

**Resolution  
no. 1  
of the Extraordinary Meeting of  
Shareholders of  
J.W. Construction Holding S.A.  
with its business seat  
in Ząbki  
as of March 28, 2018**

regarding the appointment of the president of the Extraordinary General  
Meeting of

J.W. Construction Holding S.A. with its business seat in Ząbki  
(hereinafter referred to as the Company)

**§1**

The Extraordinary General Meeting of Shareholders of J.W. Construction Holding S.A. with its business seat in Ząbki decides to appoint Mr. Maciej Oborski as the president of the General Meeting of Shareholders.

**§2**

The resolution shall into force as of the day of its adoption.

The 79.941.188 votes were cast constituting 89,96% of the Company's share capital. The resolution was adopted with 79.941.188 votes constituting the 89,96% of the share capital with no "against" or "abstaining" votes. There were no objections to the resolution.

**Resolution  
no. 2  
of the Extraordinary Meeting of  
Shareholders of  
J.W. Construction Holding S.A.  
with its business seat  
in Ząbki  
as of March 28, 2018**

regarding the agenda adoption

**§1**

The Extraordinary Meeting of Shareholders of J.W. Construction Holding S.A. with its business seat in Ząbki (hereinafter known as the Company) adopts the following agenda:

1. The opening of the Extraordinary General Meeting of Shareholders.
2. The appointment of the president of the Extraordinary General Meeting of Shareholders.
3. Stating that the Extraordinary Meeting of Shareholders has been properly held and is capable of adopting resolutions.
4. Adopting a resolution granting an approval to record the proceedings of the Extraordinary Meeting of Shareholders for publication on the Internet website of the Company
5. Adopting the order of proceedings of the Extraordinary Meeting of Shareholders.
6. Presentation by the Management Board of the significant elements of merger plans.
7. Adopting a resolution regarding the Company merger in accordance with the plan of February 16, 2018.
8. Closing of the Extraordinary Meeting of Shareholders.

**§2**

The resolution shall into force as of the day of its adoption.

The 79.941.188 votes were cast constituting 89,96% of the Company's share capital. The resolution was adopted with 79.941.188 votes constituting the 89,96% of the share capital with no "against" or "abstaining" votes. There were no objections to the resolution.

**Resolution  
no. 3  
of the Extraordinary Meeting of  
Shareholders of  
J.W. Construction Holding S.A.  
with its business seat  
in Ząbki  
as of March 28, 2018**

regarding the merger of the Company with its  
subsidiaries

**§ 1**

Pursuant to Article 506 of the Code of Commercial Companies, the Extraordinary Meeting of Shareholder of J.W. Construction Holding Spółka Akcyjna with its business seat in Ząbki entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XIV Economic Division of the National Court Register under the no. KRS 0000028142 (hereinafter known as the "**Acquiring Company**") hereby decides to merge the **Acquiring Company**, in accordance with article 492 §1 section 1, of the Code of Commercial Companies with the following companies:

Seahouse Spółka z ograniczoną odpowiedzialnością with its business seat in Zabki entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XIV Economic Division of the National Court Register under the no. KRS 0000309998 (hereinafter known as the "**Acquired Company 1**"),

Łódź Invest Spółka z ograniczoną odpowiedzialnością with its business seat in Zabki entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XIV Economic Division of the National Court Register under the no. KRS 0000495145 (hereinafter known as the "**Acquired Company 2**"),

Nowe Tysiąclecie Spółka z ograniczoną odpowiedzialnością with its business seat in Zabki entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XIV Economic Division of the National Court Register under the no. KRS 0000472229 (hereinafter known as the "**Acquired Company 3**"),

Zdziarska Invest Spółka z ograniczoną odpowiedzialnością with its business seat in Zabki entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XIV Economic Division of the National Court Register under the no. KRS 0000495351 (hereinafter known as the "**Acquired Company 4**"),

Lewandów Invest Spółka z ograniczoną odpowiedzialnością with its business seat in Zabki entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XIV Economic Division of the National Court Register under the no. KRS 0000517637 (hereinafter known as the "**Acquired Company 5**"),

Porta Transport Spółka z ograniczoną odpowiedzialnością in liquidation with its business seat in Szczecin entered into the register of entrepreneurs of the National Court Register maintained by the District Court Szczecin - Centrum for the city of Szczecin, XIII Economic Division of the National Court Register under the no. KRS 0000177420 (hereinafter known as the "**Acquired Company 6**"),

J.W. Ergo Energy z ograniczoną odpowiedzialnością with its business seat in Zabki entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XIV Economic Division of the National Court Register under the no. KRS 0000533529 (hereinafter known as the "**Acquired**

**Company7"),**

Towarzystwo Budownictwa Społecznego Nowy Dom Spółka z ograniczoną odpowiedzialnością with its business seat in Zabki entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XIV Economic Division of the National Court Register under the no.

0000173007 (hereinafter known as the

**"Acquired Company 8"),**

J.W. Marka Spółka z ograniczoną odpowiedzialnością with its business seat in Zabki entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XIV Economic Division of the National Court Register under the no. KRS 0000373684 (hereinafter known as the **"Acquired Company 9"),**

Business Financial Construction Spółka z ograniczoną odpowiedzialnością with its business seat in Zabki entered into the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XII Economic Division of the National Court Register under the no. KRS 0000114675 (hereinafter known as the **"Acquired Company 10"),**

through the transfer of all the assets of the Acquired Company 1, Acquired Company 2, Acquired Company 3, Acquired Company 4, Acquired Company 5, Acquired Company 6, Acquired Company 7, Acquired Company 8, Acquired Company 9 and Acquired Company 10 to the Acquiring Company.

## **§ 2**

The Extraordinary Meeting of Shareholders decides that the merger of the Acquiring Company with the Acquired Company 1, Acquired Company 2, Acquired Company 3, Acquired Company 4, Acquired Company 5, Acquired Company 6, Acquired Company 7, Acquired Company 8 and Acquired Company 9, Acquired Company 10 will take place in the fashion described in article 515 §1 and art. 516 §6 of the Code of Commercial Companies and in accordance with the principles specified in the merger plan of February 16, 2018 published in the Court and Economic Gazette (Monitor Sądowy i Gospodarczy) No. 38 of February 22, 2018 for which the Extraordinary Meeting of Shareholders of the Acquiring Company hereby grants its approval due to the fact that the merger is conducted in accordance with art.

515 §1 of the Code of Commercial Companies, i.e. without the increase of the share capital of the

Acquiring Company and that the merger does not create new circumstances that need to be disclosed in the Articles of Association of the Acquiring Company. The Articles of Association will not be changed as a result of the company merger.

The 79.941.188 votes were cast constituting 89,96% of the Company's share capital. The resolution was adopted with 79.941.188 votes constituting the 89,96% of the share capital with no "against" or "abstaining" votes. There were no objections to the resolution.