

Current Report No. 40/2009

Date: 2009-08-07

Subject: Convention of an Extraordinary General Meeting of Energomontaż-Południe S.A. for 4 September 2009

Legal grounds: article 56, paragraph 1, point 2 of the Act on offer – current and periodic information

The Management Board of Energomontaż-Południe SA with its registered office in Katowice, acting on the basis of article 399, § 1 and article 402<sup>1</sup> and 402<sup>2</sup> of the Code of Commercial Companies and Partnerships and § 19, paragraph 2 of the Articles of Association, convenes an Extraordinary General Meeting of Shareholders to be held on 4 September 2009 at 12:00, at the Company's registered office in Katowice, at ul. Mickiewicza 15.

Agenda:

1. Opening of the session of the Extraordinary General Meeting.
2. Appointment of the Chairman of the Extraordinary General Meeting.
3. Determination that the Extraordinary General Meeting was convened appropriately and that it is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution concerning the redemption of the Company's own shares acquired for redemption pursuant to Resolution No. 1 of the Extraordinary General Meeting of Energomontaż-Południe S.A. held on 14 March 2008, the decrease of the Company's share capital in relation to share redemption, and a change to the Company's Articles of Association.
6. Adoption of a resolution concerning the adoption of an Incentive Programme.
7. Adoption of a resolution concerning conditional share capital increase by the issue of E-series shares with exclusion of the pre-emptive right of previous shareholders, the issue of A-series subscription warrants with exclusion of the pre-emptive right of previous shareholders, and a change to the Company's Articles of Association.
8. Adoption of a resolution concerning conditional share capital increase by the issue of F-series shares with exclusion of the pre-emptive right of previous shareholders, the issue of B-series subscription warrants with exclusion of the pre-emptive right of previous shareholders, and a change to the Company's Articles of Association.
9. Adoption of a resolution concerning the increase of the Company's share capital by the issue of F-series shares with exclusion of the pre-emptive right, by way of public offering, and a change to the Company's Articles of Association.
10. Adoption of a resolution concerning a change to the Articles of Association.
11. Adoption of a resolution concerning the authorisation of the Supervisory Board to determine the consolidated text of the Articles of Association.
12. Adoption of a resolution concerning changes to the composition of the Company's Supervisory Board.
13. Current issues.
14. Closing of the session.

Pursuant to article 402<sup>2</sup> of the Code of Commercial Companies and Partnerships, the Management Board presents the following information:

1. Pursuant to article 406<sup>1</sup>, §1 of the Code of Commercial Companies and Partnerships, the right to participate in the company's general meeting is restricted to persons being the company's shareholders sixteen days before the date of the general meeting (date of registration for the general meeting), i.e. as of 19 August 2009. Those authorised from registered shares and temporary certificates, as well as pledgees and users with the right to vote are entitled to participate in the company's general meeting if they are registered in the share ledger on the date of registering their participation in the general meeting (406<sup>1</sup>, §1 of the Code of Commercial Companies and Partnerships).
2. Bearer shares in document form authorise one to participate in the company's general meeting if the share documents are submitted to the company no later than on the date of registering participation in the general meeting, i.e. on 19 August 2009, and if they are not taken back before the end of that day. Instead of the share, a certificate may be delivered confirming the submission of the shares at a notary's office, at a bank or at an investment company with their registered office or branch in the territory of the Republic of Poland. The certificate should include the numbers of the share documents and a statement that the documents will not be released before the date for registering for participation in the general meeting.
3. Pursuant to article 406, §2 of the Code of Commercial Companies and Partnerships, in order to ensure participation in the general meeting, shareholders authorised from dematerialised bearer shares should request the entity keeping the securities account, no earlier than after the announcement of the convention of the general meeting, i.e. no earlier than on 8 August 2009 and no later than on the first working day after the date for registering participation in the general meeting, i.e. 20 August 2009, that a personal certificate be issued confirming their right to participate in the general meeting. The certificate should contain all the information indicated in article 406<sup>3</sup>, §3 of the Code of Commercial Companies and Partnerships, i.e.:
  - 1) name/business name, registered office, address and stamp of the issuing entity and certificate number,
  - 2) number of shares,
  - 3) share type and code,
  - 4) name/business name, registered office and address of the company issuing the shares,
  - 5) nominal value of the shares,
  - 6) given name and surname/business name of the person/entity authorised on the basis of shares,
  - 7) registered office (place of residence) and address of the person authorised on the basis of shares,
  - 8) purpose for which the certificate was issued,
  - 9) date and place of issue of the certificate,
  - 10) signature of the person authorised to issue the certificate.

The certificates confirming the right to participate in the general meeting will constitute the basis for preparation of lists submitted to the entity keeping the depository of securities according to the regulations concerning trading of financial instruments.

4. Rules of participation in the meeting:
  - Shareholders may participate in the general meeting and exercise their right to vote personally or by proxy. Representatives of legal persons should present up-to-date copies of entries in the suitable registers, listing the persons authorised to represent the respective entities. The proxy holders exercise all the shareholder's rights at the general meeting, unless the proxy implies otherwise. Shareholders whose shares are recorded on more than one securities account may establish separate proxy holders for exercising rights on the basis of the shares recorded on each of the accounts.
  - Proxies to participate in the company's general meetings and to exercise voting rights need to be granted in writing or in electronic format, on a correctly and completely filled in and signed

proxy form that can be obtained from the company's website [www.energomontaz.pl](http://www.energomontaz.pl), from the section entitled Investors/General Meeting; the form should then be sent in PDF format to the following e-mail address: [pełnomocnictwo.wza@energomontaz.pl](mailto:pełnomocnictwo.wza@energomontaz.pl).

- The company takes suitable actions to identify the shareholder and the proxy holder, in order to verify the validity of the proxy granted in electronic form. The verification may involve asking the shareholder and the proxy holder a question by telephone or using electronic channels, in order to confirm the granting of the proxy. After arriving at the general meeting and before signing the attendance register, the proxy holder should present the original identity document indicated in the proxy form in order to confirm their identity.
5. The shareholders are authorised to the following in relation to the convention of the meeting and to participation therein:
- The shareholder or shareholders representing at least one twentieth of the share capital may request that specific issues be included in the agenda of the nearest general meeting. The request should be submitted to the Management Board no later than twenty-one days before the date set for the meeting, i.e. by 14 August 2009. The request should contain the grounds or a draft resolution related to the proposed item to be included in the agenda. The request may be submitted using electronic channels to the e-mail address [zmiany.wza@energomontaz.pl](mailto:zmiany.wza@energomontaz.pl).
  - The shareholder or shareholders representing at least one twentieth of the share capital may submit to the company, before the date fixed for the general meeting, in writing or using electronic channels, to the e-mail address [zmiany.wza@energomontaz.pl](mailto:zmiany.wza@energomontaz.pl), draft resolutions related to the issues inserted in the agenda of the general meeting, or to other issues to be inserted therein.
  - During the general meeting, each shareholder may submit draft resolutions related to issues inserted in the agenda.
6. The Articles of Association or the rules of the General Meeting do not contain provisions that would enable shareholders to exercise their right by correspondence or using electronic communication channels.
7. Persons authorised to participate in the general meeting may obtain the full text of the documentation to be submitted to the General Meeting along with draft resolutions at the Company's office no earlier than one week before the date of the General Meeting. Information concerning the agenda of the General Meeting and the related documentation will be placed on the Company's website [www.energomontaz.pl](http://www.energomontaz.pl) in the section Investors/General Meeting. All correspondence related to the general meeting should be sent to the e-mail address [musial@energomontaz.pl](mailto:musial@energomontaz.pl).
8. Information concerning the meeting is available from the website [www.energomontaz.pl](http://www.energomontaz.pl).

#### SIGNATURES OF THE PERSONS REPRESENTING THE COMPANY

Andrzej Hołda  
Alina Sowa

President of the Management Board  
Vice-President of the Management Board