



No. 51 /2010

Date: 28-06-2010

**Subject: Second notice about planned merger of Polimex-Mostostal S.A. with its subsidiary Naftobudowa S.A.**

*Legal basis: Article 56 section 1 item 2 of the Act on public offering - current and periodic information*

The Management Board of Polimex-Mostostal S.A. with the registered office in Warsaw, ul. Czackiego 15/17, 00-950 Warsaw, entered in the Entrepreneurs Register of the National Court Register with number KRS 0000022460, maintained by the District Court for the capital city of Warsaw, 12th Commercial Division of the National Court Register (“Polimex-Mostostal”), acting pursuant to Article 504 §1 and §2 in connection with Article 402<sup>1</sup> of the Commercial Companies Code, hereby notifies for the second time about the planned merger of Polimex-Mostostal with Naftobudowa S.A. (“Acquired Company”). The merger is to proceed under Article 492 §1 item 1 of the Commercial Companies Code by transfer of entire property of the Acquired Company onto Polimex-Mostostal in line with the conditions of the Merger Plan, as published in *Monitor Sądowy i Gospodarczy* official gazette, issue No. 91, on 12 May 2010.

The Merger Plan was also published as an enclosure to the current report 28/2010 of 30 April 2010.

Between 11 June 2010 and the day that precedes the day of the General Meeting when the above merger resolution is scheduled for adoption, the stockholders of Polimex-Mostostal can familiarise with the following documents at the registered office of the Company, ul. Czackiego 15/17, room 320, 8:30 a.m. – 4:00 p.m.:

- 1) Merger Plan;
- 2) Financial statements and management reports for both companies for the past three financial years, including opinions and reports of expert auditors;
- 3) Draft resolutions of the General Meetings of both companies on the issue of the

merger;

- 4) Draft amendment of the Articles of Association of Polimex-Mostostal;
  - 5) Valuation of the Acquired Company as at 1 March 2010;
  - 6) Statements informing about the current status of accounting books for both companies as at 1 March 2010;
  - 7) Statements of the management boards of both companies justifying the merger;
  - 8) Expert auditor opinion on reliability and correctness of the Merger Plan.
- Pursuant to Article 504 §2 item 2 of the Commercial Companies Code, the period when the stockholders can familiarise with the above documents must be at least one month prior to adoption by the General Meeting of the resolutions named above in item 3.

The date of the General Meeting when the merger resolution mentioned in item 3 above is scheduled for adoption will be notified to the stockholders of Polimex-Mostostal via a separate notice, pursuant to Article 402<sup>1</sup> of the Commercial Companies Code.

Legal basis: Article 56 section 1 item 2 of the Act on public offering and introduction of financial instruments to organised trading and on public companies.