



No. 5 /2010

Date: 19.01.2010

**Topic: First notice of the intended merger of Polimex-Mostostal S.A. and subsidiary companies.**

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

The Management Board of Polimex-Mostostal S.A. having its seat in Warsaw at ul. Czackiego 15/17, 00-950 Warsaw, Poland, registered in the Register of Entrepreneurs of the National Court Registry maintained by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division of the National Court Register, under no. KRS 0000022460 (hereinafter referred to as '**Polimex-Mostostal**'), acting pursuant to Article 504 (1) and (2) as related to Article 402<sup>1</sup> of the Code of Commercial Companies, for the first time notifies of the intended merger of Polimex-Mostostal and the following subsidiary companies: Energomontaż-Północ S.A., Naftobudowa 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. (hereinafter referred to as the '**Acquired Companies**'). The merger shall take place in the course of Article 492 (1) (1) of the Code of Commercial Companies by means of transfer of the entirety of the assets of the Acquired Companies onto Polimex-Mostostal on the terms provided for in the merger plan announced on 22 December 2009 in the Monitor Sądowy i Gospodarczy no. 249.

The merger plan was also published as an annex to the current report no. 46/2009 dated 25 November 2009. On 24 November 2009, the merger plan was submitted to the District Court for the Capital City of Warsaw.

As of 18 January 2010 to the day preceding the date of General Meeting, the agenda of which shall provide for a resolution on the merger, Polimex-Mostostal stockholders will be capable of acquainting themselves, at the seat of the Company in Warsaw, ul. Czackiego 15/17, 3<sup>rd</sup> floor, Room 320, 08:30 to 16:30 each business day, with the following documents:

- 1) Merger plan,
- 2) Financial statements and reports of the management board on the activity of the merging companies covering the last three financial years, inclusive of opinions and reports by a certified auditor,
- 3) Draft resolutions of the General Meetings/Meetings of Partners of the merging companies regarding the merger,
- 4) Draft amendments to the Statutes of Polimex-Mostostal,
- 5) Appraisal of the value of assets of the Acquired Companies as on 01.10.2009,
- 6) Statements containing information on the balances of the merging companies developed for the purposes of the merger as of 01.10.2009,
- 7) Reports of the management boards of the merging companies justifying the merger,
- 8) Opinion by a certified auditor on the correctness and reliability of the Merger Plan.

Pursuant to Article 504 (2) (2) of the Code of Commercial Companies, the term for the

stockholders to acquaint themselves with the aforementioned documents shall not be shorter than a month prior to the day of the General Meeting adopting the resolution provided for in subparagraph 3 hereinabove.

The Management Board of Polimex-Mostostal plans to publish a second notice of the matter to within a period not shorter than two weeks of the date of the first notice.

The date of the General Meeting the agenda of which shall provide for the adoption of the resolution provided for in subparagraph 3 hereinabove shall be advised to Polimex-Mostostal stockholders separately, pursuant to Article 402<sup>1</sup> of the Code of Commercial Companies.

Legal grounds: Article 56 (1) (2) of the Act on public offering and conditions of organised trade in financial instruments, and on public companies.