

## **Current report No. 74/2012**

Date prepared: 19.09.2012

Issuer's abbreviated name  
POLIMEX-MOSTOSTAL

Subject:

**Confidential Information – signing of a letter of intent with Agencja Rozwoju Przemysłu S.A.**

Legal basis:

Art. 56 sec. (1) (1) of the Act on Public Offering – confidential information

The Management Board of Polimex-Mostostal S.A. (hereinafter referred to as the '**Company**') with its registered office in Warsaw at ul. Czackiego 15/17 hereby informs that on 18 September 2012 the Company and Agencja Rozwoju Przemysłu S.A. (hereinafter referred to as '**ARP**') signed a non-binding letter of intent the subject matter of which is ARP's participation in the increase of the company capital.

The letter of intent enables ARP to acquire newly issued stock of the Company (hereinafter referred to as the '**Issue for a new investor**') authorising to exercise up to approx. 32,99% of voting rights during a General Meeting of the Company, allowing for future issues scheduled within the framework of the Company reorganisation programme. i.e. issue addressed at the bond holders of the Company (hereinafter referred to as the '**Issue for conversion purposes**') and a possible issue addressed at the current stockholders ('**Pre-emptive rights issue**').

The letter of intent stipulates, inter alia, two alternative options of the ARP investment in the Company stock. In the first version, ARP or entities appointed by it may acquire Company stock of the value of not more than PLN 250,000,000; in the second version, ARP or entities appointed by it may acquire Company stock of the value of not less than PLN 150,000,000 and subscription warrants.

Stock acquisition by ARP will depend on the fulfilment of additional conditions specified in the letter of intent, inclusive of the Company concluding a reorganisation agreement with its financial creditors.

Detailed information on the proposed conditions of individual stock issues have been provided for in draft resolutions to be adopted during a General Meeting convened on 18 September 2012 by the Management Board of the Company (see current report no. 72/2012).

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

Robert Kosmal                      – Head of M&A Department