

RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF THE DEKPOL S.A. AS OF 30TH OF DECEMBER 2019

Resolution no. 1 of the General Meeting of Dekpol S.A. dated 30th of December 2019 regarding the election of the Chairman of the General Meeting

The General Meeting of Dekpol S.A. decides to elect the Chairman of the Meeting in the person of legal advisor Przemysław Budzyński, who is the proxy of the Shareholder authorized to participate in the General Meeting.

Valid votes were cast from 6.409.000 shares, representing 6.409.000 of votes, constituting 76,64% of the entire share capital.
6.409.000 valid votes were cast.
6.409.000 were voted in favour the resolution.
0 Members were voted against the resolution
0 Members abstained from voting.

Resolution no. 2 of the General Meeting of Dekpol S.A. dated 30th of December 2019 on appointing the Returning Committee

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

- 1) Rafał Dietrich*
- 2) Jacek Hnatiuk*

Valid votes were cast from 6.409.000 shares, representing 6.409.000 of votes, constituting 76,64% of the entire share capital.
6.409.000 valid votes were cast.
6.409.000 were voted in favour the resolution.
0 Members were voted against the resolution
0 Members abstained from voting.

Resolution no. 3 of the General Meeting of Dekpol S.A. dated 30th of December 2019 regarding the adoption of the agenda

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

- 1. Opening of the Extraordinary General Meeting.*
- 2. Election of the Chairman of the Extraordinary General Meeting.*
- 3. Confirmation of the correctness of convening the Extraordinary General Meeting and its ability to adopt resolutions.*
- 4. Election of the Returning Committee of the Extraordinary General Meeting.*
- 5. Adoption of the agenda.*

6. *Adopting a resolution regarding the consent to sell an organized part of the enterprise of the Company by making a non-cash contribution to the subsidiary Dekpol Budownictwo Spółka z ograniczoną odpowiedzialnością.*
7. *Adopting a resolution regarding the approval of the sale of an organized part of the enterprise of the Company by making a non-cash contribution to the subsidiary of Dekpol Steel Spółka z ograniczoną odpowiedzialnością.*
8. *Free conclusions.*
9. *Adjourn the Extraordinary General Meeting.*

Valid votes were cast from 6.409.000 shares, representing 6.409.000 of votes, constituting 76,64% of the entire share capital.

6.409.000 valid votes were cast.

6.409.000 were voted in favour the resolution.

0 Members were voted against the resolution

0 Members abstained from voting.

**Resolution no. 4
of the General Meeting of Dekpol S.A.
dated 30th of December 2019
regarding the consent to sell an organized part of the enterprise of the Company by
making a non-cash contribution to the subsidiary Dekpol Budownictwo Spółka z
ograniczoną odpowiedzialnością**

§ 1.

1. *The Extraordinary General Meeting of Shareholders of the Company, acting on the basis of article 393 point 3 in connection with art. 415 § 1 of the Code of Commercial Companies and §25 point 7 of the Company's Articles of Association, agrees to the sale of an organized part of the enterprise, including organizationally, functionally and financially a set of intangible assets in the internal structure of the Company intended for conducting business activities in the field of carrying out construction works ("OPE") in the form of the General Contracting Department for the company Dekpol Budownictwo Sp. z o.o. with its registered office in Pinczyn ("Special Purpose Company").*
2. *The organized part of the enterprise includes a set of intangible and tangible components functionally related to the General Contracting Department, in particular:*
 - a. *staff (rights and obligations arising from employment contracts and civil law contracts);*
 - b. *inventories;*
 - c. *fixed assets and equipment;*
 - d. *receivables and liabilities;*
 - e. *cash;*
 - f. *rights and obligations under contracts concluded with investors;*
 - g. *rights and obligations under lease agreements;*
 - h. *rights and obligations under contracts with subcontractors;*
 - i. *rights and obligations under other civil law contracts;*
 - j. *intellectual property rights;*
 - k. *concessions and administrative decisions;*
 - l. *IT licenses;*
 - m. *books and documents related to business operations as part of the General Contracting Department,*
 - n. *trade secrets related to business operations conducted as part of the General Contracting Department.*

3. *The disposal of OPE will take place through its contribution as a non-cash contribution in kind to cover the shares that will be taken up by the Company in the increased share capital of the SPV, of which the Company is the sole shareholder.*

§ 2.

The implementation of this resolution and any actual and legal actions that prove necessary, in particular:

- 1) *determining the date of disposal of OPE;*
- 2) *determining the amount by which the share capital will be increased;*
- 3) *determining the detailed conditions for the transfer of OPE at the discretion of the Management Board;*
- 4) *specification of a detailed catalog of OPE's tangible and intangible components as well as OPE's obligations;*
- 5) *specification of a detailed catalog of contracts from which the rights and obligations will be transferred along with OPE to its buyer;*
- 6) *performing all other necessary factual and legal actions that will prove necessary for the implementation of this resolution;*

is entrusted to the Company's Management Board.

§ 3.

The resolution comes into force upon adoption.

Valid votes were cast from 6.409.000 shares, representing 6.409.000 of votes, constituting 76,64% of the entire share capital.

6.409.000 valid votes were cast.

6.409.000 were voted in favour the resolution.

0 Members were voted against the resolution

0 Members abstained from voting.

**Resolution no. 5
of the General Meeting of Dekpol S.A.
dated 30th of December 2019
regarding the approval of the sale of an organized part of the enterprise of the
Company by making a non-cash contribution to the subsidiary of Dekpol Steel Spółka
z ograniczoną odpowiedzialnością**

§ 1.

1. *The Extraordinary General Meeting of Shareholders of the Company, acting on the basis of art. 393 point 3 in connection with art. 415 § 1 of the Code of Commercial Companies and §25 point 7 of the Company's Statute, agrees to the sale of an organized part of the enterprise, including organizationally, functionally and financially a set of intangible components in the internal structure of the Company intended for conducting business activity in the field of production of equipment for construction machines ("OPE") in the form of the Buckets Production Department for the company Dekpol Steel sp. z o. o with its registered office in Pinczyn ("Special Purpose Company").*
2. *The organized part of the enterprise includes a set of intangible and tangible components functionally related to the Buckets Production Department, in particular:*
 - a. *Real estate located in Pinczyn, at Gajowa street 31, Zblewo commune, Starogard Gdański district, Pomeranian voivodship, for which the District Court in Starogard Gdański, V Land and Mortgage Register maintains land and mortgage registers numbered: GD1A/00038351/7, GD1A/00064240/7 and GD1A/00061912/8;*
 - b. *staff (rights and obligations arising from employment contracts and civil law contracts);*

- c. inventories;
 - d. fixed assets and equipment;
 - e. receivables and liabilities;
 - f. cash;
 - g. rights and obligations under contracts with contractors;
 - h. rights and obligations under contracts with suppliers;
 - i. rights and obligations under contracts with subcontractors;
 - j. rights and obligations under other civil law contracts;
 - k. intellectual property rights;
 - l. permission to expand the office building;
 - m. IT licences;
 - n. concessions and administrative decisions;
 - o. books and documents related to business operations within the Buckets Production Department,
 - p. business secrets related to business operations conducted as part of the Buckets Production Department.
3. The disposal of OPE will take place through its contribution as a non-cash contribution in kind to cover the shares that will be taken up by the Company in the increased share capital of the SPV, of which the Company is the sole shareholder.

§ 2.

The implementation of this resolution and any actual and legal actions that prove necessary, in particular:

- 1) *determining the date of disposal of OPE;*
 - 2) *determining the amount by which the share capital will be increased;*
 - 3) *determining the detailed conditions for the transfer of OPE at the discretion of the Management Board;*
 - 4) *specification of a detailed catalog of OPE's tangible and intangible components as well as OPE's obligations;*
 - 5) *specification of a detailed catalog of contracts from which the rights and obligations will be transferred along with OPE to its buyer;*
 - 6) *performing all other necessary factual and legal actions that will prove necessary for the implementation of this resolution;*
- is entrusted to the Company's Management Board.*

§ 3.

The resolution comes into force upon adoption.

Valid votes were cast from 6.409.000 shares, representing 6.409.000 of votes, constituting 76,64% of the entire share capital.
 6.409.000 valid votes were cast.
 6.409.000 were voted in favour the resolution.
 0 Members were voted against the resolution
 0 Members abstained from voting.