

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

Current Report No. 12/2013

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 **18 June 2013** at **2 pm** in Warsaw at the following address: **Koszajec 50, 08-840 Brwinów** (hereinafter "**General Meeting**" and "**Company**", respectively), with the following agenda:

1. Opening of the Meeting.
2. Appointment of the Chairperson of the General Meeting.
3. Determining whether the General Meeting has been properly convened and is able to pass valid resolutions.
4. Adoption of the agenda.
5. Adoption of resolutions on:
 - a) approval of the Company's financial statements for the financial year 2012, including a statement of financial position, a statement of comprehensive income, a statement of changes in equity, a cash flow statement and notes to financial statements;
 - b) approval of the reports of the Management Board and the Supervisory Board on operations in the financial year 2012;
 - c) distribution of the Company's profit for the financial year 2012;
 - d) approval of the consolidated financial statements of the ULMA Construcccion Polska S.A. Capital Group for the financial year 2012, including a consolidated statement of financial position, a consolidated statement of comprehensive income, a consolidated statement of changes in equity, a consolidated cash flow statement and notes to consolidated financial statements;
 - e) acknowledgement of the fulfilment of their duties by members of the Company's bodies in 2012;
 - f) appointment of members of the Supervisory Board for another term.
6. Closing of the Meeting.

The record date referred in Article 406¹ of the Code of Commercial Companies and Partnerships falls on **2 June 2013**.

The following persons are entitled to participate in the General Meeting:

- a) those who are shareholders of the Company on the record date;
- b) holders of rights under registered shares and interim certificates, as well as pledges and users entitled to vote if they are entered in the share register on the record date;
- c) members of the Management Board and the Supervisory Board of the Company;
- d) those invited to the General Meeting by the Company's Management Board.

Bearer shares in the form of a document entitle to participate in the General Meeting if they are deposited with the Company no later than on the record date and are not collected before 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 authorized 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 website: www.ulma-c.pl will also contain the information concerning the General Meeting.

Pursuant to Article 402² (2) of the Code of Commercial Companies and Partnerships, the Management Board makes the following information available to the shareholders:

1. The right to request specific items to be put on the agenda of the General Meeting

A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital may request specific items to be put on the agenda of the General Meeting. The request should be communicated 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 **28 May 2013**. The request shall include a justification or a draft resolution on the proposed item of the agenda. The request may be submitted electronically by sending an e-mail to the following address: wza@ulma-c.pl or by fax at: 22-814-31-31.

2. The right to submit draft resolutions on items put on the agenda of the General Meeting or those to be put on the agenda prior to the date of the General Meeting.

Prior to the date of the General Meeting, the shareholders representing at least 1/20 (one twentieth) of the share capital may submit draft resolutions pertaining to the items put on the agenda of the General Meeting or the items that are to be put on 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 or by fax at: 22-814-31-31.

3. The right to submit draft resolutions on items put on the agenda of the General Meeting during the meeting itself.

Each of the shareholders may submit draft resolutions pertaining to the items put on the agenda of the General Meeting during the meeting itself.

4. Exercise of voting rights by a proxy, including, in particular, the forms used during voting by a proxy, and the manner of notifying the Company about the 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 shall be 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 having been 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 granting 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 **16 June 2013**, a shareholder should send to the Company a notice of granting the power of attorney if the power of attorney was issued in an electronic form;
- b) the notice should be signed by a principal or the persons authorized 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: wza@ulma-c.pl or by fax at 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) the type and the 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 place residence;
 - (iv) a phone number or e-mail address to ensure ongoing contact with the shareholder;
 - (v) the 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) The notice should be accompanied by 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, 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 **16 June 2013**. 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 Rules and Regulations 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 about the validity and correctness of the empowerment, the Management Board will contact the shareholder at the phone number or an e-mail address specified 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 on the following website: www.ulma-c.pl.

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

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

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

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

7. The manner of remote exercise of voting rights or by using electronic means of communication

The Company's Articles of Association do not provide for an option for remote exercise of voting rights or by using 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 22 May 2013

Signatures Andrzej Kozłowski – President of the Management Board