

[Draft]

Resolution No. 1
of the Extraordinary General Meeting of J.W. Construction Holding S.A.
with its registered office in Ząbki
dated 1 April 2008

concerning the election of the Chairman

§1

Acting pursuant to Art. 409 § 1 of the Code of Commercial Companies and § 3 section 2 letter c of "The Regulations of the General Meeting and the election of Supervisory Board members", the Extraordinary General Meeting of J.W. Construction Holding S.A. with its registered office in Ząbki ("**Company**") hereby elects Mr. [•] the Chairman of the Extraordinary General Meeting.

§2

This resolution shall come into force upon its adoption.

This resolution has been adopted by secret ballot.

[Draft]

**Resolution No. 2
of the Extraordinary General Meeting of J.W. Construction Holding S.A.
with its registered office in Ząbki
dated 1 April 2008**

concerning the election of the Ballot Counting Committee

§1

The Extraordinary General Meeting of J.W. Construction Holding S.A. hereby elects the Ballot Counting Committee consisting of:

1. [•],
2. [•],
3. [•].

§2

This resolution comes into force upon its adoption.

This resolution has been adopted by secret ballot.

[Draft]

Resolution No. 3
of the Extraordinary General Meeting of J.W. Construction Holding S.A.
with its registered office in Ząbki
dated 1 April 2008

concerning the adoption of the agenda

§1

The Extraordinary General Meeting of J.W. Construction Holding S.A. (“**Company**”) hereby adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Electing the Chairman.
3. Declaring that the EGM was correctly convened and is capable of adopting binding resolutions.
4. Electing the Ballot Counting Committee.
5. Adopting the agenda.
6. Adopting the resolution concerning the spin-off and transfer of an organized part of the enterprise of J.W. Construction Holding S.A. Oddział „Pracownia Architektoniczna” [“*Architectural Office*” *Branch*] with its registered office in Ząbki through a non-cash contribution to the subsidiary company operating under the business name JW Projekt Spółka z o.o. (formerly Dremet - Projekt sp. z o.o.) with its registered office in Warsaw.
7. Adopting the resolution concerning the spin-off and transfer of an organized part of the enterprise of J.W. Construction Holding S.A. Oddział „Budownictwo” [“*Construction*” *Branch*] with its registered office in Ząbki through a non-cash contribution to the subsidiary company operating under the business name J.W. Construction Spółka Akcyjna [*joint stock company*] with its registered office in Ząbki.
8. Adopting the resolution concerning the spin-off and transfer of an organized part of the enterprise of J.W. Construction Holding S.A. Oddział „Zakład Prefabrykacji Budowlanej” [“*Construction Prefabricate Plant*” *Branch*] with its registered office in Ząbki through a non-cash contribution to the newly established subsidiary company operating under the business name JWCH Produkcja Budowlana Spółka z o.o. [*limited liability company*] with its registered office in Ząbki.
9. Changing the Company’s Statutes.
10. Authorizing the Supervisory Board to adopt the consolidated text of the Company’s Statutes.
11. Closing of the Extraordinary General Meeting.

§2

This resolution shall come into force upon its adoption.

[Draft]

Resolution No. 4
of the Extraordinary General Meeting of J.W. Construction Holding S.A.
with its registered office in Ząbki
dated 1 April 2008

concerning the spin-off and transfer of an organized part of the enterprise of J.W. Construction Holding S.A. Oddział „Pracownia Architektoniczna” [“*Architectural Office*” Branch] with its registered office in Ząbki through a non-cash contribution to the subsidiary company operating under the business name JW Projekt Spółka z o.o. (formerly Dremet – Projekt sp. z o.o.) with its registered office in Warsaw.

§1

In consideration of actions initiated by the Management Board of J.W. Construction Holding S.A. (“**Company**”) with regard to the consent to transfer the Company’s Branches through non-cash contribution to the Company’s subsidiaries, aimed at optimization of costs and unification of the Company’s legal and organizational structure, the Extraordinary General Meeting of the Company, in acting pursuant to Art. 393 item 3 of the Code of Commercial Companies and § 10 section 4 item 3 of the Company’s Statutes, hereby expresses its consent to a spin off and transfer by the Company, under the provisions of the Civil Code, of an organized part of the Company’s enterprise, drawing up its balance sheet independently, i.e. the Company’s branch operating under the business name J.W. Construction Holding S.A. Oddział „Pracownia Architektoniczna” with its registered office in Ząbki (“**Branch**”), consisting of a set of tangible and intangible assets required for and related to conducting economic activity in the scope of architecture, engineering and consulting in connection therewith.

§ 2

The transfer by the Company of the Branch referred to in § 1 above shall be effected through a non-cash contribution of the Branch to cover the increased share capital of the 100% (direct and indirect) subsidiary of the Company, i.e. JW Projekt Sp. z o.o. [*limited liability company*] with its registered office in Warsaw.

§ 3

The Extraordinary General Meeting of the Company hereby delegates the task of determining particular terms and conditions of the transfer of the Branch and carrying out of all factual and legal transactions necessary to effectuate this resolution to the Management Board of the Company.

§4

This resolution shall come into force upon its adoption.

[Draft]

Resolution No. 5
of the Extraordinary General Meeting of J.W. Construction Holding S.A.
with its registered office in Ząbki
dated 1 April 2008

concerning the spin-off and transfer of an organized part of the enterprise of J.W. Construction Holding S.A. Oddział „Budownictwo” [“*Construction*” *Branch*] with its registered office in Ząbki through a non-cash contribution to the subsidiary company operating under the business name J.W. Construction Spółka Akcyjna with its registered office in Ząbki.

§1

In consideration of actions initiated by the Management Board of J.W. Construction Holding S.A. (“**Company**”) with regard to the consent to transfer the Company’s Branches through a non-cash contribution to the Company’s subsidiaries, aimed at optimization of costs and unification of the Company’s legal and organizational structure, the Extraordinary General Meeting of the Company, acting pursuant to Art. 393 item 3 of the Code of Commercial Companies and § 10 section 4 item 3 of the Company’s Statutes, hereby expresses its consent to a spin off and transfer by the Company, under the provisions of the Civil Code, of an organized part of the Company’s enterprise, drawing up its balance sheet independently, i.e. the Company’s branch operating under the business name J.W. Construction Holding S.A. Oddział „Budownictwo” [“*Construction*” *Branch*] with its registered office in Ząbki (“**Branch**”), consisting of a set of tangible and intangible assets required for and related to conducting economic activity in the scope of construction.

§ 2

The transfer by the Company of the Branch referred to in paragraph 1 above shall be effected through a non-cash contribution of the Branch to cover the increased share capital of the 100% (direct and indirect) subsidiary of the Company, i.e. J.W. Construction S.A.[*joint stock company*] company with its registered office in Ząbki.

§ 3

The Extraordinary General Meeting of the Company hereby delegates the task of determining particular terms and conditions of the transfer of the Branch and carrying out of all factual and legal transactions necessary to effectuate this resolution to the Management Board of the Company.

§4

This resolution shall come into force upon its adoption.

[Draft]

Resolution No. 6
of the Extraordinary General Meeting of J.W. Construction Holding S.A.
with its registered office in Ząbki
dated 1 April 2008

concerning the spin-off and transfer of an organized part of the enterprise of J.W. Construction Holding S.A. Oddział " Zakład Prefabrykacji Budowlanej" [*“Construction Prefabricate Plant” Branch*] with its registered office in Ząbki through a non-cash contribution to the newly established subsidiary company operating under the business name JWCH Produkcja Budowlana Spółka z o.o. with its registered office in Ząbki.

§1

In consideration of actions initiated by the Management Board of J.W. Construction Holding S.A. (**“Company”**) with regard to the consent to transfer the Company’s Branches through a non-cash contribution to the Company’s subsidiaries, aimed at optimization of costs and unification of the Company’s legal and organizational structure, the Extraordinary General Meeting of the Company, in acting pursuant to Art. 393 item 3 of the Code of Commercial Companies and § 10 section 4 item 3 of the Company’s Statute, hereby expresses its consent to a spin off and transfer by the Company, under the provisions of the Civil Code, of an organized part of the Company’s enterprise, drawing up its balance sheet independently, i.e. the Company’s branch operating under the business name J.W. Construction Holding S.A. Oddział „ Zakład Prefabrykacji Budowlanej” with its registered office in Ząbki (**“Branch”**), consisting of a set of tangible and intangible assets required for and related to conducting economic activity in the scope of manufacture of concrete construction products.

§ 2

The transfer by the Company of the Branch referred to in § 1 above shall be effected through a non-cash contribution of the Branch to cover the increased share capital of the 100% (direct and indirect) subsidiary of the Company, i.e. JWCH Produkcja Budowlana Sp. z o.o. [*limited liability company*] with its registered office in Warsaw.

§ 3

The Extraordinary General Meeting hereby delegates the task of determining the particular terms and conditions of transfer of the Branch and carrying out of all factual and legal transactions necessary to effectuate this resolution to the Management Board of the Company.

§4

This resolution shall come into force upon its adoption.

[Draft]

Resolution No. 7
of the Extraordinary General Meeting of J.W. Construction Holding S.A.
with the registered office in Ząbki
dated 1 April 2008

concerning changes to the Company's Statutes

§1

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies, the Extraordinary General Meeting of J.W. Construction Holding S.A. ("**Company**") makes the following changes to the Company's Statutes:

1) The current wording of § 14 section 1 of the Company's Statutes shall be changed to read as follows:

"The Company's Management Board consists of three up to eight members, including the President of the Management Board, appointed for a common term of office. The number of Management Board members is determined by the Supervisory Board. The number of Management Board members is subject to change during the term of office."

2) The current wording of § 14 section 2 of the Company's Statutes shall be changed to read as follows:

"A shareholder holding more than 50% of the Company's shares shall be personally entitled to appoint and recall half of the Management Board members, including the President of the Management Board. In the event of an uneven number of Management Board members, the aforementioned shareholder shall be personally entitled to appoint and recall, respectively, two Management Board members (in the event of a three-member Management Board), three Management Board members (in the event of a five-member Management Board) and four Management Board members (in the event of a seven-member Management Board). This entitlement shall be exercised by delivery of a written notice to the Company concerning the appointment or recall of a member of the Management Board or the President of the Management Board. In the event of an appointment, the aforementioned notice shall be supported by an appointee's consent to the appointment. The other members of the Management Board shall be appointed and recalled by the Supervisory Board."

3) § 14 section 11 of the Company's Statutes shall be deleted.

§2

This resolution shall come into force upon its adoption, with effect as of the day of registration of the changes of the Company's Statutes by a competent registry court.

[Draft]

**Resolution No. 8
of the Extraordinary General Meeting of J.W. Construction Holding S.A.
with the registered office in Ząbki
dated 1 April 2008**

concerning authorization of the Supervisory Board to adopt a consolidated text of the Company Statutes.

§1

Acting pursuant to Art. 430 § 5 of the Code of Commercial Companies, the Extraordinary General Meeting of J.W. Construction Holding S.A. („**Company**”) hereby authorizes the Company’s Supervisory Board to adopt a consolidated text of the Company’s Statutes including the changes introduced by Resolution No. 7 of the Extraordinary General Meeting of 1 April 2008.

§2

This resolution shall come into force upon its adoption.