

Current Report No. 39/2011

Date: 1 June 2011

Subject: Convening the Ordinary General Meeting of Shareholders of Energomontaż-Południe for 27 June 2011

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

The Management Board of Energomontaż-Południe Spółka Akcyjna with its registered office in Katowice at ul. Mickiewicza 15, acting on the basis of Art. 399 par. 1 and Art. 402¹ and 402² of the Commercial Companies Code and Clause 19 item 2 of the Company's Statute, convenes the Ordinary General Meeting of Shareholders of the Company, which will take place on 27 June 2011 at 12.00 p.m. at the registered office of the Company at ul. Mickiewicza 15 in Katowice.

Agenda:

1. Opening of the Ordinary General Meeting of Shareholders
2. Election of the Chairman of the Ordinary General Meeting of Shareholders.
3. Determining that the Ordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Consideration and approval of the Management Board Report on the Operations of the Company in 2010.
6. Consideration and approval of the financial statements of the Company for financial year 2010.
7. Consideration and approval of the annual Management Board Report on the Operations of the Energomontaż-Południe S.A. Capital Group in 2010.
8. Consideration and approval of the financial statements of the Energomontaż-Południe S.A. Capital Group for financial year 2010.
9. Adoption of a resolution on covering the net loss from 2010 and the loss from previous years.
10. Adoption of a resolution on granting the Members of the Management Board a discharge from liability in the performance of their duties in 2010.
11. Consideration and approval of the Company's Supervisory Board Report for 2010.
12. Adoption of a resolution on granting the Members of the Supervisory Board a discharge from liability in the performance of their duties in 2010.
13. Adoption of resolutions on changes in the composition of the Supervisory Board of the Company.
14. Adoption of resolutions on amending the Company's Statute.
15. Adoption of a resolution on authorising the Company's Supervisory Board to establish the uniform text of the Company's Statute.
16. Adoption of a resolution on approving the Management Board Report on the operations of the company Centrum Kapitałowe-Modus Sp. z o.o., taken over in 2010.
17. Adoption of a resolution on approving the Supervisory Board Report on the operations of the company Centrum Kapitałowe-Modus Sp. z o.o., taken over in 2010.
18. Adoption of resolutions on matters relating to the operations of the subsidiary Centrum Kapitałowe-Modus Sp. z o.o. in Katowice, taken over in 2010, pertaining to:
 - consideration and approval of the financial statements of Centrum Kapitałowe-Modus Sp. z o.o. in Katowice for 2011,
 - the adoption of a resolution on covering the net loss for 2010,
 - granting members of the corporate bodies of the company Centrum Kapitałowe-Modus Sp. z o.o. in Katowice, taken over in 2010, a discharge from liability in the performance of their duties in 2010.

19. Adoption of a resolution on the merger of EP Hotele i Nieruchomości Sp. z o.o. (as the target company) with Energomontaż-Południe S.A. (as the acquiring company).
20. Other matters.
21. Closing of the Meeting.

In accordance with Art. 402² CCC, the Management Board presents the following information:

1. Pursuant to Article 406¹ par. 1 of the Commercial Companies Code, persons who are shareholders of the Company sixteen days before the date of the General Meeting of Shareholders (the day of registration of participation in the General Meeting of Shareholders), i.e. on 11 June 2011, have the right to participate in the General Meeting of Shareholders of the Company. Persons Authorised under registered shares and temporary certificates, and pledgees, and those with a right of use and having a voting right, have the right to participate in the General Meeting of Shareholders of the Company, provided they are entered in the shareholders' register on the date of registration of participation in the General Meeting of Shareholders (406¹ § 1 CCC).
2. Bearer shares which take the form of a document provide a right to participate in the General Meeting of Shareholders of the Company, provided the said documents are submitted to the Company no later than on the date of registering participation in the General Meeting of Shareholders, i.e. by 11 June 2011 and that they are not removed before the end of that day. In place of shares, a certificate may be issued as proof of submitting shares with a notary, in a bank or investment company having its registered office or branch within the territory of the Republic of Poland. The certificate should indicate the numbers attached to the share documents and should ascertain that the share documents will not be released prior to the end of the date for registration of participation at the General Meeting of Shareholders.
3. Pursuant to Art. 406 par 2 CCC, for the purposes of ensuring participation at the General Meeting of Shareholders, a shareholder entitled to dematerialised bearer shares should request from the entity running the securities account, not earlier than after the announcement of the convening of the General Meeting of Shareholders, i.e. not before 1 June 2011 and not later than on the first weekday after the date of registration of participation in the General Meeting of Shareholders, i.e. 13 June 2011, the issuance of a named certificate concerning the right to participate at the general meeting. The certificate should contain all the information as referred to in Art. 406³ par 3 of the Commercial Companies Code, i.e.:
 - company (name), registered office, address and seal of the issuer and the certificate number,
 - 2) number of shares
 - 3) type and share code,
 - 4) company (name), registered office and address of the company which issued the shares,
 - 5) par value of the shares,
 - 6) name and surname or company name of the person entitled to the shares
 - 7) registered office (place of residence) and address of the person entitled to the shares,
 - 8) the purpose for which the certificate was issued,
 - 9) the date and place where the certificate was issued,
 - 10) signature of the person authorised to issue the certificate.

Certificates of the right to participate in the General Meeting of Shareholders will be the basis for drawing up lists provided to the entity maintaining the securities depository pursuant to the provisions on trading in financial instruments.

Principles governing participation in the meeting:

1. Shareholders may participate in the General Meeting of Shareholders and exercise their voting rights in person or by proxy. Proxies of persons other than natural persons must present current copies of appropriate registers (e.g. a copy of the National Court Register) that list the persons entitled to represent those entities. A proxy may exercise all of the shareholder's

rights at the General Meeting of Shareholders unless the proxy form states otherwise. A shareholder who has shares recorded on more than one securities account will be able to establish separate proxies to execute rights attached to the shares on each of those accounts.

2. A proxy authorising participation in the General Meeting of Shareholders and the exercising of voting rights must be granted in writing or in electronic form. Granting a proxy in electronic form does not require an electronic signature verified by a valid qualified certificate. A proxy may be granted on a correctly and completely filled out and signed appropriate form, which is available on the company's website at: www.energomontaz.en under the tab [Investor Relations/Company Info/General Meeting of Shareholders](#). A proxy granted on this form, as well as notification of the granting of the proxy in some other form, should be sent by the shareholder to the Company in PDF or other format readable by the Company to the following email address: pelnomocnictwo.wza@energomontaz.pl. Use of the form is not obligatory. The electronic proxy form, as well as notification on granting a proxy in some other form, should where possible be sent by email to the Company, at least 24 hours before the General Meeting of Shareholders in view of the need to verify it. Notification on issuing a proxy in a manner other than on the proxy form should contain a precise indication of the proxy and the grantor (indicating in the case of natural persons, given name and surname, series and number of ID, passport or other official document confirming the identity of the proxy and the grantor, personal identification (PESEL) number and place of residence, and in the case of other persons, company name, registered office, address, KRS number or other register and other necessary data enabling identification, e.g. Tax Identification Number (NIP)). Instructions on how a proxy may exercise voting rights are available on the Company's website at: www.energomontaz.en under the tab [Investor Relations/Company Info/General Meeting of Shareholders](#).
3. The Company takes appropriate steps to identify the shareholder and proxy for the purpose of verifying the validity of a proxy granted in electronic form. Verification may consist of a request for confirmation by telephone or email from the shareholder and the proxy in order to confirm that the proxy has been granted. After arrival at the General Meeting of Shareholders and before signing the attendance list, the proxy should first furnish originals of appropriate ID documentation for the purpose of confirming his or her identity.
4. In connection with convening and participating in the shareholders meeting, shareholders have the following entitlements:
 - A Shareholder or shareholders representing at least 1/20 of the share capital can request that specific items be placed on the agenda of the next General Meeting of Shareholders. Such a request should be submitted to the Company's Management Board no later than 21 days prior to the announced date of the meeting, i.e. by 6 June 2011. The request should include a justification or a draft resolution concerning the proposed agenda item. This request can be submitted by e-mail to: zmiany.wza@energomontaz.pl
 - A shareholder or shareholders representing at least 1/20 of the share capital may, prior to the date of the shareholders meeting, submit to the Company, in writing or through by email to the following email address zmiany.wza@energomontaz.pl, draft resolutions concerning matters introduced to the agenda of the meeting or matters which are to be placed on the agenda of the meeting;
 - During the General Meeting of Shareholders, any shareholder may submit draft resolutions regarding matters placed on the agenda.
5. The Company Statute does not permit the possibility of participating in the General Meeting of Shareholders by electronic means, nor does it provide for the possibility of stating a view during the meeting or voting by electronic means. The Regulations of the General Meeting of Shareholders do not provide for the possibility of voting during a meeting by mail or through the use of electronic means.
6. A person entitled to participate in the General Meeting of Shareholders may obtain a complete text of the documentation which is to be presented at the meeting, along with draft resolutions,

at the Company's registered office, within a term no earlier than one week before the date of the General Meeting of Shareholders. Information concerning the programme of the General Meeting of Shareholders and associated documentation will be placed on the Company's website at: www.energomontaz.en under the tab [Investor Relations/Company Info/General Meeting of Shareholders](#). Correspondence associated with the General Meeting of Shareholders should be addressed to the following email address: musial@energomontaz.pl

7. Information concerning the General Meeting of Shareholders is available on the website at: www.energomontaz.en

Amendments of the Statute and their justification

Proposed amendments to the Company's Statute resulting from updating the Company's Statute. Until now, the Statute has defined the composition of the Management Board as follows: "The Management Board of the Company is composed of one or more members, including the President and Vice President of the Management Board". The intention of the amendment to the Company's Statute is to not restrict the number of Vice Presidents of the Management Board to one, but to make possible, if the need arises, the appointment of more than one equally empowered Vice President of the Management Board. Currently, under a literal interpretation of the Company's Statute, only one person can function as Vice President of the Company's Management Board.

The wording of Clause 9 pt. 1 sentence 1 of the Statute of the Company will be amended as follows:

The previous wording:

§ 9 pt. 1 sentence 1

1. The Management Board of the Company consists of one or more members, including the President and Vice President of the Management Board.

The new wording:

§ 9 pt. 1 sentence 1

1. The Management Board of the Company consists of one or more members, including the President and Vice President or Vice Presidents of the Management Board.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Radostaw Kamiński

President of the Management Board

Ryszard Radomski

Member of the Management Board