

**DRAFT RESOLUTIONS FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF DEKPOL SA HELD AS AT 24 JUNE 2016**

Draft resolution ad 2 of the proposed agenda:

**Resolution No. 1
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on election of Chairman of the General Meeting of Shareholders**

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

Draft resolution ad 4 of the proposed agenda:

**Resolution No. 2
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
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 24 June 2016
on adoption of the agenda**

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

- 1. Opening of the Annual General Meeting of Shareholders.
- 2. Election of the Chairman of Annual General Meeting of Shareholders.
- 3. Validation of convocation of Annual General Meeting of Shareholders and ability for adoption of resolutions.
- 4. The election of the Returning Committee of the Ordinary General Meeting of Shareholders.

5. Adoption of the agenda.

6. Presentation of the Management Board Statement of Dekpol S.A. on the business activities of the Company for the financial year 2015 and separate financial statement for the financial year 2015 together with the independent auditor's opinion and audit report.

7. Presentation of the Management Board Statement of Dekpol S.A. on the business activities of the Dekpol Capital Group and the consolidated financial statement for the financial year 2015 together with the independent auditor's opinion and audit report.

8. Presentation of the following documents of Supervisory Board of Dekpol S.A.:

i) Supervisory Board Report on activities in 2015, including an assessment of the reasonableness of the policy driven by the Company, referred to in the recommendation I.R.2 Best Practices of GPW Listed Companies 2016;

ii) Supervisory Board Report on the evaluation results of Separate Financial Statements, Management Board Statement on the business activities of the Company and Management Board's proposal for distribution of profit for the financial year 2015, the results of the evaluation of the Consolidated Financial Statements and the Management Board Statement on the activities of the Group for the financial year 2015, including an assessment of the position of Dekpol S.A.;

iii) assessment of fulfillment by the Company of disclosure obligations regarding the application of the principles of corporate governance set out in the Stock Exchange Rules and regulations on current and periodic information published by issuers of securities, in the form like in the annex to this protocol.

9. Consideration and adoption of a resolution on the adoption of the Supervisory Board Report of Dekpol S.A. on the activities of the Supervisory Board of Dekpol S.A. for the year 2015.

10. Consideration and adoption of a resolution on approval of Management Board Statement on business activities of Company for the financial year 2015.

11. Consideration and adoption of a resolution on approval of the separate financial statement of the Company for the financial year 2015.

12. Consideration and adoption of a resolution on approval of Management Board Statement of Dekpol S.A. on business activities of Dekpol Capital Group for the financial year 2015.

13. Consideration and adoption of a resolution on approval of consolidated financial statement of Dekpol Capital Group for the financial year 2015.

14. Adoption of resolution on distribution of profit for the financial year 2015.

15. Adoption of resolution on granting discharge of duties performed by the members of the Management Board in the financial year 2015.

16. Adoption of resolution on granting discharge of duties performed by the members of the Supervisory Board in the financial year 2015.

17. Open proposals.

18. Closing of the Annual General Meeting of Shareholders.

Draft resolution ad 9 of the proposed agenda:

Resolution No. 4
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on adoption of Supervisory Board Report of Dekpol S.A. on activities
of Supervisory Board of Dekpol S.A. for the year 2015

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 Supervisory Board Report on its activities in 2015, decides to adopt the report on the activities of the Supervisory Board Dekpol S.A. for the year 2015.

Draft resolution ad 10 of the proposed agenda:

Resolution No. 5
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on approval of Management Board Statement on business activities of Company for the financial
year 2015

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 Management Board Statement on business activities of Company for the financial year 2015, decides to approve the Management Board Statement on business activities of the Company for the financial year 2015.

Draft resolution ad 11 of the proposed agenda:

Resolution No. 6
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on approval of the separate financial statement of the Company for the financial year 2015

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 Management Board and consideration of financial statements of the Company for the financial year 2015, decides to approve the separate financial statements of the Company for the financial year 2015 which includes:

1. separate financial statement on financial position prepared as at 31 December 2015, which on the assets and liabilities side demonstrates the sum of 399 642 thousands of PLN,
2. separate statement of comprehensive income for the period from the 1st January 2015 until 31 December 2015, demonstrating the net profit in the amount of 66 097 thousands of PLN and the comprehensive income in the amount of 66 097 thousands of PLN,
3. separate statement on changes in equity for the period from the 1st January 2015 until 31 December 2015, demonstrating an increase on equity in the amount of 94 360 thousands of PLN,
4. separate cash flow statement for the period from the 1st January 2015 until 31 December 2015, demonstrating an increase of reserves in cash in the amount of 6 247 thousands of PLN,
5. additional information on adopted accounting rules (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 24 June 2016
on approval of Management Board Statement of Dekpol S.A. on business activities of Dekpol
Capital Group for the financial year 2015

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 Management Board Statement on business activities of the Dekpol Capital Group in the financial year 2015, decides to approve the Management Board Statement on business activities of the Dekpol Capital Group in the financial year 2015.

Draft resolution ad 13 of the proposed agenda:

Resolution No. 8
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on approval of consolidated financial statement of Dekpol Capital Group for the financial year
2015.

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 Management Board and

consideration of financial statements of Dekpol Capital Group for the financial year 2015, decides to approve the consolidated financial statements of Dekpol Capital Group for the financial year 2015, which includes:

1. consolidated financial statement on financial position prepared as at 31 December 2015, which on the assets and liabilities side demonstrates the sum of 327 897 thousands of PLN,
2. consolidated statement of comprehensive income for the period from the 1st January 2015 until 31 December 2015, demonstrating the net profit in the amount of 12 406 thousands of PLN and the comprehensive income in the amount of 12 406 thousands of PLN,
3. consolidated statement on changes in equity for the period from the 1st January 2015 until 31 December 2015, demonstrating an increase on equity in the amount of 40 669 thousands of PLN,
4. consolidated cash flow statement for the period from the 1st January 2015 until 31 December 2015, demonstrating an increase of reserves in cash in the amount of 6 507 thousands of PLN,
5. additional information on adopted accounting rules (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 24 June 2016
on distribution of profit for the financial year 2015

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 Management Board Statement on business activities of the Company in financial year 2015, financial statements of the Company for the financial year 2015 and the independent auditor's opinion, as well as Supervisory Board Report, in particular the evaluation of the proposal of the Management Board regarding the distribution of profit, decides the whole net profit of PLN 66,097,131.09 (sixty six millions ninety seven thousands one hundred thirty one zlotys and nine groszy) to allocate on the capital reserves of the Company.

Draft resolution ad 15 of the proposed agenda:

Resolution No. 10
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by President of the 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 the President of the Management Board Mr. Mariusz Tuchlin discharge of duties as a Member of Management Board of Dekpol S.A. in 2015.

Resolution No. 11
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by Vice-President of the 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 the Vice-President of the Management Board Mr. Krzysztof Łukowski discharge of duties as a Member of Management Board of Dekpol S.A. in 2015.

Resolution No. 12
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by Member of the 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 the Member of the Management Board Mr. Rafał Glaza discharge of duties as a Member of Management Board of Dekpol S.A. in 2015.

Resolution No. 13
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by Member of the 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 the Member of the Management Board Mr. Adam Olżyński discharge of duties as a Member of Management Board of Dekpol S.A. in 2015.

Resolution No. 14
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by Member of the 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 the Member of the Management Board Mr. Andrzej Kuchtyk discharge of duties as a Member of Management Board of Dekpol S.A. in 2015.

Resolution No. 15
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by Member of the 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 the Member of the Management Board Mr. Rafał Dietrich discharge of duties as a Member of Management Board of Dekpol S.A. in 2015.

Draft resolution ad 16 of the proposed agenda:

Resolution No. 16
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by Chairman of the 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 the Chairman of the Supervisory Board Mr. Roman Suszek discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2015.

Resolution No. 17
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by Vice-Chairman of the 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 the Vice-Chairman of the Supervisory Board Mr. Jacek Grzywacz discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2015.

Resolution No. 18
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by Member of the 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 the Member of the Supervisory Board Mr. Piotr Stobiecki discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2015.

Resolution No. 19
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by Member of the 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 the Member of the Supervisory Board Mr. Krzysztof Czerkas discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2015.

Resolution No. 20
General Meeting of Shareholders of Dekpol S.A.
from 24 June 2016
on granting discharge of duties performed by Member of the 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 the Member of the Supervisory Board Mr. Jacek Kędzierski discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2015.