

# CONVENING THE GENERAL MEETING OF SHAREHOLDERS OF ULMA CONSTRUCCION POLSKA SPÓŁKA AKCYJNA FOR THE FINANCIAL YEAR 2018

## Current report no. 6/2019

Pursuant to Article 399 section 1 in connection with Article 402 section 1 and Article 402 section 2 of the Code of Commercial Companies and Section 27 point 1 sentence 1 of the Articles of Association, the Management Board of ULMA Construcccion Polska Spółka Akcyjna with its registered office in Koszajec (hereinafter referred to as the **Company**) convenes the General Meeting of Shareholders of the Company on **9 May 2019** at 10:00 am in Koszajec 50, 05-840 Brwinów (hereinafter referred to as the **General Meeting**).

The Management Board of the Company proposes that the dividend date shall be **17 May 2019**, and the dividend payment date shall be **24 May 2019**.

Agenda of the General Meeting of Shareholders:

1. Opening of the Meeting.
2. Election of the Chairman of the General Meeting.
3. Election of the members of the Returning Committee.
4. Confirmation of the correctness of convening the General Meeting and its ability to adopt resolutions.
5. Adoption of the agenda.
6. Consideration and adoption of resolutions regarding:
  - a) approval of the Company's financial statements for the year ended 31 December 2018, including the profit and loss account and other comprehensive income, statement of financial position, statement of changes in equity, cash flow statement and additional information on the adopted accounting principles and other explanatory notes;
  - b) approval of the consolidated financial statements of the ULMA Construcccion Polska Spółka Akcyjna Group of Companies for the year ended 31 December 2018, including the consolidated profit and loss account and other comprehensive income, consolidated statement of financial position, statement of changes in consolidated equity, consolidated cash flow statement, additional information on the adopted accounting principles and other explanatory notes;
  - c) approval of the report of the Management Board on the operations of ULMA Construcccion Polska Spółka Akcyjna and ULMA Construcccion Polska Spółka Akcyjna Group of Companies for the year ended 31 December 2018;
  - d) approval of the report of the Company's Supervisory Board on operations for 2018;
  - e) distribution of the Company's profit for 2018, determination of the day according to which the list of persons entitled to receive a dividend (dividend date) is set and the dividend payment date;
  - f) acknowledgement of the fulfilment of duties by the members of the Company's bodies in 2018;
  - g) dismissal of the Supervisory Board members;
  - h) determination of the number of the Supervisory Board members for a new term of office;
  - i) appointment of the Supervisory Board members for a new term of office;
  - j) determination of the remuneration of the Supervisory Board members for a new term of office;
7. Closing of the Meeting.

The date of registration of participation in the General Meeting referred to in Article 406 section <sup>1</sup> of the Code of Commercial Companies, shall be **23 April 2019**.

The following persons have the right to participate in the General Meeting:

- a) persons who are shareholders of the Company on the date of registration of participation in the General Meeting;
- b) authorised persons under registered shares and registered provisional certificates, and pledgees and users who have the voting right if they are entered into the share register on the date of registration of participation in the General Meeting;
- c) members of the Management Board and Supervisory Board of the Company;
- d) persons invited to participate in the General Meeting by the Management Board of the Company.

Bearer shares in the form of a document grant the right to participate in the General Meeting if the share documents are submitted to the Company no later than on the date of registration of participation in the General Meeting and are not collected before the end of that day. Instead of shares, a certificate issued as the confirmation of submitting shares to a notary public, bank or investment firm, with a registered office or branch on the territory of the Republic of Poland, may be submitted to the Company.

The entity maintaining the securities account issues a registered certificate of the right to participate in the general meeting at the request of the authorised person under dematerialised bearer shares in a public company, made not earlier than after the announcement of convening the general meeting and no later than on the first business day after the date of registration of participation in the general meeting.

A person entitled to participate in the General Meeting may obtain the full text of the documents to be presented to the General Meeting as well as draft resolutions on the Company's website: [www.ulmaconstruction.pl](http://www.ulmaconstruction.pl) . Information on the General Meeting will also be made available at [www.ulmaconstruction.pl](http://www.ulmaconstruction.pl).

Pursuant to Article 402 section 2 point 2 of the Code of Commercial Companies, the Management Board notifies the shareholders of the following:

**1. The right to request the inclusion of specific matters in the agenda of the General Meeting**

A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital may request that certain matters be included in the agenda of the General Meeting. The request should be submitted to the Management Board of the Company no later than within twenty-one days before the set date of the General Meeting, i.e. no later than on **18 April 2019**. The request should include the justification or a draft resolution regarding the proposed item on the agenda. The request may be submitted in electronic form by e-mail to [wza@ulmaconstruction.pl](mailto:wza@ulmaconstruction.pl) or by fax 22-814-31-31.

**2. The right to submit draft resolutions regarding matters included or to be included in the agenda of the General Meeting**

Before the date of the General Meeting, shareholders representing at least 1/20 (one twentieth) of the share capital may submit draft resolutions regarding matters included or to be included in the agenda of the General Meeting in writing to the Company by sending them to the Company's address or by electronic means of communication - by email to [wza@ulmaconstruction.pl](mailto:wza@ulmaconstruction.pl) or by fax to 22-814 -31-31.

**3. The right to submit draft resolutions regarding matters included in the agenda during the General Meeting**

Each shareholder may submit draft resolutions regarding matters included in the agenda during the General Meeting.

**4. The manner of exercising the voting right by a proxy, including, in particular, forms used during voting by a proxy, and the manner of notifying the company of the appointment of a proxy by means of electronic communication**

The shareholder is entitled to participate in the General Meeting in person (in case of entities other than natural persons - through persons authorised to submit declarations of will) or by proxy. The power of attorney is granted in writing or in electronic form (electronic form means a scanned copy of the document bearing handwritten signatures and sent by electronic means or a copy thereof sent by fax, a secure electronic signature is not required).

The shareholder who holds shares registered on more than one securities account may appoint separate proxies to exercise rights attached to shares registered on each of the accounts.

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

- a) the proxy who has been granted the power of attorney in writing submits such power of attorney at the time of registration at the General Meeting;
- b) the proxy who has been granted the power of attorney in electronic form notifies the Company of being granted such power of attorney by sending the power of attorney by electronic means of communication no later than within two business days before the date of the General Meeting.

In case of granting the power of attorney in electronic form, the following procedure of notifying the Company of granting the power of attorney and verifying the shareholder and the proxy shall apply:

- a) the shareholder should send a notification of granting the power of attorney to the Company no later than within two working days before the date of the General Meeting, i.e. until **7 May 2019**, provided that the power of attorney is granted in electronic form;
- b) the notification should contain a scanned copy of the power of attorney or a copy sent by fax and should then be sent by email to [wza@ulmaconstruction.pl](mailto:wza@ulmaconstruction.pl) or by fax to 22-814-31-31;
- c) the notification should specify:
  - (i) shareholder's name and surname or company name and place of residence or registered office;
  - (ii) type and number of the document confirming the shareholder's identity if the shareholder is a natural person or KRS (National Court Register) number if the shareholder is a legal person;
  - (iii) name and surname and place of residence of the proxy;
  - (iv) telephone number or email address ensuring constant contact with the shareholder;
  - (v) date of granting the power of attorney;
  - (vi) date of the General Meeting to which the power of attorney relates;
  - (vii) scope of the power of attorney, in particular an indication of the possible restriction of the voting right;
  - (viii) information whether the power of attorney is revocable;
- d) until **8 May 2019** the Management Board shall prepare a list of notifications regarding the granting of the power of attorney sent in electronic form to the Company;
- e) in case of any discrepancies between the notification regarding the granting of the power of attorney and the power of attorney or in case of any other doubts as to the validity or correctness of the authorisation, the Management Board shall contact the shareholder using the telephone number or email address provided in the notification in order to clarify such discrepancies;
- f) during the registration at the General Meeting, the proxy shall present his/her ID card or another identity document;

g) in case of unjustifiable doubts as to the validity of the authorisation of the proxy, in particular in the absence of the notification regarding the granting of the power of attorney, the proxy may not be allowed to participate in the General Meeting.

At the time of voting, the proxy shall use voting cards just like the shareholder present at the General Meeting in person.

Forms for exercising the voting right through a proxy are available at [www.ulmaconstruction.pl](http://www.ulmaconstruction.pl).

**5. The possibility and method of participating in the General Meeting using means of electronic communication**

The Company's Articles of Association do not provide for the possibility of participating in the General Meeting by means of electronic communication.

**6. The manner of speaking during the General Meeting with the use of means of electronic communication**

The Company's Articles of Association do not provide for the possibility of speaking at the General Meeting by means of electronic communication.

**7. The manner of exercising the voting right by correspondence or means of electronic communication**

The Company's Articles of Association and the Regulations of the General Meeting of Shareholders do not provide for the possibility of exercising the voting right by correspondence or by means of electronic communication.

**Legal basis:** Article 19 section 1 point 1 of the Regulation of the Minister of Finance of 29 March 2018 on current and interim information delivered by issuers of securities and the conditions for recognising the information required by the laws of a non-member state as equivalent (*Journal of Laws of 2018, item 757*)

**Date:** 9 April 2019

**Signatures:** Andrzej Sterczyński – Member of the Management Board  
Henryka Padzik - Proxy