

Current report no. 203/2014

Date prepared: 05.12.2014

Issuer's abbreviated name: POLIMEX-MOSTOSTAL

Subject: Conclusion of a conditional contract for sale of the right of perpetual usufruct of real property

Legal basis: Art. 56 sec. 1 item 1 of the Act on Public Offering – confidential information

The Management Board of Polimex-Mostostal S.A. with its registered office in Warsaw at ul. Młynarska 42 („**Company**”) informs that on 5 December 2014 a conditional contract for sale of the right of perpetual usufruct of real property was concluded between Naftoremont – Naftobudowa spółka z ograniczoną odpowiedzialnością - the Company's subsidiary - as the Seller and „Invest-Active” spółka z ograniczoną odpowiedzialnością as the Buyer. The subject matter of the contract is an undeveloped property located in Warsaw, in the Śródmieście district, for which the District Court for Warsaw-Mokotów in Warsaw, X Land and Mortgage Register Division maintains a land and mortgage register KW No. WA4M/00235779/2 (“**Real Property**”), where the Real Property constitutes the subject matter of the contract (“**Conditional Contract**”).

Pursuant to the Conditional Contract, the total net price for the Real Property amounts to PLN 3,900,000 (“**Price**”).

The conclusion of the contract transferring the Real Property (“**Transfer Contract**”) is conditional upon fulfilling the requirements provided in the Conditional Contract: (i) the President of the Capital City of Warsaw does not exercise pre-emptive rights; (ii) the Seller obtains and provides the Buyer with the documents issued by all mortgage creditors owning securities in the form of mortgages on the Real Property, which contain the consents to exempt the Real Property from all mortgages and to remove these mortgages from land and mortgage registers maintained for the Real Property.

The conclusion of the Transfer Contract will take place after receiving a written decision not to exercise pre-emptive rights by the President of the Capital City of Warsaw in relation with the right of perpetual usufruct of the Real Property, or upon the ineffective lapse of the statutory period for exercising those rights, but no later than within 14 days after fulfilling the requirement (ii) above and no later than 31 March 2015.

If the Seller does not obtain the consents of the creditors by 31 March 2015, the Buyer is entitled to withdraw from the Conditional Contract up to 14 April 2015.

The Price, increased by the amount of VAT, shall be paid by the Buyer in the following manner: the total Price shall be transferred to the trust account not later than one day before the date on which the Transfer Contract is concluded.

The conclusion of the Conditional Contract is an element of operational restructuring realisation, of which the Company informed in current report no. 130/2012 on conclusion with financial creditors of the Agreement on the principles of managing the financial debt of the Company and it constitutes the performance of the Company's liabilities resulting from the annex to the Agreement on managing the financial debt, of which the Company informed in detail in current report no. 150/2013 dated 25 October 2013.

Signatures of persons representing the Company:

Ewa Ciborowska - Director of Management Board Service and Legal Advise

