



Number 27/2010

Date: 27.04.2010

Topic: Merger plan.

Legal grounds: Article 56 (1) (2) of the Act on offers – current and periodical information

The Management Board of Polimex-Mostostal S.A. informs that on 27 April 2010 there was a Merger Plan signed providing for the principles of merger of Polimex-Mostostal S.A. as the Acquiring Company, and the Acquired Companies, i.e. Energomontaż-Północ S.A., Naftoremont sp. z o.o., Zakłady Remontowe Energetyki Kraków Sp. z o.o., Zakłady Remontowe Energetyki Lublin S.A., EPE-Rybnik sp. z o.o. and ECeRemont sp. z o.o. The Merger Plan provides for, among other things, the manner of merger and its legal grounds, the methodology of appraisal of the Acquired Companies, the rate of exchange of the shares of Energomontaż-Północ S.A. and Zakłady Remontowe Energetyki Lublin S.A. against the Merger Issue Shares, the rate of exchange of the shares of Naftoremont sp. z o.o. and Zakłady Remontowe Energetyki Kraków Sp. z o.o. against the Merger Issue Shares, and the principles of granting the Acquiring Company shares in relation to the merger. Polimex-Mostostal S.A., as the Acquiring Company, holds 100% of the shares in ECeRemont sp. z o.o. and EPE-Rybnik sp. z o.o.; therefore, the merger with those companies will take place pursuant to Article 515 (1) (1) of the Code of Commercial Companies, i.e. without increasing the business capital of the Acquiring Company by the amount corresponding with the value of the shares in ECeRemont sp. z o.o. and EPE-Rybnik sp. z o.o. respectively. Therefore, no issuance of the Merger Issue Shares to the sole partner, i.e. the Acquiring Company, will take place.

At the same time, we wish to inform that the merging companies will submit a joint application to a competent court of registration for the appointment of an expert for the purpose of auditing the Merger Plan with respect to its reliability and correctness, and drawing up an opinion on the matter to be made available by the Company in the form of a current report following the reception of the opinion.

The Merger Plan constitutes an annex to this current report.

Legal grounds: § 5 (1) (13) as related to § 19 (2) (1) of the Ordinance of the Minister of Finances dated 19 February 2009 on current and periodical information provided by issuers of securities and terms of deeming information required by the regulations of a non-Member State equivalent (Journal of Laws of 2009, No. 33, item 259).