

Current report No. 95/2013

Date prepared: 2.07.2013

Issuer's abbreviated name:

POLIMEX-MOSTOSTAL

Subject: Disposal of an organised part of the enterprise

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

The Management Board of Polimex-Mostostal S.A. with its registered office in Warsaw (hereinafter referred to as the 'Company') informs that on 2 July 2013 WELDON Spółka z ograniczoną odpowiedzialnością with its registered office in Brzezówka, KRS no. 0000165528 (hereinafter referred to as the 'Buyer'), concluded with the Company a preliminary contract of sale of an organised part of Polimex-Mostostal S.A, i.e. Zakład Zabezpieczeń Antykorozyjnych Dębica Branch in Dębica (hereinafter referred to as 'Zakład'). The line of business of Zakład is hot-dip galvanisation of steel structures.

Sale price of Zakład amounts to: PLN 18,300,000 (eighteen million three hundred thousand zloty) assuming that the book value of the stock of Zakład agreed by the Parties is maintained as of the day of conclusion of the promised contract of sale of Zakład (hereinafter referred to as the 'Closing Date') with the possibility of amending it accordingly within the scope agreed by the Parties if the value of the stock of Zakład proves to be higher than the value agreed by the Buyer and the Company.

The promised contract of sale Zakład shall be concluded no later than 29 December 2013 and shall be dependent on the fulfilment of the following conditions precedent:

1. payment by the Buyer, prior to the Closing Date, of the promised sale price (reduced by the amount of the advance payment paid to the escrow account upon conclusion of the preliminary contract) to the escrow account;
2. submission to the Buyer: (A) of a declaration with respect to waiving mortgages encumbering the real estate constituting the subject matter of the sale together with a petition for removal of these mortgages from the land and mortgage register or an order of a competent court confirming removal of the mortgages from the land and mortgage register of the real estate of Zakład, and (B) of a declaration on the basis of which the encumbrance holders will agree directly or through the administrator of the lien on the enterprise of the Company (to the extent that it encumbers the elements of Zakład) to exclude the elements of Zakład being subject to the lien from the subject matter of the lien together with an application for an amendment to the entry regarding the lien with respect to releasing/removing from encumbrance of the elements of Zakład, or an order of a competent Court with respect to changing the subject matter of the lien through releasing/removing from encumbrance of the elements of Zakład;
3. the Parties obtaining certificates of from the tax office and the Polish Social Insurance Institution of the content agreed by the Parties;
4. the Buyer obtaining conditional decisions of competent authorities on the transfer onto the Buyer of environmental permits indicated in the preliminary contract.

The Company has undertaken to include in the promised contract of sale of Zakład the obligation to pay the contractual penalty of 2.5% (two point five per cent) of the sale price for submitting untrue statements provided for in the Agreement if, within 1 (one) calendar year of the Closing Date, selected statements of the Company prove to be untrue as of the Closing Date, subject to the fact that:

1. total amount of the aforementioned contractual penalties (in the event of more than one breach) may not exceed 8% (eight per cent) of the sale price;
2. the aforementioned contractual penalty shall be due only if the damage sustained by the Buyer in relation to a given untrue statement of the Company exceeds PLN 100,000 (one hundred thousand Polish zloty).

Signatures of persons representing the Company:

Robert Kosmal - Manager of the Shareholder Supervision and Equity Investments Office