

Message No. 84/2015

Date prepared: 7/07/2015

Issuer's abbreviated name: POLIMEX-MOSTOSTAL

Subject: Redemption of shares, reduction of the Company's share capital, registration of the Company's amended statute

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. with its registered office in Warsaw at ul. Młynarska 42 (hereinafter: the '**Company**') informs that they have obtained information through the e-service system of the Ministry of Justice (eMS) (available at <https://ems.ms.gov.pl>) about the registration of the reduction of the Issuer's share capital by the District Court of the Capital City of Warsaw, 12th National Court Register Division. The registration took place on 7 July 2015.

The share capital of the Company was reduced from PLN 173,237,605.68 (in words: one hundred and seventy-three million, two hundred and thirty-seven thousand, six hundred and five point sixty-eight) to 173,237,604.00 (in words: one hundred and seventy-three million, two hundred and thirty-seven thousand, six hundred and four zlotys) in order to adjust the amount of the Company's share capital to the share swap ratio of the Company.

The redemption of shares concerned 42 (in words: forty-two) ordinary own bearer shares of the Company of the nominal value of 0.04 (in words: four grosz) each, acquired by the Company for redemption, in execution of resolution no. 7 of the Ordinary General Meeting dated 4 December 2014 with respect to *expressing consent for purchase of own shares with the aim of their redemption by the Company*. The redeemed shares entitled to 42 votes at the Company's General Meeting.

Own shares under the redemption were acquired by the Company free of charge.

Prior to registration of the above changes in the share capital, it consisted of 4,330,940,142 shares entitling to 4,330,940,142 votes at the Company's General Meeting. After the registration, the share capital consists of 4,330,940,100 shares entitling to 4,330,940,100 votes at the Company's General Meeting.

Equally, 37,550 A series ordinary registered shares were converted into ordinary bearer shares and denoted as series A1.

Moreover, due to the fact that the number of shares in A-F series, after the abovementioned conversions, jointly amounts to 381,174,683, the Company made the appropriate changes in section 9 of the KRS register of entrepreneurs, crossing out particular series of shares from A to F and introducing the common A, B, C, D, E, F series, jointly amounting to 381,174,683.

The previous wording of § 9 (1) of the Articles of Association of the Company was changed.

The previous wording of § 9 (1) of the Articles of Association of the Company:

**“§ 9.**

*The share capital of the Company amounts to PLN 173,237,605.68 (one hundred and seventy-three million, two hundred and thirty-seven thousand, six hundred and five point sixty-eight zlotys) and shall be divided into:*

- 1) *37,550 (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 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) ordinary bearer shares of series A to F of the 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) ordinary bearer shares of G series of the 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) ordinary bearer shares of H series of the 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) ordinary bearer shares of series I of the 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) ordinary bearer shares of K series of the 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) ordinary bearer shares of L series of the 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) ordinary bearer shares of M series of the 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) ordinary bearer shares of N1 series of the nominal value of PLN 0.04 (in words: point zero four) each,
- 10) 133,393,702 (one hundred and thirty-three million, three hundred and ninety-three thousand, seven hundred and two) ordinary bearer shares of P series of the nominal value of PLN 0.04 (point zero four) each, and
- 11) 2.863.571.852 (two billion, eight hundred and sixty-three million, five hundred and seventy-one thousand, eight hundred and fifty-two) ordinary bearer shares of R series of the nominal value of PLN 0.04 (point zero four) each.”

Current wording of the § 9 (1) of the Articles of Association of the Company:

**“§ 9.**

1. The share capital of the Company amounts to PLN 173,237,604.00 (one hundred and seventy-three million, two hundred and thirty-seven thousand, six hundred and four zlotys) and shall be divided into:
  - 1) 37.550 (thirty-seven thousand, five hundred and fifty) series A1 ordinary bearer shares of the nominal value of PLN 0.04 (point zero four) each,
  - 2) 381.174.683 (three hundred and eighty-one million, one hundred and seventy-four thousand, six hundred and eighty-three) ordinary bearer shares of series A to F of the nominal value of PLN 0.04 (point zero four) each, admitted to listing,
  - 3) 235.873 (two hundred and thirty-five thousand, eight hundred and seventy-three) series G ordinary bearer shares of the nominal value of PLN 0.04 (point zero four) each, admitted to listing,
  - 4) 25.822.625 (twenty-five million, eight hundred and twenty-two thousand, six hundred and twenty-five) ordinary bearer shares of H series of the nominal value of PLN 0.04 (point zero four) each, admitted to listing,
  - 5) 57.320.725 (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 (point zero four) each, admitted to listing,

- 6) 38.733.090 (thirty-eight million, seven hundred and thirty-three thousand and ninety) ordinary bearer shares of K series of the nominal value of PLN 0.04 (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) ordinary bearer shares of L series of the nominal value of PLN 0.04 (in words: point zero four) each, admitted to listing.
- 8) 416.666.666 (four hundred and sixteen million, six hundred and sixty-six thousand, six hundred and sixty-six) ordinary bearer shares of M series of the nominal value of PLN 0.04 (point zero four) each,
- 9) 396.153.846 (three hundred and ninety-six million, one hundred and fifty-three thousand, eight hundred and forty-six) ordinary bearer shares of N1 series of the nominal value of PLN 0.04 (point zero four) each,
- 10) 133.393.702 (one hundred and thirty-three million, three hundred and ninety-three thousand, seven hundred and two) ordinary bearer shares of P series of the nominal value of PLN 0.04 (point zero four) each,
- 11) 2.863.571.852 (two billion, eight hundred and sixty-three million, five hundred and seventy-one thousand, eight hundred and fifty-two) ordinary bearer shares of R series of the nominal value of PLN 0.04 (point zero four) each."

The consolidated text of the statute was accepted by the Supervisory Board through resolution no. 120/XI of 30 June 2015.

Signatures of persons representing the Company:

Joanna Białas – Disclosure Requirement Coordinator