

Company: **IPOPEMA Securities S.A.**

Current Report No: **5/2013**

Date: **February 21st 2013**

Subject: **Acquisition of shares issued as part of the conditional share capital**

The Management Board of IPOPEMA Securities S.A. (the "Company") hereby reports that on February 21st 2013 a 11,607 Series C ordinary registered shares were acquired under the Incentive Scheme operated by the Company (the previous tranche with a total amount of 174,107 shares was acquired on February 19<sup>th</sup>, as written in the Current Report No 2/2013).

The shares were issued out of conditional share capital (under Resolution No. 3 of the Company's Extraordinary General Shareholders Meeting of December 5th 2007, as amended) as part of the Incentive Scheme pool of shares designated as Stock Option Plan II. The issue price per share for all the shares comprising Stock Option Plan II is PLN 5 and equals the selling price of Company shares in the IPO carried out in 2009 on the Warsaw Stock Exchange.

In connection with the foregoing, the Company's share capital has been increased to PLN 2,993,783.60 (from PLN 2,992,622.90) and is divided into 29,937,836 shares, including 29,926,229 existing ordinary bearer shares (7,000,000 Series A shares, 21,571,410 Series B shares and 1,354,819 Series C shares) and 11,607 Series C ordinary registered shares, with the proviso that – pursuant to Par. 3.2 of the Company's Articles of Association – the Series C shares will be converted into bearer shares upon their registration with the Polish National Depository for Securities.

The Company will promptly submit the relevant applications to the National Depository for Securities and the Warsaw Stock Exchange for registration of the Series C shares and their introduction to stock exchange trading.

To date, a total of 1,366,426 Series C shares have been acquired under the Incentive Scheme operated by the Company.

Legal basis:

Art. 56.1.1 of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005.