

DRAFT RESOLUTIONS

**For the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A.
with its registered office in Katowice
convened for 28 June 2012**

**Resolution No. 1
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

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

1. Acting on the basis of Article 409 par. 1 of the Commercial Companies Code ("CCC"), the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice elected, in a secret ballot, Mr/Ms.....to be Chairman of the Meeting.
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution derives from Article 409 par. 1 of the CCC and concerns a procedural and formal matter.

**Resolution No. 2
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on the election of the Returning Committee of the Ordinary General Meeting of Shareholders of Energomontaż—Południe S.A.

1. The Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice elects, in a secret ballot, a Returning Committee composed of the following persons:

- a) _____,
- b) _____,
- c) _____.

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

Justification:

The subject of the resolution is a procedural and formal matter.

**Resolution No. 3
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

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 as published on the website of Energomontaż - Południe S.A. on 1 June 2012 and in compliance with the manner of providing current information laid down in the Act on Public Offerings and the Conditions for Introducing Financial Instruments to the Organised Trading System and on Public Companies.
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution derives from Article 409 of the CCC and concerns a procedural and formal matter.

**Resolution No. 4
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on approving the Management Board's report on the Company's business in financial year 2011.

1. Acting on the basis of Article 393 pt. 1, Article 395 par. 2 pt. 1 of the CCC and Article 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 business in financial year 2011.
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution concerns matters which an Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

**Resolution No. 5
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on approving the Company's financial statements for financial year 2011.

1. Acting on the basis of Article 393 pt. 1, Article 395 par. 2 pt. 1 of the CCC and Article 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 2011, consisting of:
 - 1/ the statement of financial condition as at 31 December 2011, disclosing a total on the assets and liabilities side of **PLN 388,984,759.78** (three hundred and eighty-eight million nine hundred and eighty-four thousand seven hundred and fifty-nine and 78/100 zlotys),
 - 2/ the total income statement for the financial year 1 January 2011 to 31 December 2011, showing a net loss of **PLN 20,470.023.13** (twenty million four hundred and seventy thousand twenty-three and 13/100 zlotys),
 - 3/ the cash flow statement indicating a cash decrease during financial year 2011 by the amount of **PLN 10,339,727.48** (ten million three hundred and thirty-nine thousand seven hundred and twenty-seven and 48/100 zlotys),
 - 4/ the statement of changes in equity showing a decrease over financial year 2011 by the amount of **PLN 24,884,158.78** (twenty-four million eight hundred and eighty-four thousand one hundred and fifty-eight and 78/100 zlotys),
 - 5/ additional information.

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

Justification:

The resolution concerns matters which an Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

**Resolution No. 6
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on approving the consolidated financial statements of the Energomontaż - Południe S.A. Capital Group for financial year 2011.

1. Acting on the basis of Article 395 par. 5 of the CCC, Article 63 c par. 4 of the Accounting Act of 29 September 1994 and Article 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 2011, consisting of:

1/ the consolidated statement of financial condition as at 31 December 2011, disclosing a total on the assets and liabilities side of **PLN 389,458,940.47** (three hundred and eighty-nine million four hundred and fifty-eight thousand nine hundred and forty and 47/100 zlotys),

2/ the consolidated total income statement for the financial year 1 January 2011 to 31 December 2011, showing a net loss of **PLN 17,673,199.36** (seventeen million six hundred and seventy-three thousand one hundred and ninety-nine and 36/100 zlotys),

3/ the consolidated cash flow statement indicating a cash decrease during financial year 2011 by the amount of PLN **10,676,758.65** (ten million six hundred and seventy-six thousand seven hundred and fifty-eight and 65/100 zlotys),

4/ the consolidated statement of changes in equity showing a decrease in equity over financial year 2011 by the amount of **PLN 21,317,136.62** (twenty-one million three hundred and seventeen thousand one hundred and thirty-six and 62/100 zlotys),

5/ additional information.

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

Justification:

The resolution concerns matters which an Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

**Resolution No. 7
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on approving the Management Board's report on the business of the Energomontaż - Południe S.A. Capital Group for financial year 2011.

1. Acting on the basis of Article 395 par. 5 of the CCC and Article 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 business of the Energomontaż-Południe S.A. Capital Group in financial year 2011.

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

Justification:

The resolution concerns matters which an Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

Resolution No. 8

of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A., adopted on 28 June 2012

on covering the net loss in 2011 and losses from previous years.

1. Acting on the basis of Article 395 par. 2 of the CCC and Article 26 par. 1 pt. 3 of the Company Statute, the Ordinary General Meeting of Shareholders of Energomontaż - Południe S.A. in Katowice resolves to cover:

- a. the net loss for the period 1 January 2011 to 31 December 2011, of **PLN 20,470,023.13** out of the profits attained in future periods,
- b. the net loss from previous years of **PLN 51,330,123.03**, caused by adjustments relating to previous years, out of the profits attained in future periods.

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

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC. The resolution on covering the net loss for 2011 as proposed by the Management Board of the Company is a reflection of the Management Board's motion regarding the coverage of this loss for 2011. The Management Board intends to cover the loss out of future profits, among other things, which will allow the Company to continue its core business in future financial years.

Resolution No. 9

of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A., adopted on 28 June 2012

on discharging Krzysztof Jan Diduch, President of the Management Board of the Company, from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the CCC and Article 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 and upon the recommendation of the Supervisory Board, discharges **Mr. Krzysztof Jan Diduch** from liability in the performance of his duties during the period **28 June 2011 to 31 December 2011**.

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

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

Resolution No. 10**of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on discharging Radosław Kamiński, Member of the Management Board, from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the CCC and Article 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 and upon the recommendation of the Supervisory Board, discharges **Mr. Radosław Kamiński**, Member of the Management Board, from liability in the performance of his duties during financial year 2011, i.e. during the period **22 March 2011 to 31 December 2011. The discharge from liability applies especially to the period 22 March 2011 to 28 June 2011, when Mr. Radosław Kamiński served as President of the Management Board; the period 28 June 2011 to 26 August 2011, when he served as a Member of the Management Board; and the period 26 August 2011 to 31 December 2011, when he served as Vice-President of the Management Board.**
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

Resolution No. 11**of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on discharging Waldemar Tadeusz Barański, Member of the Management Board, from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the CCC and Article 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 and upon the recommendation of the Supervisory Board, discharges **Mr. Waldemar Tadeusz Barański**, Member of the Management Board, from liability in the performance of his duties during financial year 2011, i.e. during the period **3 August 2011 to 31 December 2011. The discharge from liability applies especially to the period 3 August 2011 to 26 August 2011, when Mr. Waldemar Tadeusz Barański served as a Member of the Management Board; and the period 26 August 2011 to 31 December 2011, when he served as Vice-President of the Management Board.**
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

**Resolution No. 12
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on discharging Dariusz Kowzan, Member of the Management Board, from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the CCC and Article 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 and upon the recommendation of the Supervisory Board, discharges **Mr. Dariusz Kowzan** from liability in the performance of his duties in financial year 2011, i.e. during the period **1 January 2011 to 22 March 2011**.
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

**Resolution No. 13
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on discharging Jacek Fydrych, Member of the Management Board, from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the CCC and Article 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 and upon the recommendation of the Supervisory Board, discharges **Mr. Jacek Fydrych**, Member of the Management Board, from liability in the performance of his duties during financial year 2011, i.e. during the period **1 January 2011 to 27 October 2011. The discharge from liability applies especially to the period 1 January 2011 to 17 January 2011, when Mr. Jacek Fydrych served as a Member of the Management Board; and the period 17 January 2011 to 27 October 2011, when he served as Vice-President of the Management Board.**
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC..

Resolution No. 14

of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A., adopted on 28 June 2012

on discharging Ryszard Radomski, Member of the Management Board, from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the CCC and Article 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 and upon the recommendation of the Supervisory Board, discharges **Mr. Ryszard Radomski**, Member of the Management Board, from liability in the performance of his duties during financial year 2011, i.e. during the period **22 March 2011 to 27 October 2011. The discharge from liability applies especially to the period 22 March 2011 to 26 August 2011, when Mr. Ryszard Radomski served as a Member of the Management Board; and the period 26 August 2011 to 27 October 2011, when he served as Vice-President of the Management Board.**

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

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

Resolution No. 15

of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A., adopted on 28 June 2012

on approving the Supervisory Board's report on business in 2011.

1. Acting on the basis of Article 395 par. 5 of the CCC, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice approves the report of the Supervisory Board of Energomontaż – Południe S.A. for 2011.
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution derives from Article 395 par. 5 of the CCC.

Resolution No. 16

of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A., adopted on 28 June 2012

on discharging a Member of the Supervisory Board from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1, Article 395 par. 2 pt. 3 of the CCC and Article 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, discharges **Mr. Andrzej Kowalski**, Member of the Supervisory Board, from liability in the performance of his duties in 2011, i.e. during the period **1 January 2011 to 31 December 2011.**

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

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

Resolution No. 17

of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A., adopted on 28 June 2012

on discharging a Member of the Supervisory Board from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1, Article 395 par. 2 pt. 3 of the CCC and Article 26 par. 1 pt. 4 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe, in a secret ballot, discharges **Mr. Andrzej Wilczyński**, Member of the Supervisory Board, from liability in the performance of his duties in 2011, i.e. during the period **1 January 2011 to 31 December 2011**.

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

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

Resolution No. 18

of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A., adopted on 28 June 2012

on discharging a Member of the Supervisory Board from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1, Article 395 par. 2 pt. 3 of the CCC and Article 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, discharges **Mr. Tomasz Woroch**, Member of the Supervisory Board, from liability in the performance of his duties in 2011, i.e. during the period **1 January 2011 to 31 December 2011**.

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

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

Resolution No. 19

of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A., adopted on 28 June 2012

on discharging a Member of the Supervisory Board from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1, Article 395 par. 2 pt. 3 of the CCC and Article 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, discharges **Mr. Grzegorz Wojtkowiak**, Member of the Supervisory Board, from liability in the performance of his duties in 2011, i.e. during the period **1 January 2011 to 31 December 2011**.
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

Resolution No. 20

of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A., adopted on 28 June 2012

on discharging a Member of the Supervisory Board from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1, Article 395 par. 2 pt. 3 of the CCC and Article 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, discharges **Mr. Stanisław Gasinowicz**, Member of the Supervisory Board, from liability in the performance of his duties in 2011, i.e. during the period **13 January 2011 to 31 December 2011**.
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

Resolution No. 21

of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A., adopted on 28 June 2012

on discharging a Member of the Supervisory Board from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1, Article 395 par. 2 pt. 3 of the CCC and Article 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, discharges **Mr. Marek Skibiński**, Member of the Supervisory Board, from liability in the performance of his duties in 2011, i.e. during the period **13 January 2011 to 31 December 2011**.
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

**Resolution No. 22
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A,
adopted on 28 June 2012**

on discharging a Member of the Supervisory Board from liability in the performance of his duties in 2011.

1. Acting on the basis of Article 393 pt. 1, Article 395 par. 2 pt. 3 of the CCC and Article 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, discharges **Mr. Radosław Kamiński**, Member of the Supervisory Board, from liability in the performance of his duties during the period **1 January 2011 to 22 March 2011**, when he served temporarily as a Member of the Company's Management Board.
2. The resolution comes into effect on the day it is adopted.

Justification:

The resolution concerns matters which the Ordinary General Meeting of Shareholders is obliged to consider after the end of a financial year and which are specified in Article 395 par. 2 pt. 1, 2, 3 and par. 5 of the CCC.

**Resolution No. 23
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on the appointment of Supervisory Board members for a new joint term of office.

1. Acting on the basis of Article 385 par. 1 of the CCC and Article 13 par. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A. in Katowice, in a secret ballot, elects a Supervisory Board for a joint 5-year term of office, composed of the following persons:
 - 1) _____
 - 2) _____
 - 3) _____
 - 4) _____
 - 5) _____
 - 6) _____
 - 7) _____

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

Justification:

The adoption of this resolution is necessary under the terms of Article 386 par. 2 in conjunction with Article 369 par 3, due to the imminent end of the term of office of the Supervisory Board of Energomontaż-Południe S.A. Pursuant to Par. 13 clause 1 of the Company Statute, members of the Supervisory Board are elected for a joint five-year term of office. The Supervisory Board's last joint term of office commenced on 28 June 2007 pursuant to Resolution No. 24 of the Company's Ordinary General Meeting of Shareholders, adopted that same day.

**Resolution No. 24
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on discharging the President of the Management Board of EP Hotele i Nieruchomości Sp. z o.o. from liability in the performance of his duties during the period 1 January 2011 to 25 January 2011.

1. Acting on the basis of Article 395 par. 3 sentence 1 in conjunction with Article 494 par. 1 of the CCC, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., in a secret ballot, discharges Mr. Maciej Kokoszka, the President of the Management Board of EP Hotele i Nieruchomości Sp. z o.o. in Katowice (Target Company), from liability in the performance of his duties during the period 1 January 2011 to 25 January 2011.
2. The resolution comes into effect on the day it is adopted.

**Resolution No. 25
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on discharging the Vice-President of the Management Board of EP Hotele i Nieruchomości Sp. z o.o. from liability in the performance of his duties during the period 1 January 2011 to 25 January 2011.

1. Acting on the basis of Article 395 par. 3 sentence 1 in conjunction with Article 494 par. 1 of the CCC, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., in a secret ballot, discharges Mr. Zbigniew Wójcik, Vice-President of the Management Board of EP Hotele i Nieruchomości Sp. z o.o. in Katowice (Target Company), from liability in the performance of his duties during the period 1 January 2011 to 25 January 2011.
2. The resolution comes into effect on the day it is adopted.

**Resolution No. 26
of the Ordinary General Meeting of Shareholders of Energomontaż – Południe S.A.,
adopted on 28 June 2012**

on discharging the President of the Management Board of EP Hotele i Nieruchomości Sp. z o.o. from liability in the performance of his duties during the period 31 January 2011 to 25 August 2011.

1. Acting on the basis of Article 395 par. 3 sentence 1 in conjunction with Article 494 par. 1 of the CCC, the Ordinary General Meeting of Shareholders of Energomontaż-Południe S.A., in a secret ballot, discharges Mr. Sławomir Chomiuk, President of the Management Board of EP Hotele i Nieruchomości Sp. z o.o. in Katowice (Target Company), from liability in the performance of his duties during the period 31 January 2011 to 25 August 2011.
2. The resolution comes into effect on the day it is adopted.

Justification for Resolutions No. 24-26:

The resolution concerns the discharge by Energomontaż – Południe SA of members of the governing bodies of the acquired company EP Hotele i Nieruchomości from liability in the performance of their duties in 2011. The effect of the acquisition by Energomontaż-Południe of the company EP Hotele i Nieruchomości pursuant to Article 492 par. 1 pt. 1 of the CCC is

that, pursuant to Article 494 of the CCC, the acquiring company has, under the terms of legal succession, entered into all the rights and obligations of the target company as of the date of the acquisition, including the obligations deriving from the CCC, especially those specified in Article 231 par. 3 therein.

The business of EP Hotele i Nieruchomości Sp. z o.o. involved primarily the management of property, most of all a hotel in Łagisza and the "Perła" holiday camp in Mrzeżyna. EP Hotele i Nieruchomości was engaged in business involving the provision of short-term accommodation in a workers' hostel located on the premises of ZPP in Łagisza, the organization of summer vacations at the PERŁA holiday camp in Mrzeżyna, and management of the Legnicka Park Popowice Housing Community in Wrocław.

In 2011, the Company's Management Board was composed of the following persons:

During the period 1 January 2011 to 25 January 2011, it was composed of the following persons:

Mr. Maciej Kokoszka President of the Management Board,

Mr. Zbigniew Wójcik Vice-President of the Management Board

From 31 January 2011 to the date of the merger, 25 August 2011, it was composed of the following persons:

Mr. Sławomir Chomiuk President of the Management Board.

2011 was the last year of independent business operations for EP Hotele i Nieruchomości Sp. z o.o. In connection with the lease of the holiday camp in Mrzeżyna, on 28 April 2011 the Company's Management Board resolved a merger of EP Hotele i Nieruchomości Sp. z o.o. with Energomontaż-Południe SA. Next, the Company's Management Board adopted and confirmed a Plan to merge the Acquiring Company with the Target Company. By means of Resolution No. 3 of 27 June 2011, the General Meeting of Shareholders of EP Hotele i Nieruchomości Sp. z o.o. consented to the merger and approved the merger Plan, and the Ordinary General Meeting of Shareholders of Energomontaż-Południe SA expressed this consent and approval by means of Resolution No. 32 of 27 June 2011.

Consequently, EP Hotele i Nieruchomości Sp. z o.o. continued to operate until 25 August 2011, on which day its merger with Energomontaż-Południe SA was registered in the registry court.

The merger took place through Energomontaż taking over EP Hotele i Nieruchomości Sp. z o.o. in accordance with the rules set out in Article 492 par. 1 pt. 1 of the CCC, i.e. through a transfer of all the assets of the Target Company to Energomontaż-Południe SA, without a simultaneous increase in the share capital of the Acquiring Company, i.e. taking account of the provisions of Article 515 par. 1 and Article 516 par. 6 of the CCC.

In the absence of an increase in the share capital of the Acquiring Company and in view of the terms of Article 515 par. 1 of the CCC, it was not necessary to approve the wording of the Company's statute after the merger.

Due to the merger procedure, the method of combining shares discussed in Article 44a par. 2 of the Accounting Act was applied. Article 12 par. 3 pt. 2 of the Accounting Act was applied to this method of settling the merger, therefore there was no obligation to draw up financial statements of EP Hotele i Nieruchomości Sp. z o.o. for 2011. That company's financial results for 2011 are included in the 2011 financial statements of Energomontaż-Południe SA.

In the financial year 2011, the Company's Management Board pursued the aims and fulfilled its duties set forth in the Company's articles of association regarding the business of EP Hotele i Nieruchomości Sp. z o.o., and performer actions aimed at achieving the main objective – the Company's effective merger with Energomontaż-Południe SA.