

Current Report No. 54/2010

Date: 3 December 2010

Subject: Second notification to shareholders in respect of the intention to merge Energomontaż-Południe S.A. with its subsidiary Centrum Kapitałowe-Modus Sp. z o.o.

Legal basis: Other regulations

The Management Board of Energomontaż-Południe S.A. (the Company, the Acquiring Company) with its registered office in Katowice at ul. Mickiewicza 15, 40-951 Katowice, entered in the commercial register for the National Court Register kept by the District Court of Katowice-East in Katowice, Division VIII Commercial, under KRS 0000080906, acting on the basis of Art. 504 par. 1 read together with Art. 402(1) par. 1 of the Commercial Companies Code (CCC), announces for the second time its intention to merge with its subsidiary Centrum Kapitałowe-MODUS Spółka z ograniczoną odpowiedzialnością with its registered office in Katowice at ul. Mickiewicza 15, 40-951 Katowice, entered in the commercial register for the National Court Register kept by the District Court of Katowice-East in Katowice, Division VIII Commercial, under KRS 0000112995 (the Target Company).

Merging the companies takes place under Art. 492 par. 1 pt. 1 CCC by way of the Acquiring Company taking control of the Target Company, i.e. by a transfer of all assets of the Target Company to the Acquiring Company.

In accordance with Article 504 par. 2 CCC, the Management Board of the Company announces that the Plan to merge Energomontaż-Południe S.A. with Centrum Kapitałowe-MODUS Sp. z o.o., prepared in accordance with the requirements of Articles 498 and 499 CCC, was announced in the Court and Economic Monitor (*Monitor Sądowy i Gospodarczy*) No. 223/2010 of 17 November 2010, item 13903, page 14. At the same time, the Company announces that the Merger Plan was published in Current Report No. 44/2010 of 5 November 2010. The Management Board of Energomontaż-Południe S.A. makes it known that the first notification concerning the merger of Energomontaż-Południe S.A. and Centrum Kapitałowe-MODUS Sp. z o.o. was announced on the Company's website and in Current Report No. 47/2010 of 18 November 2010.

At the same time, the Management Board of Energomontaż-Południe S.A. announces that, from **18 November 2010** until the day before the General Meeting of Shareholders for which the agenda includes the adoption of a resolution on the merger, on the Acquiring Company's website www.energomontaz.pl and at its registered office at ul. Mickiewicza 15 in Katowice from 8:00 a.m. to 3:00 p.m., shareholders will be able to review the documents referred to in Article 505 par. 1 CCC, i.e.:

1. the Merger Plan;
2. the Financial Statements and Management Board reports concerning the operations of the merging companies for the last three financial years, along with the auditor's opinion and report;
3. draft resolutions of the Extraordinary General Meeting of Shareholders of the Acquiring Company regarding the merger;
4. draft resolutions of the Extraordinary General Meeting of Shareholders of the Target Company regarding the merger;
5. the determination of the value of the Target Company's assets as at 30 September 2010, i.e. at the end of the month prior to submitting the motion announcing the merger plan;

6. a statement containing information about the condition of the accounts of the Acquiring Company, drawn up for the purposes of the merger, as at 30 September 2010;
7. a statement containing information about the condition of the accounts of the Target Company, drawn up for the purposes of the merger, as at 30 September 2010;
8. management board reports of the merging companies, drawn up for the purposes of the merger;
9. the auditor's opinion concerning the accuracy and reliability of the merger plan of the companies.

The date of the General Meeting of Shareholders for which the agenda includes the adoption of a resolution on the merger was announced by the Company in Current Report No. 48/2010 of 19 November 2010.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Andrzej Hołda	President of the Management Board
Alina Sowa	Vice President of the Management Board