

Current report no. 66/2017

Date prepared: 25.07.2017

Issuer's abbreviated name: POLIMEX-MOSTOSTAL

Subject: Conclusion of agreements on making contribution in kind of an organised part of the enterprise and registered pledge agreements

Legal basis: Article 17(1) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC

Referring to current report no. 38/2016 dated 24 June 2016, the Management Board of Polimex-Mostostal S.A. having its registered office in Warsaw (hereinafter referred to as the „**Company**”) informs that, on 25 July 2017, the Company executed three agreements on making a contribution in kind as of 1 August 2017 of organised parts of the enterprise under the following names:

1. **ZCP Budownictwo Ogólne** into the Company's subsidiary under the business name Polimex Budownictwo spółka z ograniczoną odpowiedzialnością spółka komandytowa having its registered office in Siedlce in exchange for an increase of the value of the share of Polimex-Mostostal S.A. in this company. The necessary corporate approvals for the transaction have been obtained.

The transaction is related to the further optimisation of the structure of the Capital Group.

ZCP Budownictwo pursues business in the scope of comprehensive services for industrial construction. The transaction value amounts to 9,122,300 zlotys.

2. **ZCP Operator** into the Company's subsidiary under the business name Polimex Operator spółka z ograniczoną odpowiedzialnością spółka komandytowa having its registered office in Warsaw in exchange for an increase of the value of the share of Polimex-Mostostal S.A. in this company. The necessary corporate approvals for the transaction have been obtained.

The transaction is related to the further optimisation of the structure of the Capital Group.

ZCP Operator pursues business in the scope of rental and lease of construction machinery and equipment, and heavy construction equipment. The transaction value amounts to 17,013,300 zlotys.

1. **ZCP Infrastruktura** into the Company's subsidiary under the business name Polimex Infrastruktura Drogowa spółka z ograniczoną odpowiedzialnością spółka komandytowa having its registered office in Warsaw in exchange for an increase of the value of the share of Polimex-Mostostal S.A. in this company. The necessary corporate approvals for the transaction have been obtained.

The transaction is related to the further optimisation of the structure of the Capital Group.

ZCP Infrastruktura pursues business in the scope of works related to the construction of roads and motorways. The transaction value amounts to 1,503,078 zlotys.

At the same time, the Company informs that today registered pledge agreements have been concluded with Towarzystwo Finansowe „Silesia” Sp. z o.o. as a pledgee of shares /partnership rights of entities from the Company’s group. The establishment of registered pledges has been the condition for reorganisation in the form of making the aforementioned contributions in kind in accordance with the Agreement between the Creditors as amended under Annex No. 3 dated 20 June 2017. The Company shall announce the establishment of all security interests in a separate current report once the last security interest has been established.