

Draft resolution of the General Meeting of Shareholders of Energomontaż-Południe S.A. with its registered office in Katowice concerning the merger of Energomontaż-Południe S.A. and EP Hotele i Nieruchomości Sp. z o.o. - for the Acquiring Company

**“Resolution No. ____
of the Ordinary General Meeting of Shareholders
of Energomontaż-Południe S.A. with its registered office in Katowice
adopted on _____**

concerning the merger of Energomontaż-Południe S.A., with its registered office in Katowice, with EP Hotele i Nieruchomości Spółka z o.o., with its registered office in Katowice

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

§ 1

- 1. Energomontaż-Południe S.A., with its registered office in Katowice, merges with EP Hotele i Nieruchomości Sp. 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, VIII Commercial Division of the National Court Register under KRS 0000134975, holding tax identification number (NIP) 857-179-36-53, with a share capital of PLN 70,500, paid up in full (the “Target Company”).*
- 2. The merger referred to in par. 1 will be carried out under the procedure of Article 492 par. 1 pt. 1 CCC, i.e. by transferring all of the assets of the Target Company to the Acquiring Company without an increase in the share capital of the Acquiring Company, in connection with Article 515 par. 1 CCC, and under the rules set out in the Merger Plan of 28 April 2011, announced in Monitor Sądowy i Gospodarczy (Court and Economic Monitor) No. _____ of _____, which plan has not been reviewed by an auditor under the exemption contained in Article 516 par. 5 CCC, taking account of Article 516 par. 6 CCC. 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., with its registered office in Katowice, grants its consent to the Merger Plan. At the same time, given the lack of a share capital increase in the Acquiring Company, in connection with Article 515 par. 1 CCC, no amendment will be made to the Statute of the Acquiring Company.

§ 3

The day of the merger of Energomontaż-Południe S.A., with its registered office in Katowice, with EP Hotele i Nieruchomości Sp. z o.o., with its registered office in Katowice, 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., with its registered office in Katowice.

§ 4

The Management Board of Energomontaż-Południe S.A., with its registered office in Katowice, undertakes to carry out all factual and legal measures necessary for the performance of this resolution.

§ 5

This resolution comes into effect on the day it is adopted, with legal effect from the moment it is registered by the relevant registry court."