

5 April 2017

**Position of the Management Board of Polimex-Mostostal S.A.
concerning the call for subscription for Polimex-Mostostal S.A. shares announced by
PGE Polska Grupa Energetyczna Spółka Akcyjna having its registered office in
Warsaw, ENEA Spółka Akcyjna having its registered office in Poznań, ENERGA
Spółka Akcyjna having its registered office in Gdańsk, and PGNiG Technologie
Spółka Akcyjna having its registered office in Krosno on
21 March 2017**

The Management Board of Polimex-Mostostal S.A. having its registered office in Warsaw (hereinafter referred to as the "Company"), acting pursuant to Article 80 of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies (hereinafter referred to as the "Act on Public Offering"), presents its position concerning the call for subscription for the Company's shares announced by PGE Polska Grupa Energetyczna Spółka Akcyjna having its registered office in Warsaw, ENEA Spółka Akcyjna having its registered office in Poznań, ENERGA Spółka Akcyjna having its registered office in Gdańsk, and PGNiG Technologie Spółka Akcyjna having its registered office in Krosno (hereinafter referred to as the "Inviting Parties") on 21 March 2017, amended on 28 March 2017 (hereinafter referred to as the "Call").

1. Call description

In accordance with the Call announced pursuant to Article 73 (2) (1) of the Act on Public Offering, PGE Polska Grupa Energetyczna Spółka Akcyjna having its registered office in Warsaw, ENEA Spółka Akcyjna having its registered office in Poznań, ENERGA Spółka Akcyjna having its registered office in Gdańsk, and PGNiG Technologie Spółka Akcyjna having its registered office in Krosno, acting jointly and in concert as provided for in Article 87 (1) (5) of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies (hereinafter referred to as the "Purchasers"), intend to purchase, as a result of the Call, 168,408 (one hundred and sixty-eight thousand four hundred and eight) dematerialised ordinary bearer shares, designated in the national depository for securities kept by Krajowy Depozyt Papierów Wartościowych S.A. with code ISIN PLMSTSD00019 (hereinafter referred to as the "Shares"), admitted and introduced to trading on a regulated market – the official stock-exchange listing market operated by Giełda Papierów Wartościowych w Warszawie S.A. (hereinafter referred to as the Warsaw Stock Exchange). The Shares correspond approximately to 0.07 % of the total number of votes at the general meeting of the Company. Each Purchaser intends to purchase not more than 42,102 (forty-two thousand one hundred and two) Shares.

At the moment, the Inviting Parties directly own shares representing ca. 65.93 % of the Company's share capital. As a result of the Call, the Inviting Parties intend to reach the threshold of 66% of the total number of votes in the Company.

2. Basis for the position of the Management Board of the Company

This position of the Management Board of the Company has been drawn up on the basis of:

- information provided by the Inviting Parties in the Call, including information about the highest price paid for the Company's shares by the Inviting Parties or their related entities within 12 months prior to the publication of the Call.
- analysis of the average market price of the Company's shares at the Warsaw Stock Exchange during the 3 three months preceding the Call.
- data concerning the Company, in particular publicly available information and data concerning market and factual factors having an impact on the financial situation and operations of the Company.

3. Opinion concerning the impact of the Call on the Company's interest, including employment in the Company, strategic plans of the Inviting Parties with respect to the Company and their possible impact on employment in the Company and the location of its business

According to the Call, the plans of the Inviting Parties with respect to the Company assume that the Inviting Parties will maintain their equity participation in the Company and that the Company will keep its current line of business and undertake new long-term enterprises aimed at the increase of its goodwill, technological development and the strengthening of its competitive position on the market.

The Call does not contain any information concerning employment in the Company and the possible impact of the plans of the Inviting Parties on employment in the Company or the location of its business.

The Management Board of the Company notes that the Inviting Parties had been the majority shareholders of the Company even before the publication of the Call. The Call covers only a small portion of the Company's Shares, i.e. ca. 0.07%, a fulfilment of the Obligation of the Inviting Parties arising from Article 73(2) of the Act on Public Offering, related to their exceeding the threshold of 33% of the total number of votes in the Company. Consequently, the Management Board assesses that the fact that the Inviting Parties have reached the threshold of 66% of the total number of votes at the general meeting of the Company should not have a significant impact on the plans of the Inviting Parties with respect to the Company due to the package of the Company's shares held by the Inviting Parties.

In view of the foregoing, the Management Board assesses that the Call should not have a significant impact on employment or the location of the Company's business.

4. The position of the Management Board of the Company

concerning the price proposed in the Call in the context of the fair value of the Company

The price proposed in the Call is PLN 4.91 for one share of the Company. This price is equal to the average market price of the Company's Shares at the Warsaw Stock Exchange during the 6 months immediately preceding the publication of the Call. Further, in accordance with information contained in the Call, the price proposed in the Call is not lower than the highest price paid by the Inviting Parties for the Company's shares within 12 months prior to the publication of the Call. The price proposed in the Call deviates from the Company's share price at the Warsaw Stock Exchange applicable as of the date prepared.

According to the Management Board of the Company, the price for the Company's Shares proposed in the Call has been determined in accordance with the requirements of the Act on Public Offering.

Based on the analysis of data concerning the financial condition of the Company, the scope for its expansion and the current price of the Company's Shares, the Management Board of the Company assesses that the price for the Company's Shares proposed by the Inviting Parties in the Call deviates from the current fair value of the Company.

5. Remarks

This position of the Management Board of the Company does not constitute a recommendation concerning the purchase or sale of financial instruments as referred to in Article 42 of the Act of 29 July 2005 on Trading in Financial Instruments. Every shareholder of the Company or its potential investor taking an investment decision should make an independent evaluation of the Call and the investment risk related to the purchase or sale of the Company's shares, based on information provided by the Company.

The Management Board of the Company has not consulted an external entity about the price of the Company's shares proposed in the Call.

This position of the Management Board of the Company will be presented to the representatives of the company trade union organisations.

Signatures of persons acting on behalf of the Management Board of Polimex-Mostostal S.A.

Antoni Józwowicz - President of the Management Board /-/ signature

Andrzej Juszczyński - Vice President of the Management Board /-/signature

LEGAL OFFICE DIRECTOR

Mikołaj Otmianowski

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