



DRAFT RESOLUTIONS

at the Extraordinary General Meeting of Shareholders of Energomontaż-Południe Spółka Akcyjna with
its registered office in Katowice
convened for 20 December 2010

RESOLUTION No. 1

of the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of Energomontaż-Południe S.A.
of 20 December 2010

on the election of the Chairman of the Extraordinary General Meeting of Shareholders

§ 1

The General Meeting of Shareholders of Energomontaż-Południe S.A. with its registered office in Katowice, acting on the basis of Article 409 par. 1 and Article 420 par. 2 of the Commercial Companies Code, elects Mr/Ms as Chairman of the Extraordinary General Meeting of Shareholders.

§ 2

This resolution comes into effect on the day it is passed.

RESOLUTION No. 2

of the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of Energomontaż-Południe S.A.
of 20 December 2010

on adoption of the agenda

§ 1

The Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. with its registered office in Katowice hereby approves the following agenda:

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairman of the Extraordinary General Meeting of Shareholders.
3. Confirmation that the Extraordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution concerning the merger of Energomontaż-Południe S.A. with Centrum Kapitałowe-MODUS Spółka z o.o.
6. Adoption of a resolution concerning amendments to the Statute of the Company.
7. Other matters.
8. Closing of the Meeting.

§ 2

This resolution comes into effect on the day it is passed.

RESOLUTION No. 3

of the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of Energomontaż-Południe S.A.
of 20 December 2010

*on the merger of Energomontaż-Południe Spółka Akcyjna
with Centrum Kapitałowe-MODUS Spółka z ograniczoną odpowiedzialnością*



The Extraordinary General Meeting of Shareholders of Energomontaż-Południe Spółka Akcyjna with its registered office in Katowice (hereinafter "Energomontaż-Południe S.A." or the "Acquiring Company"), acting on the basis of Article 492 par. 1 pt. 2 of the Commercial Companies Code and Article 506 CCC, resolves as follows:

§ 1

1. Energomontaż-Południe S.A. shall merge with Centrum Kapitałowe-Modus Spółka z o.o. with its registered office in Katowice, entered in the National Court register kept by the District Court for Katowice-Wschód in Katowice, Division VIII Commercial of the National Court Register under KRS 0000112995 (hereinafter: "CK-MODUS Spółka z o.o." or the "Target Company").
2. The merger as referred to in par. 1 shall be effected under the procedure of Article 492 par. 1 pt. 1 CCC, that is, by way of a transfer of all of the assets of the Target Company to Energomontaż-Południe S.A. without an increase in the share capital of the Acquiring Company, under the rules set out in the Merger Plan of 29 October 2010 announced in Monitor Sądowy i Gospodarczy (Court and Economic Monitor) No. 223/2010 of 17 November 2010, reviewed by an auditor in accordance with Articles 502 and 503 CCC (hereinafter the "Merger Plan"). The Merger Plan constitutes an **Attachment** to this Resolution.

§ 2

In view of the adoption of the merger, the General Meeting of Shareholders of Energomontaż-Południe S.A. grants its consent to the Merger Plan.

§ 3

The day of the merger of Energomontaż-Południe S.A. with CK-MODUS Spółka z o.o. will be the day on which the merger is entered in the register kept by the court competent with respect to the registered office of Energomontaż-Południe S.A.

§ 4

The Management Board of Energomontaż-Południe S.A. undertakes to take all factual and legal measures necessary for the performance of this Resolution.

RESOLUTION No. 4
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of Energomontaż-Południe S.A.
held on 20 December 2010
on amending the Company's Statute

The Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. with its registered office in Katowice, acting pursuant to Article 430 par. 1 sentence 1 of the Commercial Companies Code and Article 26 par. 1 pt. 6 of the Statute, resolves as follows:

§ 1

The Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. decides:

- to amend the existing content of Article 13 par. 3 of the Company's Statute and give it the following wording:

Article 13 par. 3:

"The Supervisory Board should include independent members whose number and criteria of independence result from appropriate legal regulations or regulations contained in documents concerning listed companies, specifying the principles of corporate governance".

- rescind the existing Article 13 par. 4 and replace it with Article 13 par. 5, as a result of which Article 13 par. 4 of the Company's Statute will receive the following wording:

Article 13 par. 4:

"The resignation or death of a member of the Supervisory Board, or another event causing the number of members of the Supervisory Board to diminish, does not result in the invalidity of resolutions adopted by the Supervisory Board provided that the number of members of the Supervisory Board is not less than five".

§ 2

The resolution comes into effect on the day it is adopted with legal effect from the moment the amendments are registered by the appropriate court of registration.

**RESOLUTION No. 5
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of Energomontaż-Południe S.A.
held on 20 December 2010**

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

Acting pursuant to Article 430 par. 5 of the Commercial Companies Code, the following is resolved:

§ 1

The Supervisory Board is authorised to determine the uniform text of the Company's Statute, taking into account the amendments approved in Resolution No. 4 adopted at the Extraordinary General Meeting of Shareholders of the Company on 20 December 2010.

§ 2

The resolution comes into effect on the day it is adopted.

JUSTIFICATION OF THE DRAFT RESOLUTIONS

**of the Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A.
convened for 20 December 2010**

1. Resolution No. 3 of the Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. on the merger of Energomontaż-Południe S.A. with Centrum Kapitałowe-MODUS Spółka z o.o. will be adopted in performance of resolutions adopted on 27 October 2010 by the Management Boards of the merging Companies on the intention of merging the Company with Centrum Kapitałowe-MODUS Spółka z o.o., and has been preceded by an announcement of the Merger Plan in Monitor Sądowy i Gospodarczy on 17 November 2010, No. 223/2010 item 13903, p. 14, and by twice informing Shareholders of the intention to merge.
2. Resolution No. 4 of the Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. on amending the Company's Statute and the subsequent Resolution No. 5 of the Extraordinary General Meeting of Shareholders of Energomontaż-Południe S.A. *on authorising the Supervisory Board to determine the uniform text of the Company's Statute* concerns the amendment of the Statute with respect to Article 13 par. 3 and par. 4. The amendment of the Statute in this respect is justified on account of the need to adapt the provisions of the Statute to the changing regulations concerning the operation of listed companies. The recently introduced amendments concern, among other subjects, the principles for determining the criteria and the number of independent members on the Company's Supervisory Board. In accordance with

the current legal state, the criteria of independence continue to be determined by the Best Practices of Warsaw Stock Exchange Listed Companies approved by Resolution No. 17/1249/2010 of the Stock Exchange Council of 19 May 2010 and by Annex II, cited in that document, to the European Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and (supervisory) board committees. Also important in this regard is the regulation of the Act on Statutory Auditors and their Independence, Entities Authorised to Audit Financial Statements, and on Public Supervision of 7 May 2009 (Journal of Laws 09.77.649). When preparing the proposed amendment of the Statute, the Company's Management Board recognised that it would continue to be expedient to refrain from detailing the requirements, concerning the independence of members of the Supervisory Board, resulting from appropriate statutory regulations and regulations concerning corporate governance in listed companies. Amendments to the provisions of those legal acts would in that case have the effect that the provisions of the Statute would be out of date. It therefore continues to be expedient to include a reference in the Company's Statute to appropriate regulations in such a way as to preserve the flexibility and current applicability of the Statute's provisions in spite of changes to legal regulations.