

# Call in of the Ordinary General Meeting of Shareholders of ULMA Construccion Polska Spółka Akcyjna

**Current report no. 3/2010**

## **THE MANAGEMENT Board OF ULMA CONSTRUCCION S.A.**

informs as follows:

the Ordinary General Meeting of Shareholders of ULMA Construccion Polska Spółka Akcyjna ("**General Meeting**", "**Company**") is being convened for 17 June for 9:30 hours in Warsaw at ul. Klasyków 10, with the following agenda:

1. Opening of the Meeting.
2. Election of the chairperson of the Meeting.
3. Confirmation that the Meeting was convened correctly and that it was entitled to take valid resolutions.
4. Acceptance of the agenda.
5. Taking the following resolutions:
  - a) approval of the Company's financial statements for 2009, including the balance sheet, profit and loss accounts, statement of changes in equity, cash flow account and additional information;
  - b) approval of the Management Board's and Supervisory Board's reports for the Company's operations in 2009,
  - c) distribution of the Company's profit for 2009,
  - d) approval of the consolidated financial statements of the ULMA Construccion Polska Group for 2009,
  - e) acknowledgement of the fulfilment of duties by members of the Company's authorities in 2009,
  - f) determination of remuneration for a member of the Supervisory Board belonging to the Audit Committee and having the qualifications required pursuant to Article 86 (4) of the Act of 22 May 2009 on expert auditors and their self-government, entities authorized to audit financial statements and public supervision (Journal of Laws of 2009, No. 77, item 649).
  - g) appointment of members of the Company's Supervisory Board for another terms of office,
6. Closing of the Meeting.

The registration date in the General Meeting, as specified in art. 406<sup>1</sup> of the Commercial Companies Code shall be [1 June 2010](#).

The following persons are entitled to attend the General Meeting:

- a) shareholders of the Company as of the registration date in the General Meeting;
- b) persons who hold rights under registered shares and temporary certificates as well as pledgees and users who are entitled to vote provided they are entered in the register of shareholders as of the registration date in the General Meeting;
- c) members of the Management Board and Supervisory Board of the Company;
- d) persons invited to the General Meeting by the Management Board of the Company.

Bearer shares in the form of a document entitle to participate in the General Meeting of such documents are deposited with the Company latest on the registration date in the General Meeting and are not collected before the end of the day; Alternatively, the holders may provide the Company with evidence of share deposit with a notary, a bank or an investment company with their registered office or branch office in the territory of the European Union or a State being party of the agreement of the European Economic Area, indicated in the announcement of the General Meeting.

Persons entitled to participate in the General Meeting may obtain the entire text of documents to be submitted to the General Meeting as well as draft resolutions from the Company's web site: [www.ulma-c.pl](http://www.ulma-c.pl). Additionally, information on the General Meeting will be available at the web site [www.ulma-c.pl](http://www.ulma-c.pl).

Pursuant to art. 402<sup>1</sup> § 2 of the Code of Commercial Companies and Partnerships, the Management Board informs the shareholders as follows:

### **1. Right to request to put matters on the agenda**

A shareholder or shareholders representing minimum 1/20 (one twentieth) of the share capital may request that certain matters be put on the agenda of the General Meeting. Such request shall be submitted to the Management Board latest twenty one days before the designated date of the General Meeting that is latest by [28 May 2010](#). Such request shall specify reasons or a draft resolution to the proposed item on the agenda. The request may be provided by e-mail to the address [wza@ulma-c.pl](mailto:wza@ulma-c.pl) or by fax to the number [/22/814-31-31](tel:+48228143131).

### **2. Right to propose draft resolutions with reference to items on the agenda or matters that are to be added to the agenda before the date of the General Meeting**

Before the date of the General Meeting, A shareholder or shareholders representing minimum 1/20 (one twentieth) of the share capital may submit to the address of the Company or by e-mail to the address [wza@ulma-c.pl](mailto:wza@ulma-c.pl) or by fax to the number [/22/814-31-31](tel:+48228143131), draft resolutions with reference to items on the agenda or matters that are to be added to the agenda before the date of the General Meeting.

### **3. Right to propose draft resolutions concerning the items added to the agenda during the General Meeting**

During the General Meeting, each shareholder may propose draft resolutions concerning items added to the agenda.

#### **4. Method of exercising voting rights by proxies, including in particular forms used by proxies during voting and methods to notify the Company by e-mail on designating a proxy**

Shareholders may attend the General Meeting in person or by proxy. Powers of attorney shall be granted in writing or by e-mail (electronic form shall mean a text document transmitted electronically, a secure electronic signature is not required).

Shareholders who have shares registered in several securities accounts may designate several proxies to exercise voting rights from shares recorded in each account.

The power of attorney shall be submitted to the Company as follows:

- a) proxies who have been granted power of attorney in writing shall submit such powers of attorney at registration for the General Meeting;
- b) proxies who have been granted power of attorney in an electronic form shall notify the Company of having received such power of attorney by transmitting it electronically two working days before the date of the General Meeting or by submitting a printout of the power of attorney at registration for the General Meeting;

When the power of attorney is granted electronically, the following procedures shall apply to notification of the Company thereof and verification of the shareholder and proxy:

- a) latest two days before the General Meeting or by **15 June 2010**, the shareholder shall notify the Company of having granted a power of attorney as long as such power of attorney was issued in electronic form;
- b) the notification shall be signed by the principal or person authorized to represent the principal (when the principal is a legal person) and sent as a scan by e-mail to the address: [wza@ulma-c.pl](mailto:wza@ulma-c.pl) or by fax to the number **/22/814-31-31**;
- c) the notification shall specify:
  - (i) the name of the shareholder and the place of residence or registered office;
  - (ii) type and number of the shareholder's identity document who is a natural person or the KRS number for shareholders who are legal persons;
  - (iii) first and last name and place of residence of the proxy;
  - (iv) telephone number or e-mail address providing contact with the shareholder;
  - (v) date of the power of attorney;
  - (vi) date of the General Meeting to which the power of attorney applies;
  - (vii) scope of the power of attorney, in particular restrictions as to voting rights;
  - (viii) indication if the power of attorney may be revoked;
- d) the notification shall be accompanied by a photocopy of both sides of the identity card or another identify document of the principal – if the principal is a natural person, or a photocopy of the updated extract from the National Court Register confirming the authority of the persons issuing the power of attorney – if the principal is a legal person;
- e) The Management Board will draft a list of electronic notifications on the granted powers of attorney transmitted to the Company by **15 June 2010**. The Management Board shall verify the powers of attorney transmitted to the Company or submitted at

registration at the General Meeting pursuant to art. 4.4.2 of the Regulations against the list of notifications;

- f) if there are discrepancies between a notification on granting the power of attorney and the power of attorney or should other doubt arise as to the validity and correctness of the power of attorney, the Management Board shall contact the shareholder at the provided telephone number or e-mail address to clarify the discrepancies;
- g) at registration at the General Meeting, the proxy shall present his/her ID card or another ID document;
- h) if doubts arise as to the validity of the power of attorney, in particular if there is no notification of the issue of the power of attorney, the proxy may be refused to attend the General Meeting;

During voting, proxies use voting cards like shareholders attending the General Meeting in person.

The voting forms for proxies are available at the Company's website: [www.ulma-c.pl](http://www.ulma-c.pl).

#### **5. Possibility and method to participate in the General Meeting with means of electronic communication**

The by-laws of the Company do not provide for a possibility to participate in the General Meeting with means of electronic communication.

#### **6. Method of voicing opinions and other statements during the General Meeting with means of electronic communication.**

The by-laws of the Company do not provide for a possibility to voice opinions and other statements during the General Meeting with means of electronic communication.

#### **7. Method to exercise voting rights by correspondence or with means of electronic communication**

The by-laws of the Company do not provide for a possibility to exercise voting rights by correspondence or with means of electronic communication.

**Legal basis:** *Another regulations*

**Date:** *20 May 2010*

**Signed by:** *Andrzej Kozłowski – President of the Management Board*