

**DRAFTS OF RESOLUTIONS FOR ORDINARY GENERAL MEETING OF
SHAREHOLDERS OF THE COMPANY DEKPOL S.A. CONVENED
AS AT 29 JUNE 2017**

Draft resolution ad 2 of the proposed agenda:

**Resolution No. 1
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on election of the Chairman of General Meeting of Shareholders**

General Meeting of Shareholders of Dekpol S.A. decides to elect the Chairman of General Meeting of Shareholders in person of Mr. / Ms.

Draft resolution ad 4 of the proposed agenda:

**Resolution No. 2
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on election of Returning Committee**

General Meeting of Shareholders of Dekpol S.A. decides to elect the Returning Committee in the following composition:

- 1)
- 2)
- 3)

Draft resolution ad 5 of the proposed agenda:

**Resolution No. 3
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on adoption of agenda**

General Meeting of Shareholders of Dekpol S.A. decides to adopt the following agenda:

1. Opening of session of Ordinary General Meeting of Shareholders.
2. Election of the Chairman of Ordinary General Meeting of Shareholders.
3. Declaration regarding validation of convention of Ordinary General Meeting of Shareholders and its ability for adoption of resolutions.
4. Election of the Returning Committee of Ordinary General Meeting of Shareholders.
5. Adoption of agenda.
6. Presentation of Report of Management Board of Dekpol S.A. on business activities of the Company for the financial year 2016 along with opinion of independent senior auditor and report from audit.
7. Presentation of Report Management Board of Dekpol S.A. on business activities of Dekpol Capital Group and consolidated financial statement for the financial year 2016 along with opinion of independent senior auditor and report from audit.
8. Presentation of the following documents of Supervisory Board of Dekpol S.A.:

- i. Report of Supervisory Board from activities in 2016, including also evaluation of rationality of conducted policy by the Company, referred to in recommendation I.R.2 of Best Practice for GPW Listed Companies 2016;
 - ii. Report of Supervisory Board from evaluation results concerning Separate Financial Statement, Report of Management Board on business activities of the Company, as well as Proposal of Management Board regarding division of the profit for the financial year 2016, from evaluation of Consolidated Financial Statement and Report of Management Board on business activities of the Capital Group for the financial year 2016, including also evaluation of position of Dekpol S.A.;
 - iii. evaluation of methods of fulfillment by the Company of informational duties concerning application of corporate governance principles, set in the GPW Rules and provisions concerning current and periodical information issued by Issuers of securities, in the sound as in the attachment to this protocol.
9. Consideration and adoption of resolution concerning acceptance of Report of Supervisory Board of Dekpol S.A. from activities of Supervisory Board of Dekpol S.A. for the financial year 2016.
 10. Consideration and adoption of resolution concerning acceptance of Report of Management Board on business activities of the Company for the financial year 2016.
 11. Consideration and adoption of resolution concerning acceptance of the Separate Financial Statement of the Company for the financial year 2016.
 12. Consideration and adoption of resolution concerning acceptance of the Report of Management Board of Dekpol S.A. on business activities of Dekpol Capital Group for the financial year 2016.
 13. Consideration and adoption of resolution concerning acceptance of the Consolidated Financial Statement of Dekpol Capital Group for the financial year 2016.
 14. Adoption of resolution concerning allocation of the profit for financial year 2016 and set of dividend day and dividend payment day.
 15. Adoption of resolution on granting discharge of duties performed by members of Management Board for financial year 2016.
 16. Adoption of resolution on granting discharge of duties performed by members of Supervisory Board for financial year 2016.
 17. Amendments in the content of Regulations of Supervisory Board of Dekpol S.A.
 18. Open proposals.
 19. Closing of Ordinary General Meeting of Shareholders.

Draft resolution ad 9 of the proposed agenda:

Resolution No. 4
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
concerning acceptance of Report of Supervisory Board of Dekpol S.A. from activities of
Supervisory Board of Dekpol S.A. for the financial year 2016

General Meeting of Shareholders of Dekpol S.A., pursuant to § 22 paragraph. 2 of the Articles of Association of the Company, after acquaintance and consideration of Report of Supervisory Board on its activities in 2016, decides to adopt the Report of the Supervisory Board Dekpol S.A. on its activities for the year 2016.

Draft resolution ad 10 of the proposed agenda:

Resolution No. 5
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
concerning acceptance of Report of Management Board on business activities of the
Company for the financial year 2016

General Meeting of Shareholders of Dekpol S.A. on the basis of art. 393. 1 and 395 § 2 point 1 of the Commercial Companies Code, after acquaintance with the opinion of Supervisory Board and consideration of Report of Management Board on business activities of the Company for financial year 2016, decides to approve the Report of Management Board on business activities of the Company for financial year 2016.

Draft resolution ad 11 of the proposed agenda:

Resolution No. 6
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
concerning acceptance of the Separate Financial Statement of the Company
for financial year 2016

General Meeting of Shareholders of Dekpol S.A. on the basis of art. 393. 1 and 395 § 2 point 1 of the Commercial Companies Code, after acquaintance with the opinion of Supervisory Board and consideration of Financial Statement of the Company for financial year 2016, decides to accept the Separate Financial Statement of the Company for financial year 2016 which includes:

1. separate financial statement on financial position prepared as at 31 December 2016, which on the assets and liabilities side demonstrates the sum of 523 483 thousands of PLN,
2. separate statement of comprehensive income for the period from the 1st January 2016 until 31 December 2016, demonstrating the net profit in the amount of 8 904 thousands of PLN and the comprehensive income in the amount of 8 904 thousands of PLN,
3. separate statement on changes in equity for the period from the 1st January 2016 until 31 December 2016, demonstrating an increase on equity in the amount of 8908 thousands of PLN,
4. separate cash flow statement for the period from the 1st January 2016 until 31 December 2016, demonstrating an increase of reserves in cash in the amount of 26 411 thousands of PLN,
5. additional information on adopted accounting principles (policy) and other explanatory information.

Draft resolution ad 12 of the proposed agenda:

Resolution No. 7
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
concerning acceptance of the Report of Management Board of Dekpol S.A. on business
activities of Dekpol Capital Group for financial year 2016

General Meeting of Shareholders of Dekpol S.A. on the basis of art. 393. 1 and 395 § 2 point 1 of the Commercial Companies Code, after acquaintance with the opinion of the Supervisory Board and consideration of Report of Management Board on business activities of Dekpol Capital Group for financial year 2016, decides to approve the Report of Management Board on business activities of Dekpol Capital Group for financial year 2016.

Draft resolution ad 13 of the proposed agenda:

Resolution No. 8
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
concerning acceptance of the Consolidated Financial Statement of Dekpol Capital
Group for the financial year 2016.

General Meeting of Shareholders of Dekpol S.A. on the basis of art. 393. 1 and 395 § 2 point 1 of the Commercial Companies Code, after acquaintance with opinion of Supervisory Board and consideration of financial statement of Dekpol Capital Group for financial year 2016, decides to approve consolidated financial statement of Dekpol Capital Group for financial year 2016, which includes:

1. consolidated statement of financial position prepared as at 31 December 2016, which on the assets and liabilities side demonstrates the sum of 466 795 thousands of PLN,
2. consolidated statement of comprehensive income for the period from the 1st January 2016 until 31 December 2016, demonstrating the net profit in the amount of 22 905 thousands of PLN and the comprehensive income in the amount of 22 905 thousands of PLN,
3. consolidated statement of changes in equity for the period from the 1st January 2016 until 31 December 2016, demonstrating an increase on equity in the amount of 22 901 thousands of PLN,
4. consolidated cash flow statement for the period from the 1st January 2016 until 31 December 2016, demonstrating an increase of reserves in cash in the amount of 26 342 thousands of PLN,
5. additional information on adopted accounting principles (policy) and other explanatory information.

Draft resolution ad 14 of the proposed agenda:

Resolution No. 9
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
concerning allocation of the profit for financial year 2016 and set of dividend day and
dividend payment day

1. General Meeting of Shareholders of Dekpol S.A., on the basis of art. 395 § 2 point 2 of the Commercial Companies Code, after consideration of Report of Management Board on business activities of the Company for financial year 2016, financial statement of the Company for financial year 2016 and the independent auditor's opinion, as well as the Report of Supervisory Board, in particular the evaluation of proposal of Management Board regarding division of profit, decides the profit in net amount of PLN 8 903 692,47

(eight million nine hundred three thousands, six hundred ninety two zlotys and forty seven groszy) to allocate:

- a. in part, i.e. regarding amount of PLN 4 432 150,97 for dividend payment, i.e. PLN 0,53/one share,
 - b. in remaining part, i.e. regarding amount of PLN 4 471 541,50 for reserve capital of the Company.
2. General Meeting of Shareholders of Dekpol S.A. sets the Dividend Day as of 14 September 2017.
 3. General Meeting of Shareholders of Dekpol S.A. sets the Dividend Payment Day as of 22 September 2017.

Draft resolution ad 15 of the proposed agenda:

Resolution No. 10
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on granting discharge of duties performed by President of Management Board
Mr. Mariusz Tuchlin

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for President of the Management Board Mr. Mariusz Tuchlin discharge of duties as a Member of Management Board of Dekpol S.A. in 2016.

Resolution No. 11
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on granting discharge of duties performed by Vice-President of Management Board
Mr. Krzysztof Łukowski

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for Vice-President of Management Board Mr. Krzysztof Łukowski discharge of duties as a Member of Management Board of Dekpol S.A. in 2016.

Resolution No. 12
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on granting discharge of duties performed by Member of Management Board
Mr. Rafał Glaza

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for Member of Management Board Mr. Rafał Glaza discharge of duties as a Member of Management Board of Dekpol S.A. in 2016.

Resolution No. 13
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017

**on granting discharge of duties performed by Member of Management Board
Mr. Adam Olżyński**

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for Member of Management Board Mr. Adam Olżyński discharge of duties as a Member of Management Board of Dekpol S.A. in 2016.

**Resolution No. 14
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on granting discharge of duties performed by Member of Management Board
Mr. Andrzej Kuchtyk**

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for Member of Management Board Mr. Andrzej Kuchtyk discharge of duties as a Member of Management Board of Dekpol S.A. in 2016.

**Resolution No. 15
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on granting discharge of duties performed by Member of Management Board
Mr. Rafał Dietrich**

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for Member of Management Board Mr. Rafał Dietrich discharge of duties as a Member of Management Board of Dekpol S.A. in 2016.

Draft resolution ad 16 of the proposed agenda:

**Resolution No. 16
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on granting discharge of duties performed by Chairman of Supervisory Board
Mr. Roman Suszek**

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for Chairman of Supervisory Board Mr. Roman Suszek discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2016.

**Resolution No. 17
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on granting discharge of duties performed by Vice-Chairman of Supervisory Board
Mr. Jacek Grzywacz**

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for Vice-Chairman of Supervisory Board Mr. Jacek Grzywacz discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2016.

Resolution No. 18
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on granting discharge of duties performed by Member of Supervisory Board
Mr. Piotr Stobiecki

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for Member of Supervisory Board Mr. Piotr Stobiecki discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2016.

Resolution No. 19
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on granting discharge of duties performed by Member of Supervisory Board
Mr. Krzysztof Czerkas

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for Member of Supervisory Board Mr. Krzysztof Czerkas discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2016.

Resolution No. 20
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
on granting discharge of duties performed by Member of Supervisory Board
Mr. Jacek Kędzierski

General Meeting of Shareholders of Dekpol S.A., on the basis of art. 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code, grants for Member of Supervisory Board Mr. Jacek Kędzierski discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2016.

Draft resolution ad 17 of the proposed agenda:

Resolution No. 21
General Meeting of Shareholders of Dekpol S.A.
from 29 June 2017
concerning amendments in the content of
Regulations of Supervisory Board of Dekpol S.A.

1. General Meeting of Shareholders of Dekpol S.A., on the basis of § 22 section 4 of Company's Article of Association, decides to approve amendment in the content of Regulations of Supervisory Board of Dekpol S.A., according to resolution of Supervisory Board of Dekpol S.A. no. 15 dated 23 May 2017, i.e. in the following manner:
 - a. § 5 section 1 shall be read as follows:

About the date, place and proposed agenda of the meeting, Members of Supervisory Board are informed in a way of invitations to be sent at least seven days before the date of the meeting, on addresses gave to Chairman of Supervisory Board and the Company by members of Supervisory Board. To invitations shall be attached drafts of resolutions, and, as far as it has been noted, materials concerning issues, which are supposed to be discussed during the meeting.

§ 5 section 2 shall be read as follows:

Invitation along with drafts of resolutions and materials for the meeting shall be sent via e-mail. In cases, when due to technical issues, sending of invitations will not be feasible, it shall be done via sending registered letter or via private courier service. Sending of invitation is not required, once about the term of next Supervisory Board meeting, its members have been notified by Chairman directly at the meeting.

- b. § 6 section 2 has been repealed;
 - c. § 10 section 3 has been repealed.
2. General Meeting of Shareholders of Dekpol S.A. sets unified text of Regulations of Supervisory Board of Dekpol S.A. in the sound set in the attachment to this resolution.