

# **CONVENING THE GENERAL MEETING OF SHAREHOLDERS OF ULMA CONSTRUCCION POLSKA S.A.**

## **Current Report No. 8/2012**

The Management Board of ULMA Construcccion Polska S.A. hereby informs that the General Meeting of Shareholders of ULMA Construcccion Polska Spółka Akcyjna has been convened for **22 June 2012** (Thursday) at **3pm** in Warsaw at the following address: ul. Klasyków 10 (hereinafter "**General Meeting**" and "**Company**", respectively), with the following agenda:

1. Opening of the Meeting.
2. Appointment of the Chairman of General Meeting.
3. Verification of whether the General Meeting has been convened properly and its capacity to adopt resolutions.
4. Approval of the agenda of the Meeting.
5. Adoption of resolutions on the following:
  - a) Approval of the 2011 financial statements including a statement of financial position, a statement of comprehensive income, a statement of changes in equity, a cash flow statement and additional information;
  - b) Approval of 2011 Management Board and Supervisory Board Reports on operations;
  - c) Distribution of the 2011 Company's profit;
  - d) Approval of the consolidated financial statements of the ULMA Construcccion Polska S.A. Capital Group including a consolidated statement of financial position, a consolidated statement of comprehensive income, a statement of changes in consolidated equity, a consolidated cash flow statement and additional information;
  - e) Acknowledgement of the fulfilment of duties by members of the company's authorities in 2011.
6. Closing of the Meeting.

The registration date for the participation in the General Meeting, referred to in Article 406<sup>1</sup> of the Code of Commercial Companies is **1 June 2012**.

The following are entitled to participate in the General Meeting:

- a) The persons who are Company's shareholders on the registration date for participation in the General Meeting;
- b) Beneficiaries of rights attached to bearer shares and interim certificates as well as pledgees and usufructuaries having voting rights provided they are entered to the share register on the registration date of participation in the General Meeting;
- c) Members of the Company's Management Board and Supervisory Board;
- d) People invited to participate in the General Meeting by the Company's Management Board.

Bearer shares that have a form of a document entitle to participation in the General Meeting if they are deposited with the Company no later than on the registration date for participation in the General Meeting and are not collected prior to the end of this day. A

certificate attesting that shares have been deposited with a notary public, a bank or an investment company having its registered office or branch in the territory of the European Union or a state that is a party to the agreement on the European Economic Area as specified in the notice convening the General Meeting may be deposited in lieu of shares.

A person authorised to participate in the General Meeting may get access to the full text of the documentation that is to be presented at the General Meeting as well as draft resolutions on the Company's website: **www.ulma-c.pl**. The information on the General Meeting will be available on the following website: [www.ulma-c.pl](http://www.ulma-c.pl).

Pursuant to Article 402<sup>2</sup> (2) of the Code of Commercial Companies, the Management Board makes the following information available to the shareholders:

**1. A right to request specific matters to be included in the agenda of the General Meeting**

A shareholder or shareholders representing at least 1/20th (one twentieth) of the share capital may request specific matters to be included in the agenda of the General Meeting. The request should be reported to the Company's Management Board no later than twenty one days prior to the pre-determined date of the General Meeting i.e. no later than on **1 June 2012**. The request should be accompanied by a justification or a draft resolution pertaining to the suggested item of the agenda. The request may be submitted in an electronic form by sending an e-mail to the following address: [wza@ulma-c.pl](mailto:wza@ulma-c.pl) or by fax at: 22-814-31-31.

**2. A right to report draft resolutions pertaining to the matters included in the agenda of the General Meeting or the matters that are to be included into the agenda prior to the date of the General Meeting.**

Prior to the date of the General Meeting, the shareholders representing at least 1/20th (one twentieth) of the share capital may report draft resolutions pertaining to the matters included in the agenda of the General Meeting or the matters that are to be included in the agenda to the Company in writing to the Company's address or using electronic means of communication by sending an e-mail to the following address [wza@ulma-c.pl](mailto:wza@ulma-c.pl) or by fax at: 22-814-31-31 .

**3. A right to report draft resolutions pertaining to the matters included into the agenda of the General Meeting**

Each of the shareholders may report draft resolutions pertaining to the matters included in the agenda of the General Meeting during the meeting itself.

**4. A manner of exercising the voting rights by a proxy, including, in particular, the forms used during voting by a proxy; the manner of notifying the Company about appointment of a proxy using electronic means of communication**

A shareholder is entitled to participate in the General Meeting in person or by proxy. A power of attorney is executed in writing or in an electronic form (an electronic form means that a text document is sent electronically. A secure electronic signature is not required).

A shareholder having shares registered in more than one security account may appoint separate proxies for exercising the rights attached to the shares registered in each of the accounts.

The power of attorney is presented to the Company in the following way:

- a) A proxy who has been granted the power of attorney in writing submits this power of attorney at the moment of registration to the General Meeting;

- b) A proxy who has been granted the power of attorney in an electronic form notifies the Company about being granted such power of attorney by sending the power of attorney electronically no later than two working days prior to the date of the General Meeting or by submission of a hard copy of the power of attorney at the moment of registration to the General Meeting.

In the case of granting the power of attorney in an electronic form, the following procedure is applied to notify the Company about being granted the power of attorney and the verification of a shareholder and a proxy:

- a) No later than two days prior to the date on which the General Meeting has been convened i.e. by **20 June 2012**, a shareholder should send the notice of granting the power of attorney if the power of attorney was issued in an electronic form to the Company;
- b) The notice should be signed by a principal or the persons authorised to represent the principal (in the event of a principal being a legal person) and then sent in a form of a scan via e-mail to the following address: 22-814-31-31;
- c) The notice should specify:
- (i) A shareholder's full name or the company name and a place of residence or a registered office;
  - (ii) A type and a number of a document confirming the shareholder's identity in the case of a shareholder being a natural person or a KRS (National Court Register) number in the case of a shareholder being a legal person;
  - (iii) A proxy's full name and a place residence;
  - (iv) A phone number or an e-mail address to ensure ongoing contact with the shareholder;
  - (v) A date of granting the power of attorney;
  - (vi) The date of the General Meeting to which the power of attorney applies;
  - (vii) The scope of the power of attorney, in particular, limitations of voting rights;
  - (viii) Information whether the power of attorney is revocable;
- d) A copy of both sides of the national ID card or any other document confirming the principal's identity in the case of a principal being a natural person should be attached to the notice or a copy of a valid excerpt from the National Court Register confirming the empowerment of the persons issuing a power of attorney in the case of a principal being a legal person;
- e) The Management Board prepares a list of notices on granting a power of attorney in an electronic form sent to the Company by **20 June 2010**. The Management Board compares the powers of attorney sent to the Company or submitted while registration to the General Meeting pursuant to Article 4.4.2 of the Policy with a list of notices;
- f) In the event of any discrepancies between a notice on issuing a power of attorney and the power of attorney or in the event of any other concerns on the validity and correctness of the empowerment, the Management Board will contact the shareholder at the phone number or an e-mail address as sent in the notice in order to clarify the discrepancies;

- g) During the registration to the General Meeting, a shareholder must produce a national ID card or any other identity document;
- h) In the event of concerns about the proxy's empowerment validity, in particular, a lack of notice on issuing the power of attorney that may not be clarified, the proxy may be not allowed to participate in the General Meeting.

During the voting, the proxy uses voting cards in the same way as a shareholder present at the General Meeting in person.

The forms for exercising voting rights by a proxy are available at the following website: [www.ulma-c.pl](http://www.ulma-c.pl).

#### **5. An option for and a manner of participation in the General Meeting while using the electronic means of communication**

The Articles of Association do not provide for an option for participation in the General Meeting using the electronic means of communication.

#### **6. The manner of making statements at the General Meeting while using the electronic means of communication**

The Articles of Association do not provide for an option for making statements at the General Meeting using the electronic means of communication.

#### **7. The manner of remote exercising voting rights or by using the electronic means of communication**

The Articles of Association do not provide for an option for remote exercising voting rights or by using the electronic means of communication.

*Legal basis: Article 38.1.1) Regulation of the Minister of Finance of 19 February 2009 on current and cyclical information submitted by issuers of securities and the terms and conditions for recognising the information required by the legislation of a non-member state as equivalent.*

**Date**                      24 May 2012

**Signatures**            Andrzej Kozłowski – Chief Executive Officer