



No. **46 /2009**

Date: 24-11-2009

**Topic: Merger Plan**

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

The Management Board of Polimex-Mostostal S.A. informs that on 24 November 2009 there was a Merger Plan signed providing for the terms and conditions of merging Polimex-Mostostal S.A. as the Acquiring Company and Acquired Companies, i.e. Energomontaż S.A., Naftoremont sp. z o.o., ZRE Kraków sp. z o.o., ZRE 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 the legal grounds for it, methodology of appraisal of the Acquired Companies, the parity of exchange of the stock of Energomontaż-Północ S.A., Naftobudowa S.A. and ZRE Lublin S.A. for the Merger Issue Shares, the parity of exchange of the stock of Naftoremont Sp. z o.o. and of ZRE Kraków Sp. z o.o. for the Merger Issue Shares, and the principles pertaining to the manner of granting the stock of the Taking Over Company.

Polimex-Mostostal S.A. as the Acquiring Company holds 100% of shares in ECeRemont sp. z o.o. and in EPE Rybnik sp. z o.o. The merger with the Companies will take place pursuant to Article 515 § 1 of the Code of Commercial Companies, i.e. without increasing the share 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. Thus, the Merger Issue Shares will not be issued to the sole partner, i.e. the Acquiring Company.

We also wish to inform that the merging Companies will submit a joint application to the relevant registry court for the appointment of a certified auditor to audit and provide an expert opinion on the Merger Plan which will be made available by the Company in the form of a message immediately after it has been received.

The Merger Plan constitutes an Annex to this message.

*Legal grounds:* § 5 (1) (13) as related to § 19 (2) (1) of the Ordinance of the Minister of Finance 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).