

**DRAFTS OF RESOLUTIONS FOR ORDINARY GENERAL MEETING OF
SHAREHOLDERS OF THE COMPANY DEKPOL S.A. CONVENED AS AT 30th OF
June 2021**

Draft resolution ad 2 of the proposed agenda:

**Resolution No. 1
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning 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 30th of June 2021
concerning 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 30th of June 2021
concerning adoption of agenda**

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

1. Opening of the Ordinary General Meeting of Shareholders.
2. Election of the Chairman of the Ordinary General Meeting of Shareholders.
3. Confirmation of the correctness of convening the Ordinary General Meeting of Shareholders and its ability for adoption of resolutions.
4. Election of the Returning Committee of the Ordinary General Meeting of Shareholders.
5. Adoption of the agenda.
6. Presentation of the Report of Management Board of Dekpol S.A. from business activities of the Company and the Dekpol Capital Group for financial year 2020 as well as the Separate financial statement of the Company for financial year 2020 along with Report of an independent auditor from audit of the annual financial statement of the Company.
7. Presentation of the Consolidated financial statement of the Dekpol Capital Group for financial year 2020 along with Report of independent auditor from audit of the annual consolidated financial statement.

8. Presentation of the Opinion of Supervisory Board of Dekpol S.A. concerning Report of Management Board of Dekpol S.A. and the Capital Group in financial year 2020, the separate financial statement of Dekpol S.A. and consolidated financial statement of the Capital Group for financial year 2020 with regards to conformance to books, documents and the facts, as well as Report of Supervisory Board of Dekpol S.A. covering, among other things:
 - a. Report of Supervisory Board from its activities in 2020, including also assessment of the rationality of the policy pursued by the Company, referred to in recommendation I.R.2 of Best Practice for WSE Listed Companies 2016;
 - b. Report of the Supervisory Board on results of the assessment of Management Board's proposal regarding distribution of profit for financial year 2020;
 - c. assessment of the situation of Dekpol S.A.;
 - d. 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.
9. Consideration and adoption of resolution concerning approval of Report of Supervisory Board of Dekpol S.A. from activities of Supervisory Board of Dekpol S.A. for the financial year 2020.
10. Consideration and adoption of resolution regarding approval of Report of Management Board concerning business activities of the Company and the Capital Group for financial year 2020.
11. Consideration and adoption of resolution concerning approval of the Separate Financial Statement of the Company for the financial year 2020.
12. Consideration and adoption of resolution concerning approval of Consolidated Financial Statement of Dekpol Capital Group for financial year 2020.
13. Adoption of resolution concerning allocation of the profit for financial year 2020.
14. Adoption of resolution on granting discharge of duties performed by members of Management Board for financial year 2020.
15. Adoption of resolution on granting discharge of duties performed by members of Supervisory Board for financial year 2020.
16. Adoption of resolution on the opinion of the Report of Supervisory Board concerning remuneration of Members of Management Board and Supervisory Board for years 2019-2020.
17. Adoption of resolution on amendments in the content of Company's Articles of Association.
18. Adoption of resolution concerning authorization of Supervisory Board to set consolidated version of the changed Articles of Association of the Company.
19. Adoption of resolution approving changes to the Regulations of Supervisory Board.
20. Adoption of resolution changing remuneration of members of the Supervisory Board.
21. Open proposals.
22. 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 30th of June 2021
concerning approval of Report of Supervisory Board of Dekpol S.A. from activities of
Supervisory Board of Dekpol S.A. for the financial year 2020

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 2020, decides to approve the Report of the Supervisory Board Dekpol S.A. on its activities for the year 2020.

Draft resolution ad 10 of the proposed agenda:

Resolution No. 5
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
regarding approval of Report of Management Board concerning business activities of the
Company and the Dekpol Capital Group for financial year 2020

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 concerning business activities of the Company and the Dekpol Capital Group for financial year 2020, decides to approve the Report of Management Board concerning business activities of the Company and the Dekpol Capital Group for financial year 2020.

Draft resolution ad 11 of the proposed agenda:

Resolution No. 6
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning approval of the Separate Financial Statement of the Company for financial
year 2020

General Meeting of Shareholders of Dekpol S.A. on the basis of art. 393 point 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 2020, decides to approve the Separate Financial Statement of the Company for financial year 2020, which includes:

1. separate financial statement on financial position prepared as at 31st of December 2020, which on the assets and liabilities side demonstrates the sum of 792 996 thousands of PLN,
2. separate statement of comprehensive income for the period from the 1st of January 2020 until 31st of December 2020, demonstrating net profit in the amount of 22 672 thousands of PLN,
3. separate cash flow statement for the period from the 1st of January 2020 until 31st of December 2020, demonstrating an increase of reserves in cash in the amount of 32 374 thousands of PLN,
4. separate statement on changes in equity for the period from the 1st of January 2020 until 31st of December 2020, demonstrating an increase on equity in the amount of 19 054 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 30th of June 2021
concerning approval of Consolidated Financial Statement of Dekpol Capital Group for
financial year 2020

General Meeting of Shareholders of Dekpol S.A. on the basis of art. 393 point 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 2020, decides to approve consolidated financial statement of Dekpol Capital Group for financial year 2020, which includes:

1. consolidated statement of financial position prepared as at 31st of December 2020, which on the assets and liabilities side demonstrates the sum of: 953 497 thousands of PLN,
2. consolidated statement of comprehensive income for the period from the 1st of January 2020 until 31st of December 2020, demonstrating the net profit in the amount of 52 771 thousands of PLN,
3. consolidated cash flow statement for the period from the 1st January 2020 until 31st of December 2020, demonstrating an increase of reserves in cash in the amount of 41 229 thousands of PLN,
4. consolidated statement of changes in equity for the period from the 1st of January 2020 until 31st of December 2020, demonstrating an increase on equity in the amount of 51 165 thousands of PLN,
5. additional information on adopted accounting principles (policy) and other explanatory information.

Draft resolution ad 13 of the proposed agenda:

Resolution No. 8
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning allocation of the profit for financial year 2020

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 concerning business activities of the Company for financial year 2020, financial statement of the Company for financial year 2020 and the opinion of the Statutory Auditor, as well as the Report of Supervisory Board, in particular evaluation of proposal of Management Board regarding allocation of profit, decides the profit in net amount of PLN 22 671 727 (twenty two million six hundred seventy one thousand seven hundred and twenty seven zlotys) to allocate in full amount on reserve capital of the Company.

Draft resolution ad 14 of the proposed agenda:

Resolution No. 9
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning 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 2020.

Resolution No. 10
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning granting discharge of duties performed by
Vice-President of Management Board
Mr. Michał Skowron

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. Michał Skowron discharge of duties as a Member of Management Board of Dekpol S.A. in 2020.

Resolution No. 11
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning granting discharge of duties performed by
Vice-President of Management Board
Mrs. Katarzyna Szymczak-Dampc

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 Mrs. Katarzyna Szymczak-Dampc discharge of duties as a Member of Management Board of Dekpol S.A. in 2020.

Draft resolution ad 15 of the proposed agenda:

Resolution No. 12
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning 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 2020.

Resolution No. 13
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning 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 2020.

Resolution No. 14
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning 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 2020.

Resolution No. 15
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning granting discharge of duties performed by Member of Supervisory Board
Mr. Grzegorz Wąsacz

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. Grzegorz Wąsacz discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2020.

Resolution No. 16
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning granting discharge of duties performed by Member of Supervisory Board
Mr. Wojciech Sobczak

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. Wojciech Sobczak discharge of duties as a Member of Supervisory Board of Dekpol S.A. in 2020.

Draft resolution ad 16 of the proposed agenda:

Resolution No. 17
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
on the opinion of the Report of Supervisory Board concerning remuneration of Members
of Management Board and Supervisory Board for years 2019-2020.

General Meeting of Shareholders of Dekpol S.A. on the basis of article 395 § 2¹ of the Commercial Companies Code in connection with article 90g Section 6 of the Act of Public Offering and Terms of Introduction of Financial Instruments to an Organized Trading System and on Public Companies, after acquittance with the Opinion of the statutory auditor,

decides to give a positive opinion on the Report of Supervisory Board concerning remuneration of Members of Management Board and Supervisory Board for years 2019-2020.

Draft resolution ad 17 of the proposed agenda:

Resolution No. 18
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning amendments of Company's Articles of Association

General Meeting of Shareholders of Dekpol S.A. decides to make changes in Company's Articles of Association from 1st of April 2014, prepared by Janina Ciechanowska, Notary in Starogard Gdański, Repertory A number 3829/2014 as amended, in such a way that the current wording of § 20 paragraph 1 shall be deleted and shall be read as follows:

"The Supervisory Board shall be capable of adopting resolutions if at least half of its Members are present at the meeting and all of the Members had been notified at least 7 days in advance of the date of the meeting, and in urgent cases, at least 2 days in advance of the date of the meeting."

Justification of the draft resolution:

The proposed amendment to the Articles of Association includes the change of § 20 section 1 with the wording "The Supervisory Board shall be capable of adopting resolutions if at least half of its Members are present at the meeting and all of the Members had been notified at least 7 days in advance of the date of the meeting."

The proposed change is aimed at enabling of faster convention of meetings of the Supervisory Board and improvement of its work in the event of urgent matters.

Draft resolution ad 18 of the proposed agenda:

Resolution No. 19
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning authorization of Supervisory Board to set consolidated version of the changed Articles of Association of the Company

General Meeting of Shareholders of Dekpol S.A., on the basis of article 430 § 5 of Commercial Companies Code decides to authorize the Supervisory Board for setting consolidated version of the changed Articles of Association of the Company, in view of adopted resolutions no. 19 of General Meeting of Shareholders.

Justification of the draft resolution: *The draft resolution will be justified if an amendment to the Articles of Association will be adopted. According to Article 9 section 4 of the Act of August 20, 1997 on the National Court Register, to the application regarding change of Articles of Association, the Company will be required to attach the consolidated text of the Articles of Association, taking into account the introduced changes. The possibility of authorization of Supervisory Board to set a uniform text of the amended Articles of Association is the consequence of Article 430 § 5 of the Commercial Companies Code. In the opinion of Management Board, the use of this option is justified for organizational and technical reasons.*

Draft resolution ad 19 of the proposed agenda:

Resolution No. 20
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning approval of changes to the Regulations of Supervisory Board

1. General Meeting of Shareholders of Dekpol S.A., pursuant to § 22 section 4 of the Company's Articles of Association, decides to approve the change in Regulations of the Supervisory Board of Dekpol S.A. in accordance with Resolution of the Supervisory Board of Dekpol S.A. No. dated of June 2021, i.e. as follows:
 - a) § 5 section 1 is replaced by the following wording:

“Members of the Supervisory Board are informed about the date, time, place and proposed agenda of the meeting by means of invitations sent to them for at least seven days, and in urgent cases at least two days before the date of the meeting, to the addresses indicated to the Chairman and the Company by Members of Supervisory Board. Invitation should be accompanied by draft resolutions and, if appropriate, materials relating to the matters in the agenda.”
2. General Meeting of Shareholders of Dekpol S.A. establishes the uniform text of Regulations of the Supervisory Board of Dekpol S.A. as set out in the Annex to this Resolution.

Justification of the draft resolution:

Subject to earlier adoption by the Supervisory Board of a resolution on change of Regulations, the draft resolution will be necessary in the event of adoption of an amendment to the Articles of Association, its purpose will be adjustment of provisions of Regulations to the Articles of Association.

Draft resolution ad 20 of the proposed agenda:

Resolution No. 21
General Meeting of Shareholders of Dekpol S.A.
from 30th of June 2021
concerning changing of remuneration of members of the Supervisory Board

1. General Meeting of Shareholders of Dekpol S.A. pursuant to § 22 section 3 of the Company's Articles of Association, sets the monthly remuneration:
 - a) The Chairman of Supervisory Board in the amount of net PLN,
 - b) Each of other Members of Supervisory Board in the amount of net PLN
2. Regardless of remuneration specified in point 1, General Meeting of Shareholders of Dekpol S.A. sets remuneration due to Members of the Audit Committee in the amount of PLN net for participation in the meeting.
3. Monthly remunerations will be paid after the end of the month in office, by the 10th day of the following calendar month. Remuneration of Members of the Audit Committee will be paid together with monthly remuneration after the end of the month in which the Audit Committee meeting took place.
4. Resolution comes into force on 1st of July 2021 and replaces Resolution No. 9 of the General Meeting of Shareholders of Dekpol S.A. dated 17th of December 2018. Remuneration in the amount specified in this Resolution will be due from July 2021 (payable until 10th of August 2021).

Justification of the draft resolution:

Remuneration of members of Supervisory Board in current amount has been established by Resolution of the General Meeting Shareholders of Dekpol S.A. dated 17th of December 2018 and have not been updated since then. Management Board proposes to introduce an appropriate change, among others due to development of the Company and an increase in the size of its business activities, as well as due to increase in prices of goods and services.