

Current report No. 99/2015

Date prepared: 19.09.2015

Issuer's abbreviated name: POLIMEX-MOSTOSTAL

Subject: Court registration of a change in the structure of the Issuer's business capital

Legal basis: Art. 56, sec. 1, item 2 of the Act on Public Offering – current and periodic information

The Management Board of Polimex-Mostostal S.A. having its registered office in Warsaw at ul. Jana Pawła II 12 (hereinafter referred to as the '**Company**') inform that as of 18 September 2015 the eMS Ministry of Justice electronic services system (available at <https://ems.ms.gov.EN>) has featured an entry regarding registration by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division of the National Court Registry, of a change in the structure of the Issuer's business capital. The change is related to the in-house process of consolidation of the shares of the Company and consists in consolidation of each 50 shares of the Company of the current nominal value of PLN 0.04 into one share of the Company of a new nominal value of PLN 2.00, which means that the share exchange ratio was set at 50:1. The change is also related to the nominal value of the conditional increase of the business capital.

Prior to the registration of the changes, the business capital was divided into 4,330,940,100 shares which entitled to 4,330,940,142 voting rights at the General Meeting of the Company. Subsequent to the registration of redemption of shares, the business capital of the Company is divided into 86,618,802 shares which entitle to 86,618,802 voting rights at the General Meeting of the Company. The current shares of the Company were consolidated into one series A.

The current wording of § 9 of the Articles of Association of the Company was amended.

The current wording of § 9 of the Articles of Association of the Company was as follows:

'§ 9.

1. *The business capital of the Company is PLN 173,237,604.00 (in words: one hundred, three million, two hundred and thirty-seven thousand, six hundred and four point nil nil Polish zlotys), and is divided into:*
 - 1) *37,500 (in words: thirty-seven thousand, five hundred and fifty) ordinary registered shares of series A of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each;*
 - 2) *381.174.683 (in words: three hundred and eighty one-million, one hundred and seventy-four thousand, six hundred and eighty-three point nil nil Polish zlotys) ordinary bearer shares of series A through F, of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each, admitted to exchange trading;*
 - 3) *235,873 (in words: two hundred and thirty-five thousand, eight hundred and seventy-three) ordinary bearer shares of series G of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each, admitted to exchange trading;*
 - 4) *25,822,625 (in words: twenty-five million, eight hundred and twenty-two thousand, six hundred and twenty-five) ordinary bearer shares of series H, of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each, admitted to exchange trading;*
 - 5) *57,320,725 (in words: fifty-seven million, three hundred and twenty thousand, seven hundred and twenty-five) ordinary bearer shares of series I, of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each, admitted to exchange trading;*
 - 6) *38,733, 090 (in words: thirty-eight million, seven hundred and thirty-three thousand and ninety) ordinary bearer shares of series K, of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each, admitted to exchange trading;*

- 7) 17,829,488 (in words: seventeen million, eight hundred and twenty-nine thousand, four hundred and eighty-eight) ordinary bearer shares of series L, of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each, admitted to exchange trading;
 - 8) 416,666,666 (in words: four hundred and sixteen million, six hundred and sixty-six thousand, six hundred and sixty-six) ordinary bearer shares of series M, of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each;
 - 9) 396,153,846 (in words: three hundred and ninety-six million, one hundred and thirty-three thousand, eight hundred and forty-six) ordinary bearer shares of series N1, of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each;
 - 10) 133,393,702 (in words: one hundred and thirty-three million, three hundred and ninety-three thousand, seven hundred and two) ordinary bearer shares of series P, of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each;
 - 11) 2,863,571,852 (in words: two billion, eight hundred and sixty-three million, five hundred and seventy-one thousand, eight hundred and fifty-two) ordinary bearer shares of series R, of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each.
2. The business capital of the Company shall be conditionally increased by an amount not exceeding PLN 651,965.52 (in words: six hundred and fifty-one thousand, nine hundred and sixty-five point five two Polish zlotys) by means of issuing not more than 16,299,138 (in words: sixteen million, two hundred and ninety-nine thousand, one hundred and thirty-eight) ordinary bearer shares of series G of the nominal value of PLN 0.04 each.
 3. The purpose of the business capital increase provided for in subparagraph (2) is the granting of the rights to acquire series G shares to the holders of subscription warrants issued pursuant to the resolutions of the General Meeting held on 31 January 2006.
 4. The business capital of the Company shall be conditionally increased by an amount not exceeding PLN 928,687.32 (in words: nine hundred and twenty-eight thousand, six hundred and eighty-seven point three two Polish zlotys) by means of issuing not more than 23,217,183 (in words: twenty-three million, two hundred and seventeen thousand, one hundred and eighty-three) ordinary bearer shares of series J of the nominal value of PLN 0.04 each.
 5. The purpose of the business capital increase provided for in subparagraph (4) hereinabove is the granting the rights to acquire series J shares to the holders of subscription warrants issued pursuant to the resolution of the General Meeting held on 4 July 2008.
 6. The business capital of the Company shall be conditionally increased by an amount not exceeding PLN 10,265,216.88 (in words: ten million, two hundred and sixty-five thousand, two hundred and sixteen point eight eight Polish zlotys), and shall be divided into not more than 256,630,422 (in words: two hundred and fifty-six million, six hundred and thirty thousand, four hundred and twenty-two) ordinary bearer shares of series O of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each.
 7. The purpose of the conditional business capital increase provided for in subparagraph (6) hereinabove is the granting the rights to acquire series O shares to the holders of subscription warrants issued by the Company pursuant to Resolution no. 6 of the Extraordinary General Meeting held on 15 October 2012. Entities entitled to acquire series O shares shall be the holders of the subscription warrants provided for hereinabove. The right to acquire series O shares may be exercised until 31 December 2014.
 8. The business capital of the Company shall be conditionally increased by an amount not exceeding PLN 85,000,000 (in words: eight-five million point nil nil Polish zlotys) and shall be divided into not more than 2,215,000,000 (in words: two billion, one hundred and twenty-five) ordinary bearer shares of series S of the nominal value of PLN 0.04 (in words: point nil four Polish zlotys) each.
 9. The purpose of the conditional business capital increase provided for in subparagraph (8) hereinabove is the granting of the rights to acquire series S shares to the holders of subscription warrants issued by the Company pursuant to Resolution no. 6 of the Extraordinary General Meeting held on 31 July 2014. Entities entitled to acquire series S shares shall be the holders of the subscription warrants provided for hereinabove.'

The new wording of § 9 of the Articles of Association of the Company shall be as follows:

§ 9.

1. *The business capital of the Company is PLN 173,237,604.00 (in words: one hundred and three million, two hundred and thirty-seven thousand, six hundred and four point nil nil Polish zlotys), and is divided into 86,618,802 (in words: eighty-six million, six hundred and eighteen, eight hundred and two) ordinary bearer shares of series A of the nominal value of PLN 2.00 (in words: two point nil nil Polish zlotys) each, admitted to exchange trading.*
2. *Deleted.*
3. *Deleted.*
4. *The business capital of the Company shall be conditionally increased by an amount not exceeding PLN 154,638.00 (in words: one hundred and fifty-four thousand, six hundred and thirty-eight point nil nil Polish zlotys) by means of issuing not more than 77,319 (in words: seventy-seven thousand, three hundred and nineteen) bearer shares of series J of the nominal value of PLN 2.00 (in words: two point nil nil Polish zlotys) each.*
5. *The purpose of the business capital increase provided for in subparagraph (4) hereinabove is the granting of the rights to acquire series J shares to the holders of subscription warrants issued pursuant to the resolution of the General Meeting held on 4 July 2008.*
6. *Deleted.*
7. *Deleted.*
8. *The business capital of the Company shall be conditionally increased by an amount not exceeding PLN 85,000,000.00 (in words: eighty-five million point nil nil Polish zlotys) and is divided into not more than 42,500,000 (in words: forty-two million, five hundred thousand) ordinary bearer shares of series S of the nominal value of PLN 2.00 (in words: two point nil nil Polish zlotys) each.*
9. *The purpose of the conditional business capital increase provided for in subparagraph (8) hereinabove is the granting of the rights to acquire series S shares to the holders of shares convertible to series S shares issued by the Company pursuant to Resolution no. 6 of the Extraordinary General Meeting held on 31 July 2014. Entities entitled to acquire series S shares shall be the holders of the convertible shares provided for hereinabove.'*

Signatures of persons representing the Company:

Joanna Białas – Disclosure Requirement Coordinator