

Announcement about  
convening the Extraordinary General Meeting of Shareholders as at 29 August 2019

1) Date, time and place of the Extraordinary General Meeting and detailed agenda (art. 402<sup>2</sup> item 1) of the Code of Commercial Companies)

The Management Board of Mostostal Warszawa Spółka Akcyjna with its registered office in Warsaw (hereinafter "The Company") at ul. Konstruktorska 12a, 02-673 Warsaw, entered into the register of entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, 13th Commercial Division under 000008820 number, NIP 526-020-49-95, share capital in the amount of PLN 20,000,000 (in words: twenty million zlotys) (hereinafter referred to as: "The Company") on the basis of art. 399 § 1 of the Code of Commercial Companies and art. 402<sup>1</sup> and 402<sup>2</sup> of the Code of Commercial Companies and §14 section 3 of the Articles of Association convenes the Ordinary General Meeting for **29 August 2019** at 12:00 p.m. at the address of the registered office of the Company: ul. Konstruktorska 12a, 02-673 Warsaw, with the following agenda:

1. Opening of the meeting and election of the Chairman of the Extraordinary General Meeting.
2. Establishing the validity of the Extraordinary General Meeting and its authority to adopt resolutions.
3. Adoption of resolution on the sale by Company of the right to perpetual usufruct of the property, with an area of 40,000 m<sup>2</sup>, located in Warsaw at ul. Krakowiaków 91/101, plot no. 14/1 and 14/2.
4. Adoption of resolution on changes in the Company's Articles of Association.
5. Adoption of a resolution authorizing of the Company's Supervisory Board to adopt the consolidated text of the Articles of Association of the Company.
6. Closing of the Meeting

2) A description of procedures relating to the participation in the General Meeting and exercising the voting right (art. 402<sup>2</sup> item 2) of the Code of Commercial Companies)

- a) The Shareholder or Shareholders representing at least 1/20 (one twentieth) of the share capital may demand putting certain matters on the agenda of the General Meeting. Such demand should be notified to the Management Board of the Company no later than 21 (twenty one) days prior to the scheduled date of the General Meeting i.e. on 8 August 2019 at the latest. The demand should contain the justification or draft resolution relating to the proposed item of the agenda. The demand may also be submitted in the electronic form and should be provided to the following email address of the Company: [WZA@mostostal.waw.pl](mailto:WZA@mostostal.waw.pl). The Management Board of the Company shall immediately, however no later than 18 (eighteen) days prior to the scheduled



date of the General Meeting announce the changes in the agenda, introduced at the request of the Shareholders i.e. on 11 August 2019 at the latest. The announcement shall be made in the manner relevant for convening the General Meeting.

The Shareholder or Shareholders, referred to above should prove holding of the relevant number of shares as at the date of submitting a demand, attaching to the demand a deposit certificate or a named certificate confirming the right to participate in the General Meeting issued by the entity holding the securities account in accordance with the regulations on trading in financial instruments, and in the case of shareholders being legal persons or partnerships, confirm also the authorization to act on behalf of this entity attaching a current extract from the National Court Register or in the case of shareholders being natural persons – a copy of the document confirming identity of the shareholder. In case of the shareholders notifying the demand with the use of electronic communication media, the documents should be sent in the PDF format.

- b) The Shareholder or Shareholders representing at least 1/20 (one twentieth) of the share capital may prior to the date of the General Meeting notify to the Company in writing or with the use of electronic communication media the draft resolutions with a justification relating to the matters put on the agenda of the General Meeting or matters which are to be introduced to the agenda. Draft resolutions should also be provided to the following email address of the Company: [WZA@mostostal.waw.pl](mailto:WZA@mostostal.waw.pl). The Company shall immediately publish draft resolutions on its website.

The Shareholder or Shareholders, referred to above should prove holding of the relevant number of shares as at the date of submitting a demand, attaching to the demand a deposit certificate or a named certificate confirming the right to participate in the General Meeting issued by the entity holding the securities account in accordance with the regulations on trading in financial instruments, and in the case of shareholders being legal persons and partnerships, confirm also the authorization to act on behalf of this entity, attaching a current extract from the National Court Register or in the case of shareholders being natural persons – a copy of the document confirming identity of the shareholder. In the case of the shareholders notifying the draft resolutions with the use of electronic communication media, the documents should be sent in the PDF format.

- c) Each of the Shareholder may during the General Meeting notify the draft resolutions relating to the matters put on the agenda.
- d) 1. The Shareholder may vote differently for each of the shares held.  
2. The Shareholder may participate in the General Meeting and exercise the voting right in person or by proxy. The right to appoint a proxy at the General Meeting and a number of proxies may not be limited. The form enabling to exercise the voting right by proxy including the details

specified in art. 402<sup>3</sup> of the Code of Commercial Companies has been published on the website:

**[www.mostostal.waw.pl](http://www.mostostal.waw.pl)**

3. The Proxy performs all rights of the shareholder at the General Meeting, unless the document of proxy provides otherwise.

4. The Proxy may grant further proxies, if this is stated in the document of proxy.

5. The Proxy may represent more than one Shareholder and vote differently for the shares of each Shareholder.

6. The Shareholder holding shares recorded on more than one securities account may appoint separate proxies to exercise the rights attached to the shares recorded on each of these accounts.

7. The proxy to participate in the General Meeting and exercise the voting right shall be granted in writing or in the electronic form. Granting of the proxy in the electronic form does not require using a safe electronic signature verified by a valid qualified certificate.

8. The Shareholder notifies the Company one day prior to the scheduled date of the General Meeting at the latest of granting the proxy in the electronic form by sending to the following email address of the Company: [WZA@mostostal.waw.pl](mailto:WZA@mostostal.waw.pl) the proxy in the PDF format prepared on the proxy form made available by the Company and legibly signed by the Shareholder, or person(s) authorized to represent the Shareholder. In the case of Shareholders on whom the legal provisions confer the legal personality, the current extract from the relevant register in the PDF format should be sent with the proxy. The above manner of notification enables, although in a limited way, identification of the Shareholder and their proxy and the verification of the validity of the proxy.

The Shareholder bears risk associated with granting the proxy and notifying the Company of granting it in the electronic form in the manner different than indicated in item 8.

9. The above procedure shall be applied accordingly to revoke the proxy.

10. The Shareholder or proxy of the Shareholder should hold a document with a photograph confirming their identity and present such document at each request of the Company or the Chairman of the General Meeting.

11. If the member of the Management Board, member of the Supervisory Board, employee of the Company or a member of bodies or employee of a subsidiary of the Company is the proxy at the General Meeting, the proxy may authorize them to representation at only one General Meeting. The Proxy is obliged to disclose to the Shareholder the circumstances indicating the existence of or the possibility of arising a conflict of interest. Granting of further proxy shall be excluded. The Proxy, referred to above, shall vote in accordance with the instructions given by the Shareholder.

12. The Shareholder may neither in person nor by proxy vote on the adoption of resolutions relating to their responsibility towards the Company on any grounds, including granting a vote

of acceptance, release of the obligation towards the Company and a dispute between them and the Company.

- e) The Articles of Association does not provide for the participation in the General Meeting with the use of electronic communication means.
- f) The Articles of Association does not provide for speaking at the General Meeting with the use of electronic communication means.
- g) The Regulations of the General Meeting of the Company do not provide for exercising the voting right by correspondence or with the use of electronic communication means.

**3) Record Date (art. 402<sup>2</sup> item 3) of the Code of Commercial Companies)**

The Record Date in accordance with art.406<sup>1</sup> of the Code of Commercial Companies is 13 August 2019.

**4) Information on the right to participate in the General Meeting (art. 402<sup>2</sup> item 4 of the Code of Commercial Companies)**

Only persons being the shareholders of the Company 16 (sixteen) days prior to the date of the General Meeting (the record date of participation in the General Meeting) have the right to participate in the General Meeting, i.e. on their securities account the shares of the Company will be recorded as at 13 August 2019.

No later than after making this announcement about convening of the General Meeting (i.e. no earlier than 2 August 2019) and no later than until 14 August 2019 (the first working day after the Record Date) shareholders will submit to the entity holding a securities account the request to issue a named certificate of the right to participate in the General Meeting.

**5) Access to the documentation and draft resolutions (art. 402<sup>2</sup> item 5) of the Code of Commercial Companies)**

The full text of the documentation which is to be submitted to the General Meeting and the draft resolutions are available in the document form at the address of the registered office of the Company at ul. Konstruktorska 12a, 02-673 Warsaw, at the Office of the Management Board (6th floor), from 2 August 2019 to 29 August 2019, from 10.00 a.m. to 4 p.m. Monday till Thursday and from 8:00 a.m. to 1:30 p.m. on Fridays and in the electronic form in the PDF format on the website of the Company: [www.mostostal.waw.pl](http://www.mostostal.waw.pl).

**6) Website of the Company (art. 402<sup>2</sup> item 6 of the Code of Commercial Companies)**

Information relating to the General Meeting is made available at the following address of the website of the Company: [www.mostostal.waw.pl](http://www.mostostal.waw.pl).

**7) Certificate of attendance. List. List of Shareholders entitled to participate in the General Meeting (art. 406<sup>3</sup> and art. 407 of the Code of Commercial Companies)**

1. At the request of the Shareholder entitled to dematerialized bearer shares, notified no earlier than after making the announcement on convening the General Meeting and no later than on the first working day after the Record Date, i.e. between 2 August 2019 and 14 August 2019, the entity holding a securities account shall issue a named certificate of the right to participate in the General Meeting. The content of the certificate is specified in art. 406<sup>3</sup> §3 of the Code of Commercial Companies.

2. At the request of the Shareholder entitled by virtue of the dematerialized bearer shares, a part or all shares recorded on their securities account should be indicated in the certificate.

3. The list of Shareholders entitled by virtue of the bearer shares to participate in the General Meeting is determined by the Company on the basis of the list prepared by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych Spółka Akcyjna w Warszawie), on the basis of named certificates of the right to participate in the General Meeting issued by the entities holding securities accounts.

4. The List of Shareholders entitled to participate in the General Meeting will be displayed at the address of the registered office of the Company: ul. Konstruktorska 12a, 02-673 Warsaw, at the Office of the Management Board (6th floor) from 26 August 2019, i.e. 3 working days prior to the date of the General Meeting until 28 August 2019. The Shareholder may request sending them the list of shareholders free of charge by electronic mail, providing address to which the list should be sent.

5. The persons entitled to participate in the General Meeting may obtain the full text of documentation which is to be presented at the General Meeting and draft resolutions in the registered office of the Company at the address: ul. Konstruktorska 12A, 02-673 Warsaw, 6th floor. This documentation in the PDF format will be also available on the website of the Company at the address [www.mostostal.waw.pl](http://www.mostostal.waw.pl).

The General Meeting will be broadcast in the real time on the website of the Company: [www.mostostal.waw.pl](http://www.mostostal.waw.pl).

**8) Proposed changes to the Articles of Association:**

**§ 19 wording thus far:**

Except for other matters listed in the Code of Commercial Companies and Partnerships, the powers of the General Meeting include, in particular:

- 1) Considering and approving the report on the operations of the Company and the financial statements for the previous financial year;

- 2) Adopting a resolution on the distribution of profits or the offsetting of losses;
- 3) Considering and approving the report on the activities of the Supervisory Board,
- 4) Granting vote of acceptance to the members of the Company's Supervisory Board and Management Board, confirming the discharge of their duties,
- 5) Considering and approving the report on the operations and the financial statements of the Company's group;
- 6) Determining the record date and dividend payment date,
- 7) Transferring and leasing the enterprise or an organized part thereof and establishing a limited right in rem thereon;
- 8) Making amendments to the Company's Articles of Association,
- 9) Increasing or reducing the Company's share capital,
- 10) Issuing bonds, convertible bonds or bonds with pre-emptive right to take up shares,
- 11) Adopting resolutions on the redemption of the shares in the Company,
- 12) Specifying conditions for the acquisition, redemption and sale of own shares in the Company,
- 13) Adopting resolutions on the merger, division or liquidation of the Company,
- 14) Creating and dissolving special funds,
- 15) Appointing and dismissing members of the Supervisory Board,
- 16) Determining the rules of remuneration for the members of the Supervisory Board,
- 17) Taking decisions concerning claims for redress of damage caused in the course of management or supervision,
- 18) Other matters brought to the agenda, falling within the competence of the General Meeting.

**Adjusted § 19 shall have the following wording:**

The competences of the General Meeting, in addition to the matters listed in the law and the provisions contained within the other paragraphs of the Articles of Association, include in particular:

- 1) Considering and approving the report on the operations of the Company and the financial statements for the previous financial year;
- 2) Adopting a resolution on the distribution of profits or the offsetting of losses;
- 3) Considering and approving the report on the activities of the Supervisory Board,
- 4) Granting vote of acceptance to the members of the Company's Supervisory Board and Management Board, confirming the discharge of their duties,

- 5) Considering and approving the report on the operations and the financial statements of the Company's group;
- 6) Determining the record date and dividend payment date,
- 7) Transferring and leasing the enterprise or an organized part thereof and establishing a limited right in rem thereon;
- 8) Making amendments to the Company's Articles of Association,
- 9) Increasing or reducing the Company's share capital,
- 10) Issuing bonds, convertible bonds or bonds with pre-emptive right to take up shares,
- 11) Adopting resolutions on the redemption of the shares in the Company,
- 12) Specifying conditions for the acquisition, redemption and sale of own shares in the Company,
- 13) Adopting resolutions on the merger, division or liquidation of the Company,
- 14) Creating and dissolving special funds,
- 15) Appointing and dismissing members of the Supervisory Board,
- 16) Determining the rules of remuneration for the members of the Supervisory Board,
- 17) Taking decisions concerning claims for redress of damage caused in the course of management or supervision,
- 18) Other matters brought to the agenda, falling within the competence of the General Meeting.

**Justification:** adjustments to the Articles of Association are to reflect more precisely the Commercial Companies Code.

The Management Board of Mostostal Warsaw SA in Warsaw.

Warsaw, 2 August 2019