

**RADPOL S.A.**  
**Current report 11 / 2010**

**Financial Supervisory Committee**

**Current report no. 11 / 2010**

**Issued on: 26 February 2010**

**Abbreviated name of the issuer:** RADPOL S.A.

**Title:** An intention to merge Radpol SA and Radpol Elektroporcelana SA

**Legal ground:** Article 56 act 1 point 2 of the Act on Public Offering in conjunction with § 5 act 1 point 13, § 19 act 2 point 1 of the Regulation of Minister of Finance dated 19 October 2005 on current and periodic information disclosed by issuers of securities.

**Report content:**

Board of RADPOL SA ("Issuer") informs on the intention to merge Radpol SA and Radpol Elektroporcelana SA.

Radpol SA specializes in the production of heat-shrinkable products of refined polyethylene based on its own, unique mixtures of materials suitable for treatment of crosslinking radiation. Radpol Elektroporcelana SA, whose sole shareholder is Radpol SA, is one of the main producers of electrical porcelain insulators in Poland, including medium and low voltage insulators.

Capital relationships between Radpol SA and Radpol Elektroporcelana SA are now so strong that the principle of rational management requires discontinuing the operation of two companies with separate bodies and administrative structure. Outcome would maximize the synergy effect.

At the same time, Radpol SA announces that on 25 February 2010, the Board of Radpol SA and Radpol Elektroporcelana SA agreed on a plan to merge Radpol SA and Radpol Elektroporcelana SA acting in accordance with Article. 499 § 1 and § 2 of the Commercial Companies Code ("CCC").

Merger of Radpol SA ("Acquiring company") and Radpol Elektroporcelana SA ("Acquired company") will be made on the basis of Article. 492 § 1. 1 CCC, by transferring all the assets of the company being acquired to the acquiring company, in accordance with art. Articles. 515 § 1 CCC without an increase in the share capital of the acquiring company, due to the fact that the acquiring company owns 100% of shares in the company being acquired. Merger will be held in the simplified mode, on the basis of Article. 516 CCC ie without making a written report justifying the merger and without subjecting the merger plan for expert examination. As a result of the merger, no shares of the acquiring company will not be issued to the shareholder of the company being acquired, and merger plan shall not specify exchange ratio of shares of the Company acquired to the shares of the acquiring company, no rules for the allotment of shares in the acquiring company shall be set, no date will be set from which shares form the acquiring company issued to the company being acquired shall entitle the shareholder to participate in the profits of the acquiring company.

In attachments, the Management of the acquiring company submits:

Merger plan of Radpol SA and Radpol Elektroporcelana SA

with the following attachments:

- 1) Draft resolutions of the Extraordinary Meeting of Radpol SA and Radpol Elektroporcelana SA on the merger;
- 2) Valuation of property of Radpol Elektroporcelana SA on 1 January 2010;
- 3) Statement on the state accounting of Radpol SA made for the purpose of the merger on 1 January 2010;
- 4) Statement on the state accounting of Radpol Elektroporcelana SA prepared for the merger on 1 January 2010
- 5) A copy of the National Court Register of Radpol SA;
- 6) A copy of the National Court Register of Radpol Elektroporcelana SA
- 7) The reports of the financial situation of Radpol SA and Radpol Elektroporcelana SA

**Attachments:**

<b>File</b>	<b>Description</b>
Merger plan.pdf	Merger plan of Radpol SA and Radpol Elektroporcelana SA
Attachments 1,2,3,4.pdf	Draft resolutions of the Extraordinary Meeting of Radpol SA and Radpol Elektroporcelana SA on the merger; Valuation of property of Radpol Elektroporcelana SA on

	1 January 2010; Statement on the state accounting of Radpol SA made for the purpose of the merger on 1 January 2010; Statement on the state accounting of Radpol Elektroporcelana SA prepared for the merger on 1 January 2010
NCR-Radpol.pdf	A copy of the National Court Register of Radpol SA;
NCR-Radpol Elektroporcelana.pdf	A copy of the National Court Register of Radpol Elektroporcelana SA
Reports on the financial situation.pdf	The reports of the financial situation of Radpol SA and Radpol Elektroporcelana SA

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<b>RADPOL Joint Stock Company</b> <i>Full name of the issuer</i>	<b>RADPOL S.A.</b> <i>Abbreviated name of the issuer</i>
<b>Chemical</b> <i>Sector of activity according to the classification of the Warsaw Stock Exchange</i>	
<b>Człuchów</b> <i>Location</i>	<b>77-300</b> <i>Postal code</i>
<b>Batorego</b> <i>Street</i>	<b>14</b> <i>Number</i>
<b>059 83 42 271</b> <i>Phone number</i>	<b>059 8342 551</b> <i>Fax number</i>
... <i>E-mail address</i>	<b>radpol.com.pl</b> <i>Website address</i>
<b>8430000202</b> <i>Tax Identification Number</i>	<b>770807479</b> <i>CRO certificate number</i>

*Signed by*

**Name**  
*Andrzej Sielski*  
*Chairman of the Board*

*Grzegorz Malczyk*  
*Vice-Chairman of the Board*