

Current Report No. 33/2011

Date: 29 April 2011

Subject: Intention to merge the Company with its subsidiary EP Hotele i Nieruchomości Sp. z o.o.

Legal basis: Article 56 par. 1 pt. 2 of the Act on Offerings – current and periodic information

On 28 April 2011, the Management Board of Energomontaż-Południe S.A. (the Issuer, the Company, the Acquiring Company) adopted a resolution on its intention to merge Energomontaż-Południe S.A. with its subsidiary EP Hotele i Nieruchomości Sp. z o.o. (EP H&N, the Target Company) and on confirming the Plan for the Merger of the Acquiring Company with the Target Company, dated 28 April 2011.

Method of the planned merger and its legal basis

The merger will take place through the takeover by Energomontaż-Południe S.A. of the company EP Hotele i Nieruchomości Sp. z o.o. according to the rules set out in Article 492 par. 1 pt. 1 of the Commercial Companies Code (CCC), that is, through the transfer of all the assets of the Target Company to the Acquiring Company, without a simultaneous increase in the share capital of the Issuer, that is, taking account of the regulations contained in Article 515 par. 1 CCC.

Justification for the decision on the intention of merging

Given the fact that the Perła holiday resort in Mrzeżyno has been leased out, and that maintaining the subsidiary in order to run an employee hotel has no economic sense, the Management Board of Energomontaż-Południe S.A. took the above decision to merge with the subsidiary EP Hotele i Nieruchomości Sp. z o.o. The resolution of the Issuer's Management Board corresponds to a resolution adopted by the Supervisory Board of the subsidiary EP H&N. It is planned to continue leasing out the holiday resort. In carrying out the merger, the Issuer wishes to simplify the capital structure of the Group, thereby lowering its operating costs.

Description of EP Hotele i Nieruchomości Sp. z o.o.

EP H&N runs tourism, hotel, recreation and catering operations based on a holiday resort in Mrzeżyno and a hotel in Będzin Łągisza.

The entity was established by a notarial deed on 21 June 2002, and originally operated under the business name EP Centrum Rekreacji Sp. z o.o. In February 2009, the business name of the company was changed to its current name of EP Hotele i Nieruchomości Sp. z o.o. The company is 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 0000134975. EP H&N holds statistical identification number (REGON) 277846660 and tax identification number (NIP) 857-179-36-53. Its registered office is in Katowice at ul. Mickiewicza 15. Its share capital amounts to PLN 70,500, divided into 141 shares having a par value of PLN 500 each. Energomontaż-Południe S.A. holds 100 per cent of the shares in EP H&N.

Description of the acquiring company – Energomontaż-Południe S.A.

For 59 years, the Company has been operating on the Polish and international power production and industrial construction markets.

Its core business is providing services involving construction and assembly production, general contracting for investments, and assembling, upgrading and refurbishing power production and

industrial equipment and installations. Energomontaż-Południe S.A. in Katowice was established by a notarial deed on 7 March 1992. Its registered office is in Katowice at ul. Mickiewicza 15.

The Company is entered in the National Court Register kept by the District Court for Katowice-Wschód in Katowice, VIII Division Commercial of the National Court Register under number KRS 0000080906. It holds business identification number (REGON) 270649263 and tax identification number (NIP) 634-013-54-81. Its share capital amounts to PLN 70,972,001, divided into 70,972,001 ordinary bearer shares of a par value of PLN 1 each.

At the same time, the Issuer attaches hereto the Plan for the Merger of the Acquiring Company with the Target Company, dated 28 April 2011, together with attachments. That document, as referred to in Article 499 par. 2 pt. 4 CCC, will be published on 16 May 2011.

Precise legal basis: Clause 19 par. 1 pt. 19 of the Regulation of the Minister of Finance on current and periodic information published by issuers of securities (...) of 19 February 2009.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Radostaw Kamiński
Jacek Fydrych

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