

## INDEPENDENT AUDITORS' OPINION

### To the Supervisory Board of Polimex–Mostostal Group

1. We have audited the attached consolidated financial statements of Polimex–Mostostal Group ('the Group'), for which the holding company is Polimex–Mostostal S.A. ('the Company') located in Warsaw at Czackiego 15/17, for the year ended 31 December 2011 containing the consolidated balance sheet as at 31 December 2011, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated cash flow statement, the consolidated statement of changes in equity for the period from 1 January 2011 to 31 December 2011 and the summary of significant accounting policies and other explanatory notes ('the attached consolidated financial statements').
2. The truth and fairness<sup>1</sup> of the attached consolidated financial statements, the preparation of the attached consolidated financial statements in accordance with the required applicable accounting policies and the proper maintenance of the consolidation documentation are the responsibility of the Company's Management Board. In addition, the Company's Management Board and Members of the Supervisory Board are required to ensure that the attached consolidated financial statements and the Directors' Report meet the requirements of the Accounting Act dated 29 September 1994 (2009 Journal of Laws No. 152 item 1223 with subsequent amendments – 'the Accounting Act'). Our responsibility was to audit the attached consolidated financial statements and to express an opinion on whether, based on our audit, these financial statements comply, in all material respects, with the required applicable accounting policies and whether they truly and fairly<sup>2</sup> reflect, in all material respects, the financial position and results of the operations of the Group.
3. We conducted our audit of the attached consolidated financial statements in accordance with:
  - chapter 7 of the Accounting Act,
  - national auditing standards issued by the National Council of Statutory Auditors,in order to obtain reasonable assurance whether these financial statements are free of material misstatement. In particular, the audit included examining, to a large extent on a test basis, documentation supporting the amounts and disclosures in the attached consolidated financial statements. The audit also included assessing the accounting principles adopted and used and significant estimates made by the Management Board, as well as evaluating the overall presentation of the attached consolidated financial statements. We believe our audit has provided a reasonable basis to express our opinion on the attached consolidated financial statements treated as a whole.

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<sup>1</sup> Translation of the following expression in Polish: 'rzetelność i jasność'

<sup>2</sup> Translation of the following expression in Polish: 'rzetelne i jasne'

4. The Group applies International Accounting Standard 11 ("IAS 11") for the purpose of the long-term contract revenue recognition, which requires an estimation of a contract completion percentage as well as contract cost and revenue budgets at each balance sheet date. As it was described in the note 14.1 of the summary of significant accounting policies and other explanatory notes to the consolidated financial statements, the Company, basing on the estimates of the Company's Management Board, included a claim in the budgeted revenue of one of its long-term infrastructure contracts and, as a result, has recognized an additional net profit in the amount of PLN 21 million. As at the date of this opinion, the Group has agreed with the investor the scope of works being subject to the claim. However, due to the ongoing proceedings and negotiations regarding the amount of the claim, its value cannot be reliably estimated. Accordingly, the recognition of the claim amount in the contract revenue budget and in the sales revenue for the year ended 31 December 2011 does not meet all of the requirements of IAS 11.
5. In our opinion, except for the matter described in the point 4 above, the attached consolidated financial statements, in all material respects:
  - present truly and fairly all information material for the assessment of the results of the Group's operations for the period from 1 January 2011 to 31 December 2011, as well as its financial position<sup>3</sup> as at 31 December 2011;
  - have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and based on properly maintained accounting records;
  - are in respect of the form and content, in accordance with legal regulations governing the preparation of financial statements and the Company's Articles of Association.
6. We have read the 'Directors' Report for the period from 1 January 2011 to 31 December 2011 and the rules of preparation of annual statements' ('the Directors' Report') and concluded that the information derived from the attached consolidated financial statements reconciles with these financial statements. The information included in the Directors' Report corresponds with the relevant regulations of the Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states (Journal of Laws No. 33, item 259 with subsequent amendments).

on behalf of  
Ernst & Young Audit sp. z o.o.  
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Key Certified Auditor

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Sebastian Łyczba  
certified auditor  
No. 9946

Warsaw, 20 March 2012

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<sup>3</sup> Translation of the following expression in Polish: '*sytuacja majątkowa i finansowa*'