

DRAFT RESOLUTIONS

**for the Ordinary General Meeting of Shareholders of Energomontaż-Południe Spółka Akcyjna
with registered office in Katowice
convened for 14 June 2010**

Resolution No. 1

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on electing the chairman of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A.

1. On the basis of Article 409 par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice elected as Chairman of the meeting Mr / Ms
2. This resolution comes into effect on the day it is adopted.

Resolution No. 2

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on approving the agenda

1. The Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice resolves to adopt the agenda as published on the website of Energomontaż – Południe S.A. on 19 May 2010 and in the manner provided for disclosing current information in accordance with the laws on public offerings, the conditions for introducing financial instruments into an organised trading system and public companies.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 3

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on approving the Management Board report on the Company's operations for the financial year 2009

1. Acting on the basis of Articles 393 pt.1 and 395 par. 2 pt.1 of the Commercial Companies Code and Article 26 par. 1 pt. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice approves the Management Board's report on the Company's operations for the financial year 2009.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 4

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on approving the Company's financial statements for the financial year 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt.1 of the Commercial Companies Code and Article 26 par. 1 pt. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice approves the Company's financial statements for the financial year 2009, which consist of:

1. Statement of financial position, drawn up as at 31 December 2009, which closes on both the assets and liabilities side with the amount of **PLN 461,892,824.07** (four hundred and sixty-one million, eight hundred and ninety-two thousand, eight hundred and twenty-four zlotys, seven grosze);
2. Statement of comprehensive income, which discloses a net profit of **PLN 22,306,496.32** (twenty-two million, three hundred and six thousand, four hundred and ninety-six zlotys, thirty-two grosze);
3. Statement of cash flows, which discloses an increase in the balance of cash during the financial year 2009 of **PLN 11,650,408.19** (eleven million, six hundred and fifty thousand, four hundred and eight zlotys, nineteen grosze);
4. Statement of changes in equity, which discloses an increase in the financial year 2009 of **PLN 98,840,573.90** (ninety-eight million, eight hundred and forty thousand, five hundred and seventy-three zlotys, ninety grosze).
5. Additional information.

2. This resolution comes into effect on the day it is adopted.

Resolution No. 5

of the Ordinary General Meeting of Shareholders of Energomontaż-Potudnie S.A., adopted on 14 June 2010

on approving the Management Board's report on the operations of the Capital Group of Energomontaż-Potudnie S.A. for the financial year 2009

1. Acting on the basis of Article 395 par. 5 of the Commercial Companies Code and Article 26 par. 1 pt. 2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Potudnie S.A. in Katowice approves the Management Board's report on the operations of the Capital Group of Energomontaż-Potudnie S.A. for the financial year 2009.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 6

of the Ordinary General Meeting of Shareholders of Energomontaż-Potudnie S.A., adopted on 14 June 2010

on approving the consolidated the financial statements of the Capital Group of Energomontaż-Potudnie S.A. for the financial year 2009

1. Acting on the basis of Article 395 par. 5 of the Commercial Companies Code, Article 63c par. 4 of the Accounting Act of 29 September 1994 and Article 26 par. 1 pt. 2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Potudnie S.A. in Katowice approves the consolidated financial statements of the Capital Group of Energomontaż-Potudnie S.A. for the financial year 2009, which consist of:
 1. Consolidated statement of financial position, drawn up as at 31 December 2009, which closes on both the assets and liabilities side with the amount of **PLN 499,677,222.01** (four hundred and ninety-nine million, six hundred and seventy-seven thousand, two hundred and twenty-two zlotys, one grosz);
 2. Consolidated statement of comprehensive income, which discloses a net profit of **PLN 14,330,988.59** (fourteen million, three hundred and thirty thousand, nine hundred and eighty-eight zlotys, fifty-nine grosze);
 3. Consolidated statement of cash flows, which discloses an increase in the balance of cash in the financial year 2009 of **PLN 14,097,792.24** (fourteen million, ninety-seven thousand, seven hundred and ninety-two zlotys, twenty-four grosze);
 4. Consolidated statement of changes in equity, which discloses an increase in the financial year 2009 of **PLN 85,806,443.76** (eighty-five million, eight hundred and six thousand, four hundred and forty-three zlotys, seventy-six grosze).

5. Additional information.

Article 2

2. This resolution comes into effect on the day it is adopted.

Resolution No. 7

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on the distribution of the net profit for 2009

1. Acting on the basis of Articles 395 par. 2 pt. 2 and 396 par. 5 of the Commercial Companies Code and Articles 26 par. 1 pt. 2) and 30 par. 2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice resolves to distribute the net profit for the financial year 2009, in the amount of **PLN 22,306,496.32**, as follows:
 - a) **PLN 17,338,456.25** of the net profit for supplementary capital;
 - b) **PLN 4,968,040.07** of the net profit for a reserve capital fund established by this resolution, designated for paying a dividend in a future period.

2. This resolution comes into effect on the day it is adopted.

Resolution No. 8

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on dissolving a reserve capital fund created in the Company and designating the funds it contains

1. Acting on the basis of Article 396 par. 5 of the Commercial Companies Code and Article 30 par. 2 of the Company's Statute in connection with:
 - the adoption of Resolution No. 8 of the Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice of 22 September 2009 *on withdrawing the intention to cancel and consenting to the Management Board selling the Company's own shares*;
 - the sale of all own shares by the Company's Management Board in performance of the above-mentioned Resolution No. 8 of the Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice of 22 September 2009 *on withdrawing the intention to cancel and consenting to the Management Board selling the Company's own shares*,

the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice resolves to dissolve the reserve capital fund created in the Company to purchase own shares for the purpose of cancelling them, on the basis of Resolution No. 6 of the Ordinary General Meeting of Shareholders of 6 June 2008 *on the distribution of the net profit for 2007*, in the amount of **PLN 7,269,071.93** (seven million, two hundred and sixty-nine thousand and seventy-one zlotys, ninety-three grosze).

2. The Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice resolves to use the funds from the dissolved reserve capital fund referred to above as follows:
 - **PLN 1,897,564.08** for covering retained losses;
 - **PLN 5,371,507.85** for supplementary capital.

3. This resolution comes into effect on the day it is adopted.

Resolution No. 9**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on granting Andrzej Hołda, the President of the Company's Management Board, an acknowledgment of the performance of the duties of Vice-President and President of the Company's Management Board in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot and in accordance with a recommendation of the Supervisory Board, grants the President of the Management Board of Energomontaż-Południe S.A. in Katowice, **Mr Andrzej Hołda**, an acknowledgment of the performance of his duties for the period **1 January 2009 to 31 December 2009**, in which he performed the function of Vice-President of the Company's Management Board (in the period from 1 January 2009 to 29 April 2009) and President of the Company's Management Board (in the period 29 April 2009 to 31 December 2009).
2. This resolution comes into effect on the day it is adopted.

Resolution No. 10**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on granting Wojciech Nazarek, the President of the Company's Management Board, an acknowledgment of the performance of his duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot and in accordance with a recommendation of the Supervisory Board, grants the President of the Management Board of Energomontaż-Południe S.A. in Katowice, **Mr Wojciech Nazarek**, an acknowledgment of the performance of his duties for the period **1 January 2009 to 29 April 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 11**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on granting Tadeusz Torbus, Member of the Company's Management Board, an acknowledgment of the performance of his duties in 2009.

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot and in accordance with a recommendation of the Supervisory Board, grants Member of the Management Board of Energomontaż-Południe S.A. in Katowice, **Mr Tadeusz Torbus** an acknowledgment of the performance of his duties for the period **1 January 2009 to 5 March 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 12**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on granting Alina Sowa, the Vice-President of the Company's Management Board, an acknowledgment of the performance of her duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot and in accordance with a recommendation of the Supervisory Board, grants the Vice-President of the Management Board of Energomontaż-Południe S.A. in Katowice, **Ms Alina Sowa**, an acknowledgment of the performance of her duties for the period **15 July 2009 to 31 December 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 13**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on granting Jacek Fydrych, Member of the Company's Management Board, an acknowledgment of the performance of his duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot and in accordance with a recommendation of the Supervisory Board, grants Member of the Management Board of Energomontaż-Południe S.A. in Katowice, **Mr Jacek Fydrych**, an acknowledgment of the performance of his duties for the period **4 September 2009 to 31 December 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 14**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on approving the Supervisory Board's report on operations for 2009

1. On the basis of Articles 393 pt. 1 and 395 par. 2 pt. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice approves the report of the Supervisory Board of Energomontaż-Południe S.A. for 2009 that was presented to it.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 15**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on granting a Member of the Company's Supervisory Board an acknowledgment of the performance of duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, in a secret ballot the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice grants Member of the Supervisory Board **Mr Krzysztof Radojewski** an acknowledgment of the performance of his duties for the period **1 January 2009 to 15 May 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 16**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on granting a Member of the Company's Supervisory Board an acknowledgment of the performance of duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, in a secret ballot the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice grants Member of the Supervisory Board **Mr Maciej Mikucki** an acknowledgment of the performance of his duties for the period **15 May 2009 to 22 September 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 17**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on granting a Member of the Company's Supervisory Board an acknowledgment of the performance of duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, in a secret ballot the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice grants Member of the Supervisory Board **Mr Waldemar Tevnell** an acknowledgment of the performance of his duties for the period **1 January 2009 to 22 September 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 18**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on granting a Member of the Supervisory Board an acknowledgment of the performance of duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, in a secret ballot the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice grants Member of the Supervisory Board **Mr Tomasz Woroch** an acknowledgment of the performance of his duties for the period **22 September 2009 to 31 December 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 19**of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010**

on granting a Member of the Supervisory Board an acknowledgment of the performance of duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, in a secret ballot the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice grants Member of the Supervisory Board **Mr Andrzej Wilczyński** an acknowledgment of the performance of his duties for the period **22 September 2009 to 31 December 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 20

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on granting a Member of the Supervisory Board an acknowledgment of the performance of duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, in a secret ballot the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice grants Member of the Supervisory Board **Mr Marek Wesotowski** an acknowledgment of the performance of his duties for the period **1 January 2009 to 31 December 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 21

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on granting a Member of the Supervisory Board an acknowledgment of the performance of duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, in a secret ballot the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice grants Member of the Supervisory Board **Mr Andrzej Kowalski** an acknowledgment of the performance of his duties for the period **1 January 2009 to 31 December 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 22

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on granting a Member of the Supervisory Board an acknowledgment of the performance of duties in 2009

1. Acting on the basis of Articles 393 pt. 1 and 395 par. 2 pt. 3 of the Commercial Companies Code and Article 26 par. 1 pt. 4 of the Company's Statute, in a secret ballot the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice grants Member of the Supervisory Board **Mr Sławomir Masiuk** an acknowledgment of the performance of his duties for the period **1 January 2009 to 31 December 2009**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 23

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on recalling a Member of the Supervisory Board

1. Acting on the basis of Article 385 par. 1 of the Commercial Companies Code and Article § 26 par. 2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice recalls from the Supervisory Board of Energomontaż-Południe S.A. Mr
2. This resolution comes into effect on the day it is adopted.

Resolution No. 24

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on appointing a Member of the Supervisory Board.

1. Acting on the basis of Article 385 par. 1 of the Commercial Companies Code and Article 26 par. 2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice appoints Mr Member of the Supervisory Board.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 25

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on an amendment to the Company's Statute

1. in connection with an effective increase in the Company's share capital up to the amount of PLN 70,972,001.00, which occurred on 17 February 2010 on the basis of Resolution No. 2 of the Extraordinary General Meeting of Shareholders of Energomontaż-Południe SA in Katowice of 22 September 2009 *on a conditional increase in the share capital by the issue of series E shares with the exclusion of the pre-emptive right, the issue of series A subscription warrants with the exclusion of the pre-emptive right and on an amendment to the Company's Statute*, the Ordinary General Meeting of Shareholders of Energomontaż-Południe SA resolves to:

- amend Article 7 of the Statute of Energomontaż-Południe S.A. so that it reads as follows:

"Article 7 par. 1:

The share capital of the Company amounts to PLN 70,972,001.00 (seventy million, nine hundred and seventy-two thousand and one zlotys) and is divided into 70,972,001 (seventy million, nine hundred and seventy-two thousand and one) ordinary bearer shares with a par value of PLN 1 (one zloty) per share, of which 7,430,000 (seven million, four hundred and thirty thousand) are series A shares, 3,570,000 (three million, five hundred and seventy thousand) are series B shares, 33,000,000 (thirty-three million) are series C shares, 4,390,000 (four million, three hundred and ninety thousand) are series D shares, and 22,582,001 (twenty-two million, five hundred and eighty-two thousand and one) are series E ordinary bearer shares."

- delete the existing Paragraph 2 from Article 7 of the Statute of Energomontaż-Południe S.A.

2. This resolution comes into effect on the day it is adopted.

Resolution No. 26

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on an amendment to the Company's Statute

1. The Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. resolves to amend Article 10 par. 2 of the Statute so that it reads as follows:

Article 10 par. 2:

*The competence of the Management Board extends to all matters associated with running the Company which are not reserved by law or this Statute to the competence of the General Meeting of Shareholders or the Supervisory Board. For the Company to dispose of or acquire all or a part of a real property **or right of perpetual usufruct** or to encumber all or a part of real property **or a right of perpetual usufruct** belonging to the Company with a limited right in rem, a resolution of the General Meeting of Shareholders is not required. A decision on the disposal or acquisition of all or a part of a real property **or right of perpetual usufruct** by the Company or on the encumbrance of all or a part of a real property **or right of perpetual usufruct** belonging to the Company with a limited right in rem with a value equal to or exceeding PLN 1,500,000 (one million, five hundred thousand zlotys) shall be taken by the Management Board in the form of a resolution after obtaining the consent of the Supervisory Board. If all or a part of real property **or right of perpetual usufruct** of the Company is encumbered with a limited right in rem in favour of **banks, credit institutions or financial institutions in the meaning of the Banking Law**, decisions will be made exclusively by the Management Board.*

2. This resolution comes into effect on the day it is adopted.

Resolution No. 27

of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., adopted on 14 June 2010

on authorising the Supervisory Board to establish the uniform text of the Company's Statute.

Acting on the basis of Article 430 par. 5 of the Commercial Companies Code, the following resolution is adopted:

1. The Supervisory Board is authorised to determine the uniform text of the Company's Statute, taking into account the amendments adopted in Resolution No. _____ of the Ordinary General Meeting of Shareholders of 14 June 2010.
2. This resolution comes into effect on the day it is adopted.

JUSTIFICATION FOR THE DRAFT RESOLUTIONS

**of the Ordinary General Meeting of Shareholders
of Energomontaż-Południe S.A.
convened for 14 June 2010**

1. **Resolutions No. 2 to 6 and 9 to 23** relate to matter which by law must be considered by the Ordinary General Meeting of Shareholders after the completion of a financial year, as specified in particular in Article 395 par. 2 pt. 1, 2, 3 and Article 5 of the Commercial Companies Code.
2. **Resolution No. 7** of the Ordinary General Meeting of Shareholders of Energomontaż -Południe S.A. *on the distribution of the net profit for 2009*, with the wording proposed by the Company's Management Board. The final wording of the resolution will be determined by the Ordinary General Meeting of Shareholders of **14 June 2010**.
3. With regard to **Resolution No. 8** of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. *on dissolving a reserve capital fund created in the Company and designating the funds it contains*, please note that by resolution No. 6 of 6 June 2008 *on the distribution of the net profit for 2007*, the Ordinary General Meeting of Shareholders of the

Company created a reserve capital fund in the amount of PLN 7,269,071.93 (seven million, two hundred and sixty-nine thousand and seventy-one zlotys), designated for purchasing own shares for the purpose of cancelling them.

Subsequently, in connection with:

- the adoption of Resolution No. 8 of the Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice of 22 September 2009 *on withdrawing the intention to cancel and consenting to the Management Board selling the Company's own shares;*
- the sale of all own shares by the Company's Management Board in performance of the above-mentioned Resolution No. 8 of the Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice of 22 September 2009 *on withdrawing the intention to cancel and consenting to the Management Board selling the Company's own shares,*

it became necessary to dissolve the previously created capital reserve fund and designate the funds it contained as follows:

- **PLN 1,897,564.08** on covering retained losses;
- **PLN 5,371,507.85** for supplementary capital.

3. With regard to **Resolution No. 24** of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. *on recalling a Member of the Supervisory Board* and Resolution No. 25 *on appointing a Member of the Supervisory Board*, please note that they relate to the possibility that changes will have to be made to the composition of that body.
4. **Resolution No. 26** of the Ordinary General Meeting of Shareholders of Energomontaż -Południe S.A. on an amendment to the Company's Statute and the related Resolution No. 27 of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. *on authorising the Supervisory Board to determine the uniform text of the Company's Statute* relate to two areas of covered by the Company's Statute.

The first amendment is associated with an effective increase in the Company's share capital to the amount of PLN 70,972,001.00, which occurred on 17 February 2010 on the basis of Resolution No. 2 of the Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice of 22 September 2009 *on a conditional increase in the share capital by the issue of series E shares with the exclusion of the pre-emptive right and the issue of series A subscription warrants with the exclusion of the pre-emptive right and on an amendment to the Company's Statute*. **It is therefore now necessary to adapt the current text of the Statute to the current amount of the share capital.**

The second amendment to the Company's Statute relates to Article 10 par. 2. The literal interpretation of that provision raises doubts regarding the Management Board's competence with respect to disposing of a right of perpetual usufruct of the Company. In order to eliminate the doubts, the ability to make decisions regarding disposing of a right or perpetual usufruct must be explicitly included in the competence of the Management Board. The amendment to Article 10 par. 2 of the Company's Statute is also justified by the need to eliminate doubts associated with the unclear understanding of the term "financial institution", which occurs in that article. The lack of clarity will be eliminated by referring in Article 10 par. 2 of the Company's Statute to the definitions set out in the Banking Law.