

Current report No. 6/2013

Date prepared: 23.01.2013

Issuer's abbreviated name

POLIMEX-MOSTOSTAL

Subject: Information on registration of the increase of the Company's business capital and amendments to the Articles of Association

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. („hereinafter referred to as **“the Company”**) informs that today, i.e. on 23 January 2013 it obtained information on issuing on 22 January 2013 by the District Court in Warsaw for the capital city of Warsaw, XII Economic Division of the National Court Register of provision by virtue of which amendments to the Articles of Association made by the resolutions no. 3, 4 and 6 of the Extraordinary General Meeting of the Company of 15 October 2012. were registered in the register of entrepreneurs.

Pursuant to the above provision, the Court has registered:

- the increase of the business capital of the Company by the amount of PLN 16 666 666.64 by way of issue of 416 666 666 of series M ordinary bearer shares of nominal value PLN 0.04 each;
- the increase of the business capital of the Company by the amount of PLN 15 846 153.84 by way of issue of 396 153 846 of series N1 ordinary bearer shares of nominal value PLN 0.04 each.

As a result of the above registration of the increase of the business capital on the day of publishing of this current report, business capital of the Company amounts to PLN 53 358 983.52 and is divided into 1 333 974 588 shares of nominal value PLN 0.04 each, entitling to cast 1 333 974 588 votes at the General Meeting of the Company.

Furthermore, pursuant to the this provision, the Court has registered the conditional increase of the business capital by the amount not exceeding PLN 10 265 216.88 by way of issue 256 630 422 of subscription warrants entitling the holder to acquire no more than 256 630 422 series O ordinary bearer shares, made pursuant to the resolution no. 6 of the Extraordinary General Meeting of the Company of 15 October 2012. As a result of the above registration, total conditional business capital of the Company amounts to PLN 11 845 869.72.

Furthermore, the Management Board of the Company announces the amendments to the wording of the Articles of Association in relation to submitting by the Management Board a declaration of specifying the wording of the Articles of Association in relation to acquiring of series M shares and issuing of series N1 shares by the subscribers as well as in relation to registration of conditional business capital increase by the Company.

The current wording of the § 9 of the Articles of Association of the Company:

“1. Business capital of the Company is PLN 20 846 163.04 (in words: twenty million, eight hundred and forty-six thousand, one hundred and sixty-three point zero four) and is divided into:

- 1) 50 050 (in words: fifty thousand and fifty) series A ordinary registered shares of nominal value of PLN 0.04 (in words: point zero four) each,
- 2) 381 162 225 (in words: three hundred and eighty-one million, one hundred and sixty-two thousand, two hundred and twenty-five) series A to F ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 3) 235 873 (in words: two hundred and thirty-five thousand, eight hundred and seventy-three) series G ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 4) 25 822 625 (in words: twenty-five million, eight hundred and twenty-two thousand, six hundred and twenty-five) series H ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 5) 57 320 725 (in words: fifty-seven million, three hundred and twenty thousand, seven hundred and twenty-five) series I ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 6) 38 733 090 (in words: thirty-eight million, seven hundred and thirty-three thousand and ninety) series K ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 7) 17 829 488 (in words: seventeen million, eight hundred and twenty-nine thousand, four hundred and eighty-eight) series L ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing.

2. 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 fifty two) by means of issuing no more than 16 299 138 (in words: sixteen million, two hundred and ninety-nine thousand, one hundred and thirty-eight) series G bearer shares of nominal value of PLN 0.04 each.

3. The purpose of the business capital increase provided for in (2) is to grant the right to acquire series G shares to the holders of subscription warrants issued pursuant to the resolutions of the General Meeting dated 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 thirty-two) by means of issuing no more than 23 217 183 (in words: twenty-three million, two hundred and seventeen thousand, one hundred and eighty-three) series J bearer shares of nominal value of PLN 0.04 each.

5. The purpose of the business capital increase provided for in (4) hereinabove is to grant the right to acquire series J shares to the holders of subscription warrants issued pursuant to the resolution of the General Meeting dated 4 July 2008.”

New wording of the § 9 of the Articles of Association of the Company:

“Business capital of the Company is PLN 53 358 983.52 (in words: fifty three million, three hundred and fifty-eight thousand, nine hundred and eighty-three point fifty-two) and is divided into:

- 1) 37 550 (in words: thirty-seven thousand and five hundred fifty) series A ordinary registered shares of nominal value of PLN 0.04 (in words: point zero four) each,
- 2) 381 174 725 (in words: three hundred and eighty-one million, one hundred and seventy-four thousand, seven hundred and twenty-five) series A to F ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 3) 235 873 (in words: two hundred and thirty-five thousand, eight hundred and seventy-three) series G ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 4) 25 822 625 (in words: twenty-five million, eight hundred and twenty-two thousand, six hundred and twenty-five) series H ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 5) 57 320 725 (in words: fifty-seven million, three hundred and twenty thousand, seven hundred and twenty-five) series I ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 6) 38 733 090 (in words: thirty-eight million, seven hundred and thirty-three thousand and ninety) series K ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 7) 17 829 488 (in words: seventeen million, eight hundred and twenty-nine thousand, four hundred and eighty-eight) series L ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing,
- 8) 416 666 666 (in words: four hundred and sixteen million, six hundred and sixty-six thousand, six hundred and sixty-six) series M ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each,
- 9) 396 153 846 (in words: three hundred and ninety-six million, one hundred and fifty-three thousand, eight hundred and forty-six) series N1 ordinary bearer shares of nominal value of PLN 0.04 (in words: point zero four) each.

2. 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 fifty two) by means of issuing no more than 16 299 138 (in words: sixteen million, two hundred and ninety-nine thousand, one hundred and thirty-eight) series G bearer shares of nominal value of PLN 0.04 each

3. The purpose of the business capital increase provided for in (2) is to grant the right to acquire series G shares to the holders of subscription warrants issued pursuant to the resolutions of the General Meeting dated 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 thirty-two) by means of issuing no more than 23 217 183 (in words: twenty-three million, two

hundred and seventeen thousand, one hundred and eighty-three) series J bearer shares of nominal value of PLN 0.04 each.

5. The purpose of the business capital increase provided for in (4) hereinabove is to grant the right to acquire series J shares to the holders of subscription warrants issued pursuant to the resolution of the General Meeting dated 4 July 2008.

6. 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 eighty-eight) by means of issuing no more than 256 630 422 (in words: two hundred and fifty-six thousand, six hundred and thirty, four hundred and twenty-two) series O ordinary bearer shares of nominal value of PLN 0.04 each.

7. The purpose of the business capital conditional increase provided for in (6) hereinabove is to grant the right to acquire series O shares to the holders of subscription warrants issued by the Company pursuant to the resolution of the Extraordinary General Meeting no. 6 of 15 October 2012. The holders of subscription warrants provided for hereinabove shall be entitled to acquire series O shares. The right to acquire series O shares may be executed by 31 December 2014.”

Signatures of the persons representing the Company:

Przemysław Milczarek – Managing Director