

Current report No. 155/2013

Date prepared: 1.11.2013

Issuer's abbreviated name
POLIMEX-MOSTOSTAL

Subject: Conclusion of contracts pertaining to disposal of real property and disposal of the shares of subsidiary company

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

With reference to the current report no. 150/2013 dated 25 October 2013 pertaining to conclusion of an annex to Agreement on the principles of managing the financial debt signed on 21 December 2012, the Management Board of Polimex-Mostostal S.A. with its registered office in Warsaw at ul. Czackiego 15/17 (the 'Company') informs of conclusion on 31 October 2013 of the following contracts pertaining to the disposed real properties:

1. Conditional Sale Contract of Land Property concluded between "Polimex Development" Kraków Sp. z o.o. as a Seller and Molina spółka z ograniczoną odpowiedzialnością 1 S.K.A. as a Buyer for the net price of PLN 11,000,000; the subject of sale is the perpetual usufruct right to the real property located in Krakow at ul. Wielicka of the area of 56,639 m²; the sale shall take place under the following conditions: (i) non-execution by the Mayor of the City of Kraków the pre-emptive right the City of Kraków is entitled to, (ii) obtaining the consent of all the mortgagers for releasing the real property of all the mortgages and striking such mortgages from the land and mortgages register kept for this real property (iii) conclusion of agreement whereby the Company in case of liquidation of the Seller shall be liable towards the Buyer for the claims, which the Buyer could raise due to the warranty with respect to the Seller; the conclusion of contract for transferring the perpetual usufruct right shall take place within 10 days from fulfilment of the conditions provided in the contract;
2. Conditional Sale Contract of Land Property concluded between BR Development Sp. z o.o. as a Seller and Molina spółka z ograniczoną odpowiedzialnością 2 S.K.A. as a Buyer for the net price of PLN 5,800.000; the subject of sale are the real properties located in Krakow at ul. Powstańców of the area of 596 m² and 10,854 m²; the sale of those real properties shall take place under the following conditions: (i) obtaining the consent of all the mortgagers for releasing the real property of all the mortgages and striking such mortgages from the land and mortgages register kept for this real property (ii) conclusion of agreement whereby the Company in case of liquidation of the Seller shall be liable towards the Buyer for the claims, which the Buyer could raise due to the warranty with respect to the Seller; the conclusion of contract for transferring the property right to the abovementioned real property shall take place within 10 days from fulfilment of the conditions provided in the contract;
3. Conditional Sale Contract of Land Property concluded between "Polimex Development" Kraków Sp. z o.o. as a Seller and Molina spółka z ograniczoną odpowiedzialnością 2 S.K.A. as a Buyer for the net price of PLN 2,000.000; the subject of sale is the perpetual usufruct right to the real property located in Krakow at ul. Tatarska of the plot area of 2,008 m²; the sale shall take place under the following conditions: (i) non-execution by the Mayor of the City of Kraków the pre-emptive right the City of Kraków is entitled to, (ii) obtaining the consent of all the mortgagers for releasing the real property of all the mortgages and striking such mortgages from the land and mortgages register kept for this real property (iii) conclusion of agreement whereby the Company in case of liquidation of the Seller shall be liable towards the Buyer for the claims, which the Buyer could raise due to the warranty with respect to the Seller, (iv) conclusion of sale contract towards the Buyer of a share of a part of the non-residential premises no. B1 in the building no. 5 at ul. Tatarska; the conclusion of contract for transferring the perpetual usufruct right shall take place within 10 days from fulfilment of the conditions provided in the contract;
4. Conditional Sale Contract of Land Property concluded between "Polimex Development" Kraków Sp. z o.o. as a Seller and Molina spółka z ograniczoną odpowiedzialnością 4 S.K.A. as a Buyer for the net price of PLN 7,000.000; the subject of sale is the perpetual usufruct right to the real property located in Katowice at ul. Rzepakowa of the plot area of 23,842 m²; the sale shall take place under the following conditions: (i) non-execution by the Mayor of the City of Katowice the pre-emptive right the City of Katowice is entitled to, (ii) obtaining the consent of all the mortgagers for releasing the real property of all the mortgages and striking such mortgages from the land and mortgages register kept for this real property (iii) conclusion of agreement whereby the Company in case of liquidation of the Seller shall be liable towards the Buyer for the claims, which the Buyer could raise due to the warranty with respect to the Seller; the conclusion of contract for transferring the perpetual usufruct right shall take place within 10 days from fulfilment of the conditions provided in the contract;
5. Conditional Sale Contract of Land Property and Hotel Building concluded between the Company as a Seller and Molina spółka z ograniczoną odpowiedzialnością 6 S.K.A. as a Buyer for the net price of PLN 6,200.000; the subject of sale is the perpetual usufruct right to the real property of the area of 5, 856 m² and property right to the hotel building of the floor space of 2332 m² located in Warsaw at ul. Górczewska; the sale of those real properties shall take place under the following conditions: (i) non-execution by Tesco (Polska) sp. z o.o. the pre-emptive right to the land indicated in the contract and located on that land buildings and structures (ii) obtaining the consent of all the mortgagers for releasing the real property of all the mortgages and striking such mortgages from the land and mortgages register kept for this real property; the conclusion of contract for transferring the property shall take place within 10 days from fulfilment of the conditions provided in the contract;
6. Preliminary Conditional Sale Contract of Land Property concluded between the Company as a Seller and Molina spółka z ograniczoną

odpowiedzialnością 4 S.K.A. as a Buyer for the net price of PLN 1,050.000; the subject of sale is the perpetual usufruct right to the real property of the total area of 16,607 m² located in Nowy Dwór Mazowiecki at ul. Generała Wiktora Thommee; the sale of those real properties shall take place under the following conditions: obtaining the consent of all the mortgagers for releasing the real property of all the mortgages and striking such mortgages from the land and mortgages register kept for this real property; the conclusion of contract for transferring the property shall take place within 10 days from fulfilment of the conditions provided in the contract; 7. Preliminary Conditional Sale Contract of Undeveloped Land Properties concluded between Polimex Mostostal Development Sp. z o.o. as a Seller and Molina spółka z ograniczoną odpowiedzialnością 5 S.K.A. as a Buyer for the net price of PLN 8,500.000; the subject of sale is the property right to the: (i) real property of the total area of 2595 m² located in Warsaw at ul. Bekasów, (ii) real property of the total area of 1109 m² located in Warsaw at ul. Pustuleczki, (iii) real property of the area of 736 m² located in Warsaw at ul. Roentgera, (iv) real property of the total area of 3286 m² located in Warsaw at ul. Roentgera, (v) real property of the total area of 1,024 m² located in Warsaw at ul. Bekasów, on the corner of ul. Lelka; the sale shall take place under the following conditions: (i) obtaining the consent of all the mortgagers for releasing the real property of all the mortgages and striking such mortgages from the land and mortgages register kept for this real property, (ii) conclusion of agreement whereby the Company in case of liquidation of the Seller shall be liable towards the Buyer for the claims, which the Buyer could raise due to the warranty with respect to the Seller, (iii) providing to the Buyer the assumption of all the rights and obligations under the leasing contract concluded with the Capital City of Warsaw, alternatively enabling the Buyer the purchase of the plots being the subject of the lease; the conclusion of contract for transferring the property shall take place within 10 days from fulfilment of the conditions provided in the contract; and also: 1. Conditional Final Sale Contract of Real Property, Conditional Final Contract for establishing separate title for the residential premises and their sale and Conditional Final Sale Contract of the Share in developed real property concluded between the Company as a Seller and Molina spółka z ograniczoną odpowiedzialnością 3 S.K.A. as a Buyer, the subject of which is a sale of plots in land properties and founding on them of 8 buildings as well as the sale of 28 premises and houses in row houses together with appurtenant shares in jointly owned property as well as the share in the co-ownership of the land property, developed with transformer station located in Ustroń at ul. Beskidzka, for the net price of PLN 6,850.000; 2. Conditional Final Contract for establishing separate title for the residential premises and their sale and Conditional Final Sale Contract of the Share in co-ownership in the non-residential premises concluded between Polimex Mostostal Development Sp. z o.o. as a Seller and Molina Sp. z o.o. 5 S.K.A. as a Buyer the subject of which is a sale of 15 premises together with the share in the jointly owned property located in Warsaw at ul. Pustuleczki, and the share in the co-ownership of the non-residential premises for the total net price of PLN 9,000.000; 3. Conditional Final Contract of the for establishing separate title for the residential premises and their sale and Conditional Final Sale Contract of the Share in co-ownership in the non-residential premises concluded between "Polimex Development" Kraków Sp. z o.o. as a Seller and Molina Sp. z o.o. 2 S.K.A. as a Buyer, the subject of which is a sale of 15 premises located in Kraków at ul. Klina Babiczna 1 and the share in the co-ownership of the non-residential premises for the net price of PLN 3,500.000; 4. Conditional Final Contract of the for establishing separate title for the residential premises and their sale and Conditional Final Sale Contract of the Share in co-ownership in the non-residential premises concluded between Polimex-Development Inwestycje Spółka z ograniczoną odpowiedzialnością Apartamenty Tatarska S.K.A. as a Seller and Molina Sp. z o.o. 2 S.K.A. as a Buyer, the subject of which is a sale of 16 premises located in Kraków at ul. Tatarska, and the share in the co-ownership of the non-residential premises for the total net price of PLN 7,800.000; 5. Conditional Final Contract of the for establishing separate title for the residential premises and their sale and Conditional Final Sale Contract of the Share in co-ownership in the non-residential premises concluded between "Polimex Development" Kraków Sp. z o.o. as a Seller and Molina spółka z ograniczoną odpowiedzialnością 1 S.K.A. as a Buyer, the subject of which is a sale of 30 premises and the share in the co-ownership of non-residential premises located in Kraków at ul. Wielicka for the total net price of PLN 7,950.000; 6. Conditional Final Contract for establishing separate title for the residential premises and their sale, Sale of the share in the non-residential premises G1, Sale of perpetual usufruct of the land, Conditional Sale Contract of the perpetual usufruct right to land and ownership right to buildings, Conditional Sale Contract of the perpetual usufruct right to non-developed land between the Company as a Seller Molina spółka z ograniczoną odpowiedzialnością 3 S.K.A. as a Buyer, the subject of which is (i) sale of land property located in Opole at ul. Szymona Koszyka as well as (ii) establishment of separate title for the residential premises located in Opole at ul. Szymona Koszyka and their sale for the total net price of PLN 8,900,000. In reference to all of the above-mentioned Conditional Sale Contracts or Preliminary Conditional Sale Contracts of real properties, residential premises or share in co-ownership of the non-residential premise, if until 31 December 2013 (included) all conditions provided for in particular contract are not fulfilled and the Buyer does not waive particular condition, particular contract shall be automatically terminated as of 31 December 2013. Pursuant to the provisions of each contract, the Buyer has the right to withdraw from the contract by 31 December 2013 on the basis of article 395 of the Civil Code. In all contracts, the liability of the Seller due to the warranty regulated in articles 556-576 of the Civil Code was modified on the basis of article 558 § 1 in such a manner that irrespective of the rights due to the warranty regulated in articles 556-576 of the Civil Code the Seller shall bear liability for the damages (in the scope of apparent losses) incurred by the Buyer as a result of falseness, incompleteness, unreliability or incorrect declarations and assurances made by the Seller. The liability for payment of compensation constitutes a strict guarantee, irrespective of the Seller's fault and the actual knowledge of Parties to the contract. The guarantee liability of the Seller is limited to the amount of the gross sale price provided for in particular contract and can be claimed within 3 (three) years of the day of concluding the contract transferring particular right to real properties or premises. The Company informs of conclusion on 31 October 2013 of Conditional Sale Contract of Shares in "Zarząd Majątkiem Górczewska" sp. z o.o. between the Company as a Seller and Merkur-Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych as a Buyer for the price of PLN 25,000,000. The assets of "Zarząd Majątkiem Górczewska" sp. z o.o. comprise a commercial real estate and an office building located in Warsaw at ul. Górczewska 216/218. The transfer of shares and payment

of the price are dependent on the occurrence of conditions, including: (i) lack of obligation to report the transaction covered by the present contract to the President of the Office of Competition and Consumer Protection, including other possible related purchase transactions of other real properties or companies between the companies belonging to the capital group within the meaning of the Act of 16 February 2007 on competition and consumer protection (Dz.U. (Journal of Laws) of 2007, No. 50, item 331, as amended), (ii) change of the object of a registered pledge on a set of chattels and rights of the Company on the basis of Contract of Registered Pledge on Assets dated 17 April 2013 concluded between the Company as a Pledgor and Powszechna Kasa Oszczędności Bank Polski S.A. with its registered office in Warsaw as a Pledgee in such a manner to exclude from the object of this pledge disposed shares; (iii) adoption by the Meeting of Investors of the Buyer of the resolution on the consent to purchase the object covered by the present Conditional Sale Contract on conditions provided for in the present Contract; (iv) conclusion of law concerning the reprivatisation claims with regard to real properties belonging to "Zarząd Majątkiem Górczewska" sp. z o.o. If until 31 December 2013 (included) all the conditions provided for in the contract are not fulfilled and the Buyer does not waive particular condition, Conditional Sale Contract of Shares shall be automatically terminated as of 31 December 2013. Pursuant to the provisions of the contract, the Buyer has the right to withdraw from the contract by 31 December 2013 on the basis of article 395 of the Civil Code. The Parties excluded the liability of the Company due to the warranty for legal defects of the shares. The maximum and aggregate liability of the Company for non-performance or improper performance of the above-mentioned contract is limited to 100% of the sale price of shares increased by the costs of pursuance of claims by the Buyer. However, such restriction does not apply to the cases of non-performance or improper performance of a liability due to wilful misconduct of the Company. The conclusion of the above-mentioned contracts 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 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:
Robert Kosmal - Manager of the Shareholder Supervision