

Current report no. 49/2009

Date: 2009-09-04

Subject: Resolutions adopted by the Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. on 4th September 2009 by the time the meeting was adjourned.

Legal grounds: Article 56, section 1, point 2 of the Act on the Offer – current and periodical information

The Management Board of Energomontaż-Południe S.A. (the Issuer, the Company) hereby announces the contents of the resolutions adopted by the Issuer's Extraordinary General Meeting of Shareholders on 4th September 2009 by the time the meeting was adjourned.

The Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. did not withdraw from considering any of the points of today's meeting agenda. No objections to the resolutions adopted were submitted or placed on records.

SIGNATURES OF THE PERSONS REPRESENTING THE COMPANY

Andrzej Hołda
Alina Sowa

President of the Management Board
Vice President of the Management Board

Resolution No. 1
of the Extraordinary General Meeting of Shareholders
of Energomontaż-Południe S.A.
with its registered office in Katowice of 4th September 2009

concerning election of the Meeting Chairperson

Acting pursuant to article 398 of the Code of Commercial Companies in association with article 409 of the Code of Commercial Companies, the Extraordinary General Meeting of Shareholders of Energomontaż – Południe S.A. resolves the following:

§ 1

The Extraordinary General Meeting of Shareholders of Energomontaż– Południe S.A. hereby appoints Dariusz Cyran to act as the Meeting Chairperson.

§ 2

The Resolution enters into force on the day of its adoption.

Shareholders holding 16,271,560 participated in **secret voting** upon the resolution in question, whereat:

- out of 16,271,560 shares, valid votes were cast the number of which constitutes 33.63% of the initial capital,
- the overall number of valid votes is 16,271,560,
- 15,071,560 votes were cast for the resolution, there were no votes against the resolution, and there were 1,200,000 abstaining votes.

The said resolution was adopted unanimously.

With regard to the foregoing, Mr. Dariusz Cyran was elected the Meeting Chairperson.

The Meeting Chairperson submitted a motion for changing the meeting agenda in order that point 10 covering adoption of a resolution concerning amendment of the Company's Articles of Association became a subject of the debate under point 5 of the meeting agenda and the numeration of the subsequent points of the agenda assumed was maintained. With regard to the foregoing, the Extraordinary General Meeting of Shareholders adopted the following resolution:

Resolution No. 2
of the Extraordinary General Meeting of Shareholders
of Energomontaż-Południe S.A.
with its registered office in Katowice of 4th September 2009

concerning approval of the meeting agenda

Acting pursuant to article 398 of the Code of Commercial Companies, 402¹ of the Code of Commercial Companies in association with article 404 of the Code of Commercial Companies, the Extraordinary General Meeting of Shareholders of Energomontaż – Południe S.A. resolves the following:

§ 1

The Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. hereby adopts the following meeting agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Statement of compliance of the Extraordinary General Meeting assembly and its competence to adopt resolutions.
4. Approval of the meeting agenda.
5. Adoption of the resolution concerning amendment of the Company's Articles of Association.
6. Adoption of the resolution concerning redemption of the Company's equity shares acquired for the sake of redemption under Resolution no. 1 of the Extraordinary General Meeting of Shareholders of Energomontaż – Południe S.A. of 14th March 2008, decrease of the Company's initial capital in relation to the shares redemption and the amendment of the Articles of Association.
7. Adoption of the resolution concerning implementation of the Incentive Programme.
8. Adoption of the resolution concerning conditional increase of the company's initial capital by way of issue of series E shares with exclusion of the stock right for the current Company Shareholders, issue of series A subscription warrants with exclusion of the stock right for the current Company Shareholders and the amendment of the Articles of Association.
9. Adoption of the resolution concerning conditional increase of the company's initial capital by way of issue of series F shares with exclusion of the stock right for the current Company

Shareholders, issue of series B subscription warrants with exclusion of the stock right for the current Company Shareholders and the amendment of the Articles of Association.

10. Adoption of the resolution concerning increase of the initial capital by way of issue of series F shares under public offering with exclusion of the stock right and the amendment of the Articles of Association.
11. Adoption of the resolution concerning authorisation of the Supervisory Board to determine the uniform text of the Company's Articles of Association.
12. Adoption of the resolution concerning changes in the composition of the Company's Supervisory Board.
13. Current matters.
14. Closing of the meeting.

§ 2

The Resolution enters into force on the day of its adoption.

Shareholders holding 16,271,560 participated in **open voting** upon the resolution in question, whereat:

- out of 16,271,560 shares, valid votes were cast the number of which constitutes 33.63% of the initial capital,
- the overall number of valid votes is 16,271,560,
- 16,271,560 votes were cast for the resolution, there were no votes against the resolution and there were no abstaining votes.

The said resolution was adopted unanimously.

II.

Under point 5 of the meeting agenda, the Extraordinary General Meeting of Shareholders adopted the following resolution:

Resolution No. 3
of the Extraordinary General Meeting of Shareholders
of Energomontaż-Południe S.A.
with its registered office in Katowice of 4th September 2009

concerning amendment of the Company's Articles of Association

Acting pursuant to article 430, paragraph 1 of the Code of Commercial Companies and paragraph 26, section 1, point 6 of the Articles of Association, the following is hereby resolved:

§ 1

Paragraph 6 of the Company's Articles of Association is hereby amended and it shall have the following wording:

The Company's business involves:

1. Construction site preparation (43.12.Z).
2. Disassembly and demolition of construction facilities (43.11.Z).
3. Test drilling and boring for geological and engineering purposes (43.13.Z).
4. Construction of residential and non-residential buildings (41.20.Z).
5. Construction of other civil engineering projects not elsewhere classified (42.99.Z).
6. Roofing activities (43.91.Z).
7. Other specialised construction activities not elsewhere classified (43.99.Z).
8. Construction of roads and motorways (42.11.Z).
9. Construction of railways and underground railways (42.12.Z).
10. Construction of water projects (42.91.Z).
11. Construction of transmission pipelines and distribution networks (42.21.Z).
12. Electrical installation (43.21.Z).
13. Plumbing, heat, gas and air conditioning installation (43.22.Z).
14. Other construction installation (43.29.Z).
15. Plastering (43.31.Z).
16. Joinery installation (43.32.Z).
17. Floor and wall covering (43.33.Z).
18. Painting and glazing (43.34.Z).
19. Other building completion and finishing (43.39.Z).
20. Other technical testing and analysis (71.20.B).
21. Repair and maintenance of electronic and optical equipment (33.13.Z).

22. Repair and maintenance of electrical equipment (33.14.Z).
23. Installation of industrial machinery and equipment (33.20.Z).
24. Repair and maintenance of machinery (33.12.Z).
25. Wholesale of wood, construction materials and sanitary equipment (46.73.Z).
26. Retail sale of automotive fuel in specialised stores (47.30.Z).
27. Architectural activities (71.11.Z).
28. Engineering activities and related technical consultancy (71.12.Z).
29. Manufacture of metal structures and parts of structures (25.11.Z).
30. Repair and maintenance of fabricated metal products (33.11.Z).
31. Treatment and coating of metals (25.61.Z).
32. Machining of metal elements (25.62.Z).
33. Buying and selling of own real estate (68.10.Z).
34. Renting and leasing of construction and civil engineering machinery and equipment (77.32.Z).
35. Renting and leasing of other machinery, equipment and tangible goods, not elsewhere classified (77.39.Z).
36. Other credit granting (64.92.Z).
37. Other financial service activities, except insurance and pension funding not elsewhere classified (64.99.Z).
38. Cold forming or folding (24.33.Z).
39. Manufacture of other tanks, reservoirs and containers of metal (25.29.Z).
40. Manufacture of central heating radiators and boilers (25.21.Z).
41. Manufacture of steam generators, except central heating hot water boilers (25.30.Z).
42. Construction of bridges and tunnels (42.13.Z).
43. Security systems service activities (80.20.Z).
44. Activities of employment placement agencies (78.10.Z).
45. Temporary employment agency activities (78.20.Z).
46. Other human resources provision (78.30.Z).
47. Construction of utility projects for electricity and telecommunications (42.22.Z).
48. Construction of residential and non-residential buildings (41.20.Z).
49. Non-specialised wholesale trade (46.90.Z).
50. Maintenance and repair of motor vehicles, except motorcycles (45.20.Z).
51. Sound recording and music publishing activities (59.20.Z).

52. Other information service activities not elsewhere classified (63.99.Z).
53. Specialised design activities (74.10.Z).
54. Other professional, scientific and technical activities not elsewhere classified (74.90.Z).
55. Distribution of electricity (35.13.Z).
56. Trade of electricity (35.14.Z).
57. Hotels and similar accommodation (55.10.Z).
58. Holiday and other short-stay accommodation (55.20.Z).
59. Other accommodation (55.90.Z).
60. Restaurants and other stationary food activities (56.10.A).
61. Mobile food service activities (56.10.B).
62. Other retail sales not in stores, stalls or markets (47.99.Z).
63. Technology (85.32.A).
64. Other extracurricular education not elsewhere classified (85.59.B).
65. Real estate agencies (68.31.Z).
66. Manufacture of instruments and appliances for measuring, testing and navigation (26.51.Z).
67. Repair and maintenance of other equipment (33.19.Z).
68. Business and other management consultancy activities (70.22.Z).
69. Retail sale of computers, peripheral units and software in specialised stores (47.41.Z).
70. Retail sale of telecommunications equipment in specialised stores (47.42.Z).
71. Retail sale of furniture, lighting equipment and other household articles in specialised stores (47.59.Z).
72. Manufacture of ovens, furnaces and furnace burners (28.21.Z).
73. Treatment and disposal of non-hazardous waste (38.21.Z).
74. Treatment and disposal of hazardous waste (38.22.Z).
75. Remediation activities and other waste management services (39.00.Z).
76. Development of building projects (41.10.Z).
77. Wholesale of metals and metal ores (46.72.Z).
78. Freight transport by road (49.41.Z).
79. Renting and operating of own or leased real estate (68.20.Z).

The Resolution enters into force on the day of its adoption.

Shareholders holding 16,271,560 participated in **open personal voting** upon the resolution in question, whereat:

- out of 16,271,560 shares, valid votes were cast the number of which constitutes 33.63% of the initial capital,
- the overall number of valid votes is 16,271,560,
- 16,271,560 votes were cast for the resolution, there were no votes against the resolution and there were no abstaining votes.

The said resolution was adopted unanimously.

III.

The Chairperson submitted a motion for adjournment of the Extraordinary General Meeting of Shareholders by 22nd September 2009, 12:00 p.m. With regard to the foregoing, the Extraordinary General Meeting of shareholders adopted the following resolution:

**Resolution No. 4
of the Extraordinary General Meeting of Shareholders
of Energomontaż-Południe S.A.
with its registered office in Katowice of 4th September 2009**

Acting pursuant to article 408, paragraph 2 of the Code of Commercial Companies, the Extraordinary General Meeting of Shareholders of Energomontaż – Południe S.A. hereby adjourns the meeting by 22nd September 2009, 12:00 p.m.

Shareholders holding 16,271,560 participated in **open voting** upon the resolution in question, whereat:

- out of 16,271,560 (sixteen million two hundred seventy one thousand five hundred sixty) shares, valid votes were cast the number of which constitutes 33.63% of the initial capital,
- the overall number of valid votes is 16,271,560,
- 16,271,560 votes were cast for the resolution, there were no votes against the resolution and there were no abstaining votes.

The said resolution was adopted unanimously.