

16-03-2012

Current report no. 7/2012

Calling the Extraordinary General Meeting of P.R.I. "POL-AQUA" S.A.

The Board of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Joint-stock Company with its registered office in Warsaw in accordance with §38, item 1, section 1 - 3 of the Regulation on current and periodical information and pursuant to Article 399 § 1 of the Polish Commercial Companies Code – **CCC** (Kodeks spółek handlowych) informs of calling the Extraordinary General Meeting of the Company (**EGM**) to be held on Thursday **12 April 2012** at 4 p.m. at the Company's Office (conference room) in Warsaw, ul. Adama Branickiego 15.

Agenda:

1. Opening of the EGM.
2. Electing the Chairperson for the EGM.
3. Validation of the EGM and its capacity to adopt resolution.
4. Approval of the agenda.
5. Adoption of a resolution on the appointment of a member of the Company's Supervisory Board.
6. Closing of the EGM.

The Management Board of P.R.I. "POL-AQUA" S.A., pursuant to § 38, section 1, item 3, of the Regulation on Current and Interim Reports, makes public the contents of the draft resolutions included in the agenda of the Extraordinary General Meeting convened for 12 April 2012. (file attached).

Information for shareholders

The right to participate in the General Meeting

The Management Board reports that the right to participate in the General Meeting, pursuant to art. 406, art. 406¹, art. 406² and art. 406³ of the Commercial companies and partnerships code, shall be vested in:

- (i) persons being shareholders of the Company sixteen days prior to the date of the General Meeting, i.e. on 27.03.2012 (the registration date for the General Meeting, hereinafter referred to as the "**Registration Date**") on condition that they submit to the entity maintaining their securities account a request to issue a personal certificate of their right to participate in the General Meeting in the period between the date of announcing the convention of the General Meeting and the first business day after the Registration Date, i.e. until 28.03.2012,
- (ii) Persons authorised under registered shares and interim certificates, as well as pledgees and users provided that they are entered into the share register as of the Registration Date.
- (iii) persons holding bearer shares in the form of a certificate, provided the shares certificate is submitted to the Company no later than on Registration Date and are not collected

before the end of this date. What can be submitted instead of shares is a certificate issued to prove depositing shares at the notary public, bank or investment firm with registered office or branch in the territory of the European Union or a state being a party to the agreement on European Economic Area, indicated in the announcement regarding the convention of the General Meeting. The certificate shall indicate shares certificate numbers and state that shares certificates will not be returned before the end of the Registration Date,

- (iv) persons holding personal certificates of entitlement to attend the General Meeting issued by an entity maintaining securities account at the entitled person's request from dematerialised bearer shares of the Company reported not earlier than after announcing the General Meeting and not later than on the first working day following the Registration Date and
- (v) representatives of shareholders referred to in item (i) above, who duly documented the power to act on behalf of the shareholder.

The list of shareholders authorised to participate in the General Meeting will be prepared by the Management Board and displayed at the Company's office at ul. Adama Branickiego 15, 02-972 Warsaw, from 8:00 a.m. to 4:00 p.m., for three business days preceding the General Meeting, i.e. from 6 to 11 April 2012. A Shareholder may request that the said list be sent to them via electronic mail indicating the address to which the list is to be sent. A shareholder may also submit the request referred to above via electronic mail to walne.zgromadzenie@pol-aqua.com.pl

Selected powers of shareholders concerning the General Meeting

A shareholder or shareholders who represent at least 1/20 of the share capital are entitled to:

- (i) request that certain matters be included in the agenda of the General Meeting with the stipulation that any such request is to be submitted to the Management Board not later than within twenty-one days prior to the date of the General Meeting, i.e. by 22 March 2012. Moreover, any such request shall contain reasons or a draft resolution concerning the item on the agenda proposed and it may be submitted via electronic mail to walne.zgromadzenie@pol-aqua.com.pl
- (ii) to propose to the Company in writing or via electronic mail to walne.zgromadzenie@pol-aqua.com.pl draft resolutions concerning issues included or to be included in the agenda prior to the General Meeting.

During the General Meeting each and every shareholder shall be entitled to propose draft resolutions concerning issues included in the agenda.

Pursuant to § 8.1 of the Rules and Regulations of the General Meeting of the Company, and without prejudice to the provisions of law, the Meeting may alter the order of matters discussed or, pursuant to § 12.4 of the Articles of Association, pass a resolution to remove an item included in the agenda of the General Meeting from the said agenda or suspend the discussion of such an item.

Mode of participating in the General Meeting and exercising the right to vote

A shareholder being a natural person may participate in the General Meeting of Shareholders and exercise the right to vote in person or by an attorney. A shareholder who is not a natural person may participate in the General Meeting of Shareholders and exercise the right to vote by a person authorised to make declarations of will on their behalf or by an attorney. The power of attorney should be granted in writing or by electronic mail. Power of attorney granted by

electronic mail shall not require safe signature verified with a valid qualified certificate. A notification of having granted a power of attorney in an electronic form shall be sent to the Company via electronic mail to walne.zgromadzenie@pol-aqua.com.pl

In order to identify the Shareholder granting the power of attorney, notification on granting the power of attorney via electronic mail shall include (in the form of an attachment):

- (i) in the case of shareholders being natural persons – a copy of their ID, passport or any other official document confirming the identity of the shareholder; or
- (ii) in the case of shareholders other than natural persons – a copy of the excerpt from the relevant register or any other document confirming the authorisation of the natural person(s) to represent the shareholder at the General Meeting (e.g. an uninterrupted series of powers of attorney).

Should any doubts arise with regard to the authenticity of copies of the documents referred to above, the Management Board reserves the right to request the attorney to present the following during the preparation of the attendance list:

- (i) in the case of shareholders being natural persons – a copy of their ID, passport or any other document confirming the identity of the shareholder certified to be a true copy of the original by a notary public or any other entity authorised to certify true copies of the original; or
- (ii) in the case of shareholders other than natural persons – the original or a copy of the excerpt from the relevant register or any other document confirming the authorisation of the natural person(s) to represent the attorney at the General Meeting (e.g. an uninterrupted series of powers of attorney) certified to be a true copy of the original by a notary public or any other entity authorised to certify true copies of the original.

In order to identify an attorney, the Management Board reserves the right to request the attorney to present the following during the preparation of the attendance list:

- (i) in the case of shareholders being natural persons – their ID, passport or any other official document confirming the identity of the shareholder; or
- (ii) in the case of attorneys other than natural persons – the original or a copy of the excerpt from the relevant register or any other document confirming the authorisation of the natural person(s) to represent the attorney at the General Meeting (e.g. an uninterrupted series of powers of attorney) certified to be a true copy of the original by a notary public or any other entity authorised to certify true copies of the original.

The forms referred to in Article 402³ § 1, item 5, of the CCPC authorising an attorney to exercise the right to vote are available on the Company's web site www.pol-aqua.pl. The Company does not require that powers of attorney be granted with the use of this form only.

Simultaneously, the Management Board informs that in the event that the shareholder grants power of attorney together with voting instructions, the Company will not verify whether attorneys exercise the right to vote in accordance with instructions received from the shareholders. With reference to the above, the management Board informs that the voting instructions shall be provided solely to the attorney.

Articles of Association does not provide for the possibility to participate in the General Meeting, take the floor at the General Meeting or exercise the right to vote with the use of means of electronic communication.

Rules and regulations of the General Meeting do not provide for the possibility to exercise the right to vote at the General Meeting by correspondence.

Materials regarding the General Meeting

Any person authorised to participate in the General Meeting may obtain the full text of the documentation to be submitted during the General Meeting, including draft resolutions if plans do not provide for passing resolutions, comments of the Management Board or the Supervisory Board concerning the items on the agenda of the General Meeting or items to be introduced to the agenda prior to the date of the General Meeting on the Company's web site www.pol-aqua.pl and at the Company's office at ul. Adama Branickiego 15, 02-972 Warsaw, from 8:00 a.m. until 4:00 p.m.

Registration of attendance at the General Meeting

Persons authorised to participate in the General Meeting are requested to register and collect their voting cards at the conference room door thirty minutes before the General Meeting.

Other information

Information concerning the General Meeting will be published at the Company's website: www.pol-aqua.pl

Simultaneously, the Management Board reports that in the matters not covered in this announcement, provisions of CCPC, Articles of Association and Rules and regulations of the General Meeting shall be applied and in relation to that, the Management Board requests that the Company's shareholders familiarise themselves with the regulations above.

Any correspondence related to the General Meeting shall be sent to walne.zgromadzenie@pol-aqua.com.pl

As of the date of publishing the announcement on convening the Extraordinary General Meeting, P.R.I. "POL-AQUA" reports on the type and total number of shares and votes conferred by those shares:

Type of shares: ordinary bearer shares

Total number of shares: 27 500 100 shares

Total number of votes: 27 500 100 votes

Attachments:

- announcement on the convocation of the General Meeting
- draft resolutions together with annexes,
- power of attorney form with voting instructions

Legal basis: Art. 56 paragraph 1, item 2, of the Act on Public Offering – Current and Interim Information

Signatures:

Piotr Chełkowski, President of the Management Board of P.R.I. "POL-AQUA" S.A.

Marek Sobiecki, Second Vice President of the Management Board of P.R.I. "POL-AQUA" S.A.