

DRAFT RESOLUTIONS

for the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. with its registered office in Katowice
to be held on 27 June 2011

Resolution No. 1

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on the election of the Chairman of the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A.

Acting on the basis of Article 409 par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice elects to the post of Chairman Mr/Ms.....

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

Resolution No. 2

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on the approval of the agenda

1. The Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice resolves to adopt the agenda in the form in which it was released on the website of Energomontaż-Południe S.A. on 1 June 2011 and in the manner foreseen for the provision of current information in compliance with the rules on public offerings and the conditions for introducing financial instruments to the organised trading system and on public companies.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 3

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on approving the Management Board's report on the Company's operations in financial year 2010

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 1 of the Commercial Companies Code and Clause 26 par. 1 pt. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice approves the Management Board's report on the Company's operations in financial year 2010.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 4

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on approving the Company's financial statements for financial year 2010

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 1 of the Commercial Companies Code and Clause 26 par. 1 pt. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice approves the Company's financial statements for financial year 2010, comprising:

1/ the report on financial position as at 31 December 2010 which concludes with a balance sheet value of **PLN 413,416,388.68** (four hundred thirteen million four hundred sixteen thousand three hundred eighty-eight and 68/100 zlotys),

2/the statement of comprehensive income for the financial year from 1 January 2010 to 31 December 2010, which shows a net loss of **PLN 601,321.31** (six hundred and one thousand three hundred and twenty-one and 31/100 zlotys),

3/the cash flow statement indicating a cash decrease during financial year 2010 by the amount of **PLN 5,541,537.20** (five million five hundred forty-one thousand five hundred thirty-seven and 20/100 zlotys),

4/the statement of changes in equity showing a decrease during financial year 2010 in the amount of **PLN 10,838,896.39** (ten million eight hundred thirty-eight thousand eight hundred ninety-six and 39/100 zlotys).

5/additional information

2. This resolution comes into effect on the day it is adopted.

Resolution No. 5

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on approving the Management Board's report on the operations of the Energomontaż-Południe S.A. Capital Group in financial year 2010

1. Acting on the basis of Article 395 par. 5 of the Commercial Companies Code and Clause 26 par. 1 pt. 2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice approves the Management Board's report on the operations of the Energomontaż-Południe S.A. Capital Group in financial year 2010.

2. This resolution comes into effect on the day it is adopted.

Resolution No. 6

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on approving the consolidated financial statements of the Energomontaż-Południe S.A. Capital Group for financial year 2010

1. Acting on the basis of Article 395 par. 5 of the Commercial Companies Code, Article 63 c par. 4 of the Accounting Act of 29 September 1994 and Clause 26 par. 1 pt. 2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice approves the consolidated financial statements of the Energomontaż-Południe S.A. Capital Group for financial year 2010, comprising:

1/ the consolidated report on financial position as at 31 December 2010 which concludes with a balance sheet value of **PLN 415,216,891.12** (four hundred fifteen million two hundred sixteen thousand eight hundred ninety-one and 12/100 zlotys),

2/ the consolidated statement of comprehensive income for the financial year from 1 January 2010 to 31 December 2010, which shows a net loss of **PLN 4,915,304.20** (four million nine hundred fifteen thousand three hundred four and 20/100 zlotys),

3/ the consolidated cash flow statement indicating a cash decrease during financial year 2010 in the amount of **PLN 8,769,146.28** (eight million seven hundred sixty-nine thousand one hundred forty-six and 28/100 zlotys),

4/ the consolidated statement of changes in equity showing a decrease in equity during financial year 2010 in the amount of **PLN 7,503,183.26** (seven million five hundred three thousand one hundred eighty-three and 26/100 zlotys).

5/additional information

1. This resolution comes into effect on the day it is adopted.

Resolution No. 7

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on covering the net loss from 2010 and the loss from previous years

Acting on the basis of Article 395 par. 2 pt. 2 of the Commercial Companies Code and Clause 26 par. 1 pt. 2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice resolves to cover:

1. the net loss for the period 1 January 2010 to 31 December 2010 in the amount of **PLN 601,321.31** out of profits achieved in future reporting periods,
2. the net loss from previous years in the amount of **PLN 40,670,699.96**, arising as a result of:
 - the merger of the Company with Centrum Kapitałowe-Modus Sp. z o.o. in financial year 2010 by means of taking up shares and the resulting elimination of unrealised margin on inventories; as a result of that event, a loss was incurred in the amount of PLN 7,647,640.01,
 - a revaluation write-down of the value of shares in the subsidiary Amontex Przedsiębiorstwo Montażowe Sp. z o.o. in the amount of PLN 33,023,059.95,

out of profit achieved in future reporting periods.

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

Resolution No. 8

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting the President of the Management Board – Andrzej Hołda – a discharge from liability for the performance of his duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, and on the recommendation of the Supervisory Board, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Mr. Andrzej Hołda**, President of the Management Board, a discharge from liability for the performance of his duties **during the period 1 January 2010 to 27 December 2010.**
2. The resolution comes into effect on the day it is adopted.

Resolution No. 9

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting the Vice President of the Management Board – Alina Sowa – a discharge from liability for the performance of her duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, and on the recommendation of the Supervisory Board, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Ms Alina Sowa**, Vice President of the Management Board,

a discharge from liability for the performance of her duties **during the period 1 January 2010 to 27 December 2010.**

2. This resolution comes into effect on the day it is adopted.

Resolution No. 10

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting a Member of the Management Board – Jacek Fydrych – a discharge from liability for the performance of his duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, and on the recommendation of the Supervisory Board, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Mr. Jacek Fydrych**, Member of the Management Board, a discharge from liability for the performance of his duties **during the period 1 January 2010 to 31 December 2010.**
2. This resolution comes into effect on the day it is adopted.

Resolution No. 11

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting a Member of the Management Board – Dariusz Kowzan – a discharge from liability for the performance of his duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, and on the recommendation of the Supervisory Board, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Mr. Dariusz Kowzan**, Member of the Management Board, a discharge from liability for the performance of his duties **during the period 2 February 2010 to 31 December 2010.**
2. This resolution comes into effect on the day it is adopted.

Resolution No. 12

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on approving the Supervisory Board's report on operations in 2010.

1. Acting on the basis of Article 382 par. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice approves the report provided by the Supervisory Board of Energomontaż-Południe S.A. for 2010.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 13

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting a Member of the Supervisory Board a discharge from liability for the performance of his duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Mr. Andrzej**

Kowalski, Member of the Supervisory Board, a discharge from liability for the performance of his duties **during the period 1 January 2010 to 31 December 2010.**

2. This resolution comes into effect on the day it is adopted.

Resolution No. 14

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting a Member of the Supervisory Board a discharge from liability for the performance of his duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Mr. Andrzej Wilczyński**, Member of the Supervisory Board, a discharge from liability for the performance of his duties **during the period 1 January 2010 to 31 December 2010.**
2. This resolution comes into effect on the day it is adopted.

Resolution No. 15

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting a Member of the Supervisory Board a discharge from liability for the performance of his duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Mr. Tomasz Woroch**, Member of the Supervisory Board, a discharge from liability for the performance of his duties **during the period 1 January 2010 to 31 December 2010.**
2. This resolution comes into effect on the day it is adopted.

Resolution No. 16

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting a Member of the Supervisory Board a discharge from liability for the performance of his duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Mr. Sławomir Masiuk**, Member of the Supervisory Board, a discharge from liability for the performance of his duties **during the period 1 January 2010 to 14 June 2010.**
2. This resolution comes into effect on the day it is adopted.

Resolution No. 17

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting a Member of the Supervisory Board a discharge from liability in the performance of his duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of

Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Mr. Marek Wesotowski**, Member of the Supervisory Board, a discharge from liability for the performance of his duties **during the period 1 January 2010 to 14 June 2010**.

2. This resolution comes into effect on the day it is adopted.

Resolution No. 18

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting a Member of the Supervisory Board a discharge from liability for the performance of his duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Mr. Radostaw Kamiński**, Member of the Supervisory Board, a discharge from liability for the performance of his duties **during the period 14 June 2010 to 31 December 2010**. The discharge from liability applies especially to the **period 27 December 2010 to 31 December 2010**, during which he was asked to serve temporarily as a Member of the Management Board.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 19

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting a Member of the Supervisory Board a discharge from liability for the performance of his duties in 2010.

1. Acting on the basis of Article 393 pt.1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code and Clause 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, grants **Mr. Grzegorz Wojtkowiak**, Member of the Supervisory Board, a discharge from liability for the performance of his duties **during the period 14 June 2010 to 31 December 2010**.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 20

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on recalling a Member of the Supervisory Board

1. Acting on the basis of Article 385 par. 1 of the Commercial Companies Code and Clause 26 par. 2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice dismisses Mr.....from the Supervisory Board of Energomontaż-Południe S.A.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 21

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on appointing a Member of the Supervisory Board

1. Acting on the basis of Article 385 par. 1 of the Commercial Companies Code and Clause 26 par. 2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice appoints Mr.....to be a member of the Supervisory Board.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 22

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on amending the Statute of the Company

The Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. resolves to amend Clause 9 par. 1 of the Company's Statute so that it reads as follows:

Clause 9 par. 1 sentence 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.

Resolution No. 23

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

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

Acting on the basis of 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. 22 adopted at the Ordinary General Meeting of Shareholders of the Company on 27 June 2011.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 24

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on approving the Management Board's report on the operations of Centrum Kapitałowe-Modus Sp. z o.o. for the period 1 January 2010 to 31 December 2010.

"Acting on the basis of Article 228 pt. 1, Article 231 par. 2 pt. 1, Article 393 pt. 1 and Article 395 par. 2 pt. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., after consideration, approves the Management Board's report on the operations of Centrum Kapitałowe-Modus Sp. z o.o. during the period 1 January 2010 to 31 December 2010."

Resolution No. 25

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on approving the financial statements of Centrum Kapitałowe-Modus Sp. z o.o. for the period 1 January 2010 to 31 December 2010.

Acting on the basis of Article 228 pt. 1, Article 231 par. 2 pt. 1, Article 393 pt. 1 and Article 395 par. 2 pt. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of

Energomontaż-Południe S.A., having considered the financial statements of Centrum Kapitałowe-Modus Sp. z o.o. for the period 1 January 2010 to 31 December 2010, hereby approves those financial statements, comprising:

- 1/ the consolidated statement on financial condition as at 31 December 2010, which discloses a total on both the assets and liabilities side of **PLN 92,065,068.44**,
- 2/ the statement of comprehensive income for the financial year 1 January 2010 to 31 December 2010, showing a net loss of **PLN 1,148,118.50**,
- 3/ the cash flow statement, showing an increase in cash and equivalents during the period 1 January 2010 to 31 December 2010 of **PLN 461,264.03**,
- 4/ the statement of changes in equity showing a decrease in equity during the period 1 January 2010 to 31 December 2010 of **PLN 1,148,118.50**,
- 5/additional information and explanations.

Resolution No. 26

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on covering the net loss of Centrum Kapitałowe-Modus Sp. z o.o. for the period 1 January 2010 to 31 December 2010.

Acting on the basis of Article 395 par.2 pt. 2 and Article 231 par. 2 pt. 2 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. resolves to cover the net loss shown in the financial statements of Centrum Kapitałowe-Modus Sp. z o.o. for the **period 1 January 2010 to 31 December 2010**, in the amount of **PLN 1,148,118.50** (one million one hundred forty-eight thousand one hundred eighteen and 50/100 zlotys) out of future profits of Energomontaż-Południe S.A.

Resolution No. 27

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on approving the report of the Supervisory Board of Centrum Kapitałowe Modus Sp. z o.o. on operations in 2010.

1. Acting on the basis of Article 382 par. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice approves the report provided by the Supervisory Board of Centrum Kapitałowe-Modus Sp. z o.o. for 2010.
2. This resolution comes into effect on the day it is adopted.

Resolution No. 28

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting the President of the Management Board of Centrum Kapitałowe Modus Sp. z o.o. a discharge from liability for the performance of his duties during the period 1 January 2010 to 31 December 2010.

Acting on the basis of Article 393 par 3 sentence 1 read together with Article 494 par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., in a secret ballot, grants **Mr. Tadeusz Torbus**, President of the Management Board of the acquired company Centrum Kapitałowe Modus Sp. z o.o., a discharge from liability for the performance of his duties during the period 1 January 2010 to 31 December 2010.

Resolution No. 29

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

*on granting **Andrzej Hołda**, Member of the Supervisory Board of Centrum Kapitałowe Modus Sp. z o.o., a discharge from liability for the performance of his duties during the period 1 January 2010 to 31 December 2010.*

Acting on the basis of Article 393 par 3 sentence 1 in connection with Article 494 par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., in a secret ballot, grants **Mr. Andrzej Hołda**, Member of the Supervisory Board of the acquired company Centrum Kapitałowe Modus Sp. z o.o. in Katowice, a discharge from liability for the performance of his duties during the period 1 January 2010 to 31 December 2010.

Resolution No. 30

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

*on granting **Paweł Szafraniec**, Member of the Supervisory Board of Centrum Kapitałowe Modus Sp. z o.o., a discharge from liability for the performance of his duties during the period 1 January 2010 to 2 August 2010.*

Acting on the basis of Article 395 par 3 sentence 1 in connection with Article 494 par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., in a secret ballot, grants **Mr. Paweł Szafraniec**, Member of the Supervisory Board of the acquired company Centrum Kapitałowe Modus Sp. z o.o. in Katowice, a discharge from liability for the performance of his duties during the period 1 January 2010 to 2 August 2010.

Resolution No. 31

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

*on granting **Alina Sowa**, Member of the Supervisory Board of Centrum Kapitałowe Modus Sp. z o.o., a discharge from liability for the performance of her duties during the period 1 January 2010 to 31 December 2010.*

Acting on the basis of Article 395 par 3 sentence 1 in connection with Article 494 par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., in a secret ballot, grants **Ms Alina Sowa**, Member of the Supervisory Board of the acquired company Centrum Kapitałowe Modus Sp. z o.o. in Katowice, a discharge from liability for the performance of her duties during the period 1 January 2010 to 31 December 2010.

Resolution No. 32

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

*on granting **Mr. Janusz Pietruczuk**, Member of the Supervisory Board of Centrum Kapitałowe Modus Sp. z o.o., a discharge from liability for the performance of his duties during the period 1 January 2010 to 2 August 2010.*

Acting on the basis of Article 395 par 3 sentence 1 in connection with Article 494 par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., in a secret ballot, grants **Mr. Janusz Pietruczuk**, Member of the Supervisory Board of the

acquired company Centrum Kapitałowe Modus Sp. z o.o. in Katowice, a discharge from liability for the performance of his duties during the period 1 January 2010 to 2 August 2010.

Resolution No. 33

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on granting Mr. Dariusz Kowzan, Member of the Supervisory Board of Centrum Kapitałowe Modus Sp. z o.o., a discharge from liability for the performance of his duties during the period 3 August 2010 to 31 December 2010.

Acting on the basis of Article 395 par 3 sentence 1 in connection with Article 494 par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., in a secret ballot, grants **Mr Dariusz Kowzan**, Chairman of the Supervisory Board of the acquired company Centrum Kapitałowe Modus Sp. z o.o. in Katowice, a discharge from liability for the performance of his duties during the period 3 August 2010 to 31 December 2010.

Resolution No. 34

by the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A, adopted on 27 June 2011

on 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 S.A. with its registered office in Katowice (the "Acquiring Company"), acting on the basis of Article 492 par. 1 pt. 1 and Article 506 of the Commercial Companies Code ("CCC"), resolves as follows:

Paragraph 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, Division VIII Commercial of the National Court Register under KRS 0000134975, holding tax identification number (NIP) 857-179-36-53, with share capital of PLN 70,500.00, 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 27 April 2011, announced in *Monitor Sądowy i Gospodarczy* (Court and Economic Monitor) No. 90/2011 of 11 May 2011, which plan has not been reviewed by an auditor under the exemption contained in Article 516 par. 5 CCC, taking into account Article 516 par. 6 CCC. The Merger Plan constitutes an attachment to this Resolution.

Paragraph 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.

Paragraph 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.

Paragraph 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.

Paragraph 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.