

## **Current report no. 132/2012**

Date prepared: 22.12.2012

Issuer's abbreviated name:

POLIMEX-MOSTOSTAL

*Legal basis: Article 56 (1) (1) of the Act on Public Offering – confidential information*

### **subject: Conclusion of a New Guarantee Line Agreement**

The Management Board of Polimex-Mostostal S.A. with its registered office in Warsaw (hereinafter referred to as the '**Company**' or the '**Issuer**') hereby informs with reference to report no. 130/2012 dated 22 December 2012 pertaining to the Company concluding an agreement regarding terms of financial debt service (hereinafter referred to as the '**Agreement regarding debt service terms**') that on 21 December 2012 the Company and: (i) Powszechna Kasa Oszczędności Bank Polski S.A. (ii) Bank Polska Kasa Opieki S.A., (iii) Bank Millennium S.A., (iv) Kredyt Bank S.A. and (v) Bank Ochrony Środowiska S.A. (hereinafter collectively referred to as the '**Funding Banks**') concluded a credit agreement regarding the Company's new guarantee line for the amount of PLN 201,794,000.00 PLN and a revolving credit associated therewith (hereinafter referred to as the '**Credit Agreement**'). Pursuant to the Credit Agreement and terms specified therein, the Funding Banks have made available to the Company a revolving guarantee line within the framework whereof the Company may repeatedly, during the availability period (until 31 December 2016) apply for the issue of bank guarantees – tender guarantees, performance bonds, sureties, advance payment guarantees or payment guarantees in connection with contracts being concluded by the Company within the framework of its primary operations. Guarantees will be issued by PKO Bank Polski; the other Funding Banks will establish security in favour of PKO Bank Polski in the form of cash deposits commensurate with the participation of each Funding Bank in the funding, to be covered with funds from the revolving credit made available. The annual cost of guarantee issue and the revolving credit associated therewith will be the percentage of the guarantee value specified in the Agreement.

In the event of claims under guarantees issued pursuant to the Credit agreement, the Company shall reimburse to the Funding Banks the equivalent of the amounts paid to guarantee beneficiaries in due time and pursuant to the terms depending on the amount of the claim, i.e. inclusive of immediate repayment of the entire amount of repayment thereof in instalments within time stipulated in the Agreement. Claims under guarantees arising after 31 December 2016 shall be subject to immediate repayment. Moreover, the Company shall cover additional fees, inclusive of administrative and agency fees, and shall reimburse any costs incurred.

The Credit Agreement also contains provisions imposing certain limitations onto the Company, among other things – with respect to the sale and encumbering of the Company's assets, which are substantially consistent with the limitations provided for in the Reorganisation Agreement. Moreover, the Credit Agreement credit imposes onto the Company certain limitations regarding contracts in connection wherewith guarantees are issued.

The Credit Agreement provides for a catalogue of events (infringements) authorising the Funding Banks to, among other things, reduce the available funds to zero, terminate the Agreement in whole or in part, and to demand immediate payment following ineffective lapse of the remedy period provided for in the Credit Agreement regarding specific events and covering, inter alia, failures to pay or fulfil obligations, to make true statements, insolvency and other events.

The catalogue of securities of the Funding Banks' receivables, provided for in the Credit Agreement, covers, among other things, registered and financial pledge over the Issuer's subsidiary company shares, registered and financial pledge over the Issuer's bank accounts, security assignment with respect to rights under insurance and commercial contracts, power of attorney to bank accounts, and declarations on submission to execution. The catalogue of securities is partially identical with the catalogue of securities provided for in the Agreement regarding debt service terms.

### **Signatures of persons representing the Company:**

**Robert Kosmal – Merger and Takeover Department Manager**