

# **CONVOCAATION OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ULMA CONSTRUCCION POLSKA S.A.**

## **Current Report No. 16/2012**

The Management Board of ULMA Construcccion Polska S.A. hereby informs you that an Extraordinary General Meeting of Shareholders of ULMA Construcccion Polska Spółka Akcyjna (respectively: "**General Meeting**" and "**Company**") is convened for **9 January 2013** at **14:00** h in Warsaw, 10 Klasyków Street, with the following agenda:

1. Opening of the meeting.
2. Election of the chairman of the General Meeting.
3. Determination that the General Meeting was correctly convened and that it is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of resolutions on the amendment of the Company's Articles of Association and on the adoption of the uniform text of the Articles of Association;
6. Closing of the meeting.

### Information for the Shareholders

The date of registration to participate in the General Meeting referred to in art. 406<sup>1</sup> of the Code of Commercial Companies and Partnerships shall be **24 December 2012**

The following shall be entitled to participate in the General Meeting:

- a) those who are the Company's shareholders as of the date of registration to participate in the General Meeting;
- b) those entitled under registered shares and temporary certificates, as well as the pledgees and usufructuaries who have the right to vote, if they were registered in the share register as of the date of registration to participate in the General Meeting;
- c) members of the Company's Management Board and Supervisory Board;
- d) those invited to the General Meeting by the Company's Management Board.

Bearer shares in the documentary form shall entitle their holders to participate in the General Meeting if the share documents are deposited with the Company not later than on the date of registration to participate in the General Meeting and are not withdrawn before the end of that day. In lieu of the shares, a certificate proving that the shares have been deposited with a notary, bank or investment company with a registered office or branch in the territory of the European Union or a state being a party to the agreement on the European Economic Area, identified in the announcement on the convocation of the General Assembly, may be deposited with the Company.

Any person entitled to participate in the General Meeting may obtain the full text of the documentation to be presented to the General Meeting as well as the draft resolutions from the Company's website **www.ulma-c.pl**. Information concerning the General Meeting will also be made available on the website [www.ulma-c.pl](http://www.ulma-c.pl).

In accordance with art. 402<sup>2</sup> point 2 of the Code of Commercial Companies and Partnerships, the Management Board announces the following to the shareholders:

**1. The right to request that specific issues be placed on the agenda of the General Meeting**

A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital may request that specific issues be placed on the agenda of the General Meeting. The relevant request should be notified to the Company's management board not later than within twenty-one days before the date set for the General Meeting, i.e. not later than by **19 December 2012**. The request should contain the grounds or a draft resolution concerning the proposed item to be placed on the agenda.

The shareholder or shareholders requesting that specific issues be placed on the agenda must enclose a certificate (or an equivalent document) to the above request, issued by a competent entity, confirming that the shareholder or shareholders hold the part of the Company's share capital required to submit the above request (in hard copy or as a PDF file with the scanned document).

In the case of a shareholder or shareholders whose manner of representation requires suitable documents to be submitted correspondingly to the rules of their representation, the original or duplicate copies of the documents must be enclosed to the above request, in the manner appropriate for the method of submission of the request (original in hard copy or duplicate as a PDF file with the scanned document).

The written request with the complete set of enclosures must be submitted against confirmation of receipt to the Company's registered office, at the following address: ul. Klasyków 10, 03-115 Warszawa or sent to the Company against confirmation of sending and confirmation of receipt, at the following address: ul. Klasyków 10, 03-115 Warszawa, or sent to the Company (if electronic transmission is used) at the e-mail address: [wza@ulma-c.pl](mailto:wza@ulma-c.pl).

The Company may take measures proportional to the aim pursued in order to identify the Shareholder or Shareholders and to verify the validity of the documents sent.

The Company's Management Board shall announce the amendments to the agenda made in accordance with the above request immediately, and in any case not later than eighteen days before the date set for the Meeting, i.e. by 22 December 2012, and the new agenda shall be announced in the manner appropriate for the convocation of the Meeting.

The request may be submitted in the electronic form by e-mail as an attachment in the PDF format at the address [wza@ulma-c.pl](mailto:wza@ulma-c.pl) or by fax at 22-814-31-31.

**2. Right to submit draft resolutions concerning issues placed on the agenda of the General Meeting or on issues to be placed on the agenda before the date of the General Meeting**

Shareholders representing at least 1/20 (one twentieth) of the share capital may, before the date set for the General Meeting, submit to the Company in writing at the Company's

address or using means of electronic communication, i.e. sending by e-mail at [wza@ulma-c.pl](mailto:wza@ulma-c.pl) or by fax at 22-814-31-31, draft resolutions on issues placed on the agenda of the General Meeting or on issues to be placed on the agenda.

### **3. Right to submit draft resolutions on issues placed on the agenda during the General Meeting.**

During the General Meeting any shareholder may submit draft resolutions on issues placed on the agenda.

### **4. Method of exercising the voting right by proxy, including in particular the forms used for proxy voting and the method of notifying the company using means of electronic communication about the appointment of a proxy.**

Shareholders shall be authorised to participate in the General Meeting either in person or by proxy. Proxy shall be granted in writing or in the electronic form (the electronic form shall mean a text document sent electronically, a secure electronic signature is not required).

A shareholder holding shares registered in more than one share account may appoint separate proxy holders to exercise rights from the shares registered in each account.

The proxy shall be presented to the Company in the following manner:

- a) a proxy holder who was granted proxy in writing shall deposit said proxy at the time of registration at the General Meeting;
- b) a proxy holder who was granted proxy in the electronic form shall notify the Company about the granting of such proxy by sending it electronically two working days at the latest before the date of the General Meeting or by submitting a printout of the proxy at the time of registration at the General Meeting.

If proxy is granted in the electronic form, the following procedure shall be applied to notify the Company about the granting of proxy and to verify the shareholder and the proxy holder:

- a) the shareholder should send to the Company, not later than within two days before the date for which the General Meeting was convened, i.e. **7 January 2013**, a notice on the granting of proxy, if the proxy was granted in the electronic form;
- b) the notice should be signed by the principal or by persons authorised to represent the latter (if the principal is a legal person), and subsequently sent in the form of a scan by e-mail to the address [wza@ulma-c.pl](mailto:wza@ulma-c.pl) or by fax at 22-814-31-31;
- c) the notice should indicate:
  - (i) the shareholder's given name and surname or business name as well as place of residence or registered office;
  - (ii) the type and number of the document confirming the shareholder's identity, if the shareholder is a natural person, or KRS (National Court Register company registration number), if the shareholder is a legal person;
  - (iii) the proxy holder's given name, surname and place of residence;
  - (iv) a telephone number or e-mail address ensuring regular contact with the shareholder;
  - (v) the date of granting of the proxy;
  - (vi) the date of the General Meeting the proxy is related to;

- (vii) the scope of the proxy, in particular limitation of the right to vote;
  - (viii) information on whether the proxy is revocable or not;
- d) a photocopy of both sides of the identity card or another document confirming the principal's identity should be enclosed to the notice – if the principal is a natural person, or a photocopy of the up-to-date entry in the National Court Register confirming the authorisation of the persons granting the proxy – if the principal is a legal person;
  - e) the Management Board shall prepare a list of notice on the granting of proxy in the electronic form sent to the Company until **7 January 2013**. The Management Board shall compare the proxies sent to the Company or deposited during registration at the General Meeting in accordance with art. 4.4.2 of the Rules with the list of notices;
  - f) if any discrepancies are found between the notice on the granting of proxy and the proxy itself, or if there are other doubts as to the validity and correctness of the authorisation, the Management Board shall contact the shareholder or use the telephone number or e-mail address indicated in the notice to resolve the discrepancies;
  - g) at the time of registration at the General Meeting, the proxy holder shall be obliged to present an identity card or another identification document;
  - h) if there are doubts which it is impossible to clear concerning the validity of the proxy granted to a proxy holder, and in particular if there is no notice on the granting of proxy, the proxy holder may not be allowed to participate in the General Meeting.

During the vote the proxy holder shall use the voting cards in the same way as the shareholders attending the General Meeting in person.

Proxy voting forms are available from the website [www.ulma-c.pl](http://www.ulma-c.pl).

At the same time the Company's Management Board informs you that if a shareholder grants proxy with voting instructions, the Company will not verify whether the proxy holders exercise their voting right in accordance with the instructions they received from the respective shareholders. Consequently, the Company's Management Board informs you that the voting instructions should only be transmitted to the proxy holder.

#### **5. Possibility and method of participation in the General Meeting using means of electronic communication.**

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

#### **6. Method of active participation in the General Meeting using means of electronic communication.**

The Company's Articles of Association do not provide for the option of active participation in the General Meeting using means of electronic communication.

#### **7. Method of exercising the right to vote by correspondence or using means of electronic communication.**

The Company's Articles of Association do not provide for the option of exercising the right to vote by correspondence or using means of electronic communication.

## **8. Registration to participate in the Meeting**

Registration of Shareholders entitled to participate in the Meeting shall start one hour before the opening time of the Meeting.

## **9. Other information**

Information concerning the General Meeting will be made available on the Company's website [www.ulma-c.pl](http://www.ulma-c.pl).

At the same time, the Company's Management Board informs you that the provisions of the Code of Commercial Companies and Partnerships and of the Company's Articles of Association shall apply in matters not covered by this announcement, and consequently asks the Company's shareholders to be familiar with the above regulations.

***Legal grounds:** §38.1.1) of the Ordinance of the Minister of Finance of 19 February 2009 on current and periodic information transmitted by issuers of securities and on the conditions of considering as equivalent the information required under provisions of the law of a state other than a Member State.*

**Date**                    11 December 2012

**Signatures**        Andrzej Kozłowski – President of the Management Board