

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

Draft resolution annotation 2 of the agenda:

**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 Mr./Mrs

Draft resolution annotation 4 of the agenda:

**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)
- 2)
- 3)

Draft resolution annotation 5 of the agenda:

**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.

Draft resolution annotation 6 of the agenda:

**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.

Draft resolution annotation 7 of the agenda:

**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, Starogarf 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.

JUSTIFICATION OF DRAFT RESOLUTIONS

Annotation draft resolutions no. 4-5

Obtaining consent for the sale of organized parts of the Company's enterprise will allow the continuation of the strategy adopted by the Management Board aimed at transferring individual segments of the Company's operations to separate entities - limited liability companies, whose sole partner will be Dekpol S.A. The implementation of the strategy began with the transfer of the organized part of the enterprise including the Property Development Department to the sole shareholder company Dekpol Deweloper Sp. z o.o. Currently, the Management Board intends to obtain consents to the ordinance with organized parts of the enterprise covering the General Contracting Department and the Buckets Production Department.

Separating individual business segments allows limiting business and legal risk, while increasing organizational and financial transparency within the Dekpol S.A.Capital Group.

The planned transfers would take place through the contribution of organized parts of the enterprise as a non-cash contribution to cover the shares in the increased share capital of the subsidiaries, respectively, Dekpol Budownictwo Sp. z o.o. and Dekpol Steel Sp. z o.o. On the day of announcing the convening of the General Meeting - the companies are in organization, proceedings for their entry in the Register of Entrepreneurs of the National Court Register are pending before the Gdańsk-Północ District Court in Gdańsk, VII Commercial Department of the National Court Register.