 2020.

§2

The resolution enters into force on the day of its adoption.

Instruction

Voting:

- In favour (number of votes)
 Against (number of votes)
 Abstentions (number of votes)

Content of the objection *

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Instruction on how to vote through an attorney on the resolution in question

Content of the instruction *

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* – delete as appropriate

.....
(place, date and signature of the Shareholder)

**A form for exercising voting rights through an attorney
at the Extraordinary General Meeting of Polimex Mostostal S.A.
with the registered office in Warsaw to be held on 3 March 2020**

(re: item 5 of the meeting agenda)

**RESOLUTION NO. __
FOR THE EXTRAORDINARY GENERAL MEETING
of Polimex Mostostal S.A.
3 March 2020**

with regards to: **approval of the agenda.**

§1

The Extraordinary General Meeting of Polimex Mostostal S.A. hereby approves the agenda of the Meeting in the wording as published on the Company's website, as well as in the form of the current report No. 8/2019 published on 5 February 2020.

§2

The resolution enters into force on the day of its adoption.

Instruction

Voting:

- | | | |
|--------------------------|-------------|-------------------------|
| <input type="checkbox"/> | In favour | (number of votes) |
| <input type="checkbox"/> | Against | (number of votes) |
| <input type="checkbox"/> | Abstentions | (number of votes) |

Content of the objection *

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Instruction on how to vote through an attorney on the resolution in question

Content of the instruction *

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.....

* – delete as appropriate

.....
(place, date and signature of the Shareholder)

**A form for exercising voting rights through an attorney
at the Extraordinary General Meeting of Polimex Mostostal S.A.
with the registered office in Warsaw to be held on 3 March 2020**

(re: item 6 of the meeting agenda)

**RESOLUTION NO. ____
FOR THE EXTRAORDINARY GENERAL MEETING
of Polimex Mostostal S.A.
3 March 2020**

with regards to: **determining the number of members of the Supervisory Board of the Company.**

The Extraordinary General Meeting of Polimex Mostostal S.A., acting based on article 385(1) of the Commercial Companies Code and paragraph 26(1,2) of the Company Statute, hereby decides as follows:

§ 1.

The Supervisory Board of Polimex Mostostal S.A. selected for the 13th term will consist of
(in words:) Supervisory Board Members.

§2

The resolution enters into force on the day of its adoption.

Instruction

Voting:

- | | | |
|--------------------------|-------------|-------------------------|
| <input type="checkbox"/> | In favour | (number of votes) |
| <input type="checkbox"/> | Against | (number of votes) |
| <input type="checkbox"/> | Abstentions | (number of votes) |

Content of the objection *

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Instruction on how to vote through an attorney on the resolution in question

Content of the instruction *

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* – delete as appropriate

.....
(place, date and signature of the Shareholder)

**A form for exercising voting rights through an attorney
at the Extraordinary General Meeting of Polimex Mostostal S.A.
with the registered office in Warsaw to be held on 3 March 2020**

(re: item 6 of the meeting agenda)

**RESOLUTION NO. ____
FOR THE EXTRAORDINARY GENERAL MEETING
of Polimex Mostostal S.A.
3 March 2020**

with regards to: **revoking the appointment to the Supervisory Board of the Company.**

The Extraordinary General Meeting of Polimex Mostostal S.A., acting based on article 385(1) of the Commercial Companies Code and paragraph 25(1, point d.) of the Company Statute, hereby decides as follows:

§ 1.

The appointment of Mr/Mrs to the Supervisory Board of Polimex Mostostal S.A. is effectively revoked.

§2

The resolution enters into force on the day of its adoption.

Instruction

Voting:

- In favour (number of votes)
 Against (number of votes)
 Abstentions (number of votes)

Content of the objection *

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Instruction on how to vote through an attorney on the resolution in question

Content of the instruction *

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* – delete as appropriate

.....
(place, date and signature of the Shareholder)

**A form for exercising voting rights through an attorney
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with the registered office in Warsaw to be held on 3 March 2020**

(re: item 6 of the meeting agenda)

**RESOLUTION NO. ____
FOR THE EXTRAORDINARY GENERAL MEETING
of Polimex Mostostal S.A.
3 March 2020**

with regards to: **appointment to the Supervisory Board of the Company**

The Extraordinary General Meeting of Polimex Mostostal S.A., acting based on article 385(1) of the Commercial Companies Code and paragraph 25(1, point d.) of the Company Statute, hereby decides as follows:

§ 1.

We appoint Mr/Mrs to the Supervisory Board of Polimex Mostostal S.A. for the 13th term of the Board for the years 2019-2022.

§2

The resolution enters into force on the day of its adoption.

Instruction

Voting:

- In favour (number of votes)
 Against (number of votes)
 Abstentions (number of votes)

Content of the objection *

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Instruction on how to vote through an attorney on the resolution in question

Content of the instruction *

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* – delete as appropriate

.....
(place, date and signature of the Shareholder)

**A form for exercising voting rights through an attorney
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with the registered office in Warsaw to be held on 3 March 2020**

(re: item 7 of the meeting agenda)

**RESOLUTION NO. ____
FOR THE EXTRAORDINARY GENERAL MEETING
of Polimex Mostostal S.A.
3 March 2020**

with regards to: **coverage of costs of the convocation of the General Meeting.**

§ 1.

The Extraordinary General Meeting of Polimex Mostostal S.A., acting based on article 400(4) of the Commercial Companies Code, hereby decides that the costs of the convocation of this General Meeting will be covered by the Company.

§2

The resolution enters into force on the day of its adoption.

Instruction

Voting:

- | | | |
|--------------------------|-------------|-------------------------|
| <input type="checkbox"/> | In favour | (number of votes) |
| <input type="checkbox"/> | Against | (number of votes) |
| <input type="checkbox"/> | Abstentions | (number of votes) |

Content of the objection *

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Instruction on how to vote through an attorney on the resolution in question

Content of the instruction *

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* – delete as appropriate

.....
(place, date and signature of the Shareholder)

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SUPPLEMENTARY INFORMATION REGARDING THE FORMS

Identification of the Shareholder

For the purpose of identification of the Shareholder granting the power of attorney, the following documents should accompany this power of attorney:

1. In case of a shareholder who is a natural person, a copy of an identity card, passport or other official document confirming the identity of the shareholder. Additionally, a shareholder who is a natural person should submit a statement of consent to the processing of personal data by the Company in order to identify the shareholder for the purpose of verifying the validity of the power of attorney granted in an electronic form.
2. In case of a shareholder other than a natural person, a copy of an excerpt from the relevant register or other document confirming the authorization of the attorney to represent the shareholder at the General Meeting.

In case of doubt regarding the authenticity of the above-mentioned documents, the Management Board of the Company reserves the right to request of the attorney to present the following documents when drafting the attendance list:

1. In case of a shareholder who is a natural person, a copy of an identity card, passport or other official document confirming the identity of the shareholder, certified to be in conformity with the originals by a notary or other authorized person.
2. In case of a shareholder other than a natural person, an original or a copy of an excerpt from the relevant register or other document confirming the authorization of the attorney to represent the shareholder at the General Meeting, certified to be in conformity with the originals by a notary or other authorized person.

Identification of the Attorney

For the purpose of identification of the Attorney, the Management Board reserves the right to request of the attorney to present the following documents when drafting the attendance list:

1. In case of an attorney who is a natural person, a copy of an identity card, passport or other official document confirming the identity of the attorney.
2. In case of an attorney other than a natural person, an original or a copy of an excerpt from the relevant register or other document confirming the authorization of the natural person (or natural persons) to represent the shareholder at the General Meeting, certified to be in conformity with the originals by a notary or other authorized person.

Other notes

The Management Board of Polimex Mostostal S.A. would like to note that in case discrepancies between the shareholder information indicated in the power of attorney and the information in the list of shareholders prepared based on the register received from the entity maintaining the securities depository (KDPW S.A. – the Polish national depository for securities) and provided to the company in accordance with article 406³ of the Commercial Companies Code, a shareholder and an attorney may not be allowed to attend the Extraordinary General Meeting.

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The use of these forms by the shareholder and by the attorney is not obligatory. The decision on whether or not to use these forms lies with the shareholder and the attorney. The presented forms do not constitute the only binding documents and their use by the shareholder is optional.

There is a possibility to submit the power of attorney via email to the following address: zwz03032020@polimex.pl, however, any risk involved in the use of electronic communication lies with the shareholder.