



No. **39 /2010**

Date: 11.06.2010

Topic: First notice of the intended merger of Polimex-Mostostal S.A. and subsidiary companies.

Legal grounds: Article 56 (1) (2) of the Act on Offers – current and periodical information

The Management Board of Polimex-Mostostal S.A. having its registered office in Warsaw at ul. Czackiego 15/17, 00-950 Warsaw, Poland, registered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division of the National Court Register, under KRS no. 0000022460 (hereinafter referred to as Polimex-Mostostal), acting pursuant to Article 504 (1) and (2) as related to Article 4021 of the Code of Commercial Companies, hereby for the first time notifies of the intended merger of Polimex-Mostostal and the following subsidiary companies: Energomontaż-Północ S.A., Naftoremont sp. z o.o., Zakłady Remontowe Energetyki Kraków Sp. z o.o., Zakłady Remontowe Energetyki Lublin S.A., EPE-Rybnik sp. z o.o. and ECeRemont sp. z o.o. (hereinafter referred to as the 'Companies Being Acquired'). The merger shall take place in the course of Article 492 (1) (1) of the Code of Commercial Companies by means of transfer of the entirety of the assets of the Companies Being Acquired onto Polimex-Mostostal on terms provided for in the merger plan announced on 11 May 2010 in the Monitor Sądowy i Gospodarczy no. 90.

The merger plan was also published as an annex to the current report no. 27/2010 dated 27 April 2010.

As from 11 January 2010 to the day preceding the day of holding of a General Meeting, the agenda of which shall provide for a resolution on the merger, the Polimex-Mostostal stockholders will have the opportunity to acquaint themselves, at the seat of the Company in Warsaw, ul. Czackiego 15/17, room 320, between 08:30

hours and 16:00 hours of each business day, with the following documents:

- 1) Merger plan,
- 2) Financial statements and reports of the management board on the activity of the merging companies covering the last three working years, inclusive of opinions and reports by a certified auditor,
- 3) Draft resolutions of the General Meeting/Meetings of Partners of the merging companies regarding the merger,
- 4) Draft amendments to the Statutes of Polimex-Mostostal,
- 5) Appraisal of the value of assets of the Companies Being Acquired as on 01.03.2010,
- 6) Statements containing information on the balances of the merging companies developed for the purposes of the merger as on 01.03.2010,
- 7) Statements of the Management Boards of the merging companies justifying the merger (does not apply to one-person companies of Polimex-Mostostal),
- 8) Opinion by a certified auditor on the correctness and reliability of the Merger Plan.

Pursuant to Article 504 (2) (2) of the Code of Commercial Companies, the time limit for the stockholders to acquaint themselves with the aforementioned documents shall not be shorter than a month prior to the day of the General Meeting adopting the resolution provided for in subparagraph 3 hereinabove.

The Management Board of Polimex-Mostostal plans to publish a second notice of the matter within not less than two weeks of the date of the first notice.

The date of holding of the General Meeting the agenda of which shall provide for the adoption of the resolution provided for in subparagraph 3 hereinabove shall be advised to Polimex-Mostostal stockholders separately, pursuant to Article 4021 of the Code of Commercial Companies.