## RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF PRZEDSIĘBIORSTWO ROBÓT INŻYNIERYJNYCH "POL-AQUA" JOINT-STOCK COMPANY WITH ITS REGISTERED OFFICE IN WARSAW CALLED TO CONVENE ON 26 JUNE 2013

#### RESOLUTION No. [●]/2013

of the Ordinary General Meeting of
Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna
of ...... 2013
on the election of the Chairman for the General Meeting

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw decides to elect Mr/Mrs. ...... as Chairman of the Meeting.

The resolution becomes effective on the day hereof."

# RESOLUTION No. [•]/2013 of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013 on the acceptance of the Agenda of the Ordinary General Meeting

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw accepts presented by the Chairman of the Meeting agenda of the Ordinary General Meeting.

#### The agenda includes:

- 1. Opening of the Meeting
- 2. Election of the Chairperson of the General Meeting
- 3. Confirmation that the General Meeting was convened correctly and that it was entitled to take valid resolutions.
- 4. Approval of the agenda.
- 5. Presentation and review of the financial statements of the Company for 2012 and a report of the Management Board from operations of the Company in 2012.
- 6. Presentation and review of the consolidated financial statements of the "POL-AQUA" Capital Group for 2012.
- 7. Presentation and consideration of reports of the Supervisory Board activity due to the assessment of the Management Board report on the activities of the Company and due to the Financial Statement P.R.I. "POL-AQUA" S.A., prepared by the Supervisory Board on 28 May 2013
- 8. Adopting a Resolution on approval of the financial statements of the Company for 2012.
- 9. Adopting a Resolution on approval of the report of the Management Board from operations of the Company in 2012.
- 10. Adopting a Resolution on approving consolidated financial statements of the "POL-AQUA" Capital Group for 2012.
- 11. Adopting a Resolution approving the report of Capital Group operations POL-AQUA.

- 12. Adopting a resolution on the coverage of losses for the year 2012.
- 13. Adopting a Resolution on granting a vote of confidence to members of the bodies of the Company for performance of their duties in 2012.
- 14. Appointment of members of the Supervisory Board for a new term of duty.
- 15. Closing of the Meeting.

The resolution becomes effective on the day hereof."

# RESOLUTION No. [•]/2013 of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013 on the approval of the financial statements of the Company for 2012.

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.1 of the Code of Commercial Companies approves the annual financial statements of the Company for the financial year of 2012, including:

- 1. The balance sheet total disclosed in the report of financial situation as of 31<sup>st</sup> December 2012 amounts to PLN 726,091,000.
- 2. profit and loss statement for the period from 01.01.2012 to 31.12.2012 shows loss of PLN 176,792,000.
- 3. Total profit and loss statement for the period from 01.01.2012 to 31.12.2011 shows loss of PLN 176.792,000.
- 4. Statement of changes in equity of P.R.I. "POL-AQUA" S.A. shows an decrease of equity during the period from 1<sup>st</sup> January 2012 to 31<sup>st</sup> December 2012 by the amount of PLN 176.792,000.
- 5. The net cash flow statement during the turnover year encompassing the period from 1<sup>st</sup> January 2012 to 31<sup>st</sup> December 2012 shows an increase of cash by amount of PLN 110,105,000
- 6. Accounting rules (policies) and additional notes.

The resolution becomes effective on the day hereof."

# RESOLUTION No. [•]/2013 of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the report of the Management Board from operations of the Company in 2012 approval

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.1 of the Code of Commercial Companies approves the report of the Management Board from operations of the Company in 2012.

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

#### of the Ordinary General Meeting of

#### Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ..... 2013

on the approval of consolidated financial statements of the "POL-AQUA" Capital Group for 2012.

""The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.1 of the Code of Commercial Companies approves the annual consolidated financial statements of the Company for the financial year of 2012, including:

- 1. Consolidated balance sheet total disclosed in the report of financial situation as of 31<sup>st</sup> December 2012 amounts to PLN 796,376,000.
- 2. Consolidated profit and loss statement for the period from 01.01.2012 to 31.12.2012 shows loss of PLN 175,222,000.
- 3. Consolidated total profit and loss statement for the period from 01.01.2012 to 31.12.2011 shows loss of PLN 175.2222,000.
- 4. Consolidated Statement of changes in equity shows an decrease of equity during the period from 1<sup>st</sup> January 2012 to 31<sup>st</sup> December 2012 by the amount of PLN 175.178,000.
- 5. Consolidated the net cash flow statement during the turnover year encompassing the period from 1<sup>st</sup> January 2012 to 31<sup>st</sup> December 2012 shows an increase of cash by amount of PLN 110,513,000
- 6. Accounting rules (policies) and additional notes.

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

of the Ordinary General Meeting of
Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna
of ..... 2013
on the approval of the operation of the Capital Group.

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.1 of the Code of Commercial Companies approves the report on the activities of the Capital Group POL-AQUA.

The resolution becomes effective on the day hereof."

# RESOLUTION No. [•]/2013 of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ..... 2013 on the coverage of loss for 2012 year

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.2 of the Code of Commercial Companies decides to cover the loss for 2012 year as well as cumulated losses from the previous years from the: supplementary capital coming from the surplus of the issue of shares above their nominal value (agio) and the supplementary capital coming from the gain from the previous years.."

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

### of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ..... 2013

on the granting vote of confidence to Piotr Chelkowski, Member of the Management Board and President of the Management Board, for the performance of his duties in 2012

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Piotr Chełkowski, Member of the Management Board and President of the Management Board, for the performance of his duties in 2012

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [•]/2013

of the Ordinary General Meeting of
Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna
of ...... 2013

on the granting vote of confidence to Eduardo Martínez, Martínez, Member of the Management Board and First Vice-President of the Management Board, for the performance of his duties.

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Eduardo Martínez Martínez, Member of the Management Board and First Vice-President of the Management Board, for the performance of his duties from 1 January 2012 to 30 June 2012.

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Gregor Siegmund Sobisch, Member of the Management Board and First Vice-President of the Management Board, for the performance of his duties

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Gregor Siegmund Sobisch, Member of the Management Board and First Vice-President of the Management Board, for the performance of his duties from 5 July 2012 to 31 December 2012.

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

### of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Marek Sobiecki, Member of the Management Board and Second Vice-President of the Management Board, for the performance of his duties in 2012

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Marek Sobiecki, Member of the Management Board and Second Vice-President of the Management Board, for the performance of his duties in 2012

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Robert Stefan Molo, Member of the Management Board of the Management Board, for the performance of his duties in 2012

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Robert Stefan Molo, Member of the Management Board of the Management Board, for the performance of his duties in 2012

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Mario Serrano Villate, Member of the Management Board of the Management Board, for the performance of his duties in 2012

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Mario Serrano Villate, Member of the Management Board of the Management Board, for the performance of his duties in 2012

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Servando Sierra Martí, Member of the Management

#### Board of the Management Board, for the performance of his duties in 2012

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Servando Sierra Martí, Member of the Management Board of the Management Board, for the performance of his duties in 2012

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [•]/2013

of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Gustavo Tunell Ayuso, Member and President of the Supervisory Board, for the performance of his duties

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Gustavo Tunell Ayuso, Member and Vice-President of the Supervisory Board, for the performance of his duties from 12 April 2012 to 1 August 2012 and President of the Supervisory Board, for the performance of his duties from 2 August 2012 to 31 December 2012

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Eduardo Martinez Martinez, Member and Vice-President of the Supervisory Board, for the performance of his duties

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Eduardo Martinez Martinez, Member and Vice-President of the Supervisory Board, for the performance of his duties from 2 August 2012 to 31 December 2012

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna

of ..... 2013

on the granting vote of confidence to Krzysztof Gerula, Member of the Supervisory Board, for the performance of his duties in 2012

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Krzysztof Gerula, Member of the Supervisory Board, for the

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Ricardo Eduardo Cuesta Castiñeyra Member of the Supervisory Board, for the performance of his duties

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Ricardo Eduardo Cuesta Castiñeyra Member of the Supervisory Board, for the performance of his duties from 2 August 2012 to 31 December 2012

The resolution becomes effective on the day hereof."

## RESOLUTION No. [•]/2013 of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Alberto Laverón Simavilla, Member of the Supervisory Board, for the performance of his duties in 2012

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Alberto Laverón Simavilla, Member of the Supervisory Board, for the performance of his duties in 2012

The resolution becomes effective on the day hereof."

## RESOLUTION No. [•]/2013 of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna

of ..... 2013

on the granting vote of confidence to José Puente García, Member and Vice-President of the Supervisory Board, for the performance of his duties

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to José Puente García, Member and Vice-President of the Supervisory Board, for the performance of his duties from 1 January 2012 to 14 March 2012

The resolution becomes effective on the day hereof."

RESOLUTION No. [●]/2013

### of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Alfonso Costa Cuadrench, Member and President of the Supervisory Board, for the performance of his duties

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Alfonso Costa Cuadrench, Member and President of the Supervisory Board, for the performance of his duties from 1 January 2012 to 20 July 2012

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [•]/2013

of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

on the granting vote of confidence to Janusz Steinhoff, Member of the Supervisory Board, for the performance of his duties from 1 January 2012 to 12 July 2012

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 395 § 2.3 of the Code of Commercial Companies grants a vote of confidence to Janusz Steinhoff, Member of the Supervisory Board, for the performance of his duties from 1 January 2012 to 12 July 2012

The resolution becomes effective on the day hereof."

# RESOLUTION No. [•]/2013 of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013 on the appointment of member of the Supervisory Board

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 15 ust. 1of the by-law Company decides as follow:

81

Appoint Mr for the Member of the Supervisory Board for the new term of duty and nominates for the Chairman position.

\$ 2

The resolution becomes effective on the day hereof."

RESOLUTION No. [•]/2013
of the Ordinary General Meeting of
Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna
of ...... 2013
on the appointment of member of the Supervisory Board

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 15 ust. 1of the by-law Company decides as follow:

\$ 1

Appoint Mr for the Member of the Supervisory Board for the new term of duty and nominates for the Vice Chairman position.

§ 2

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [●]/2013

#### of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ..... 2013

#### on the appointment of member of the Supervisory Board

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 15 ust. 1of the by-law Company decides as follow:

§ 1

Appoint Mr for the Member of the Supervisory Board for the new term of duty.

\$ 2

The resolution becomes effective on the day hereof."

## RESOLUTION No. [•]/2013 of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

#### on the appointment of member of the Supervisory Board

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 15 ust. 1of the by-law Company decides as follow:

\$ 1

Appoint Mr for the Member of the Supervisory Board for the new term of duty.

8 2

The resolution becomes effective on the day hereof."

#### RESOLUTION No. [•]/2013

#### of the Ordinary General Meeting of Przedsiębiorstwo Robót Inżynieryjnych "POL-AQUA" Spółka Akcyjna of ...... 2013

#### on the appointment of member of the Supervisory Board

"The Ordinary General Meeting of P.R.I. "POL-AQUA" Spółka Akcyjna with its registered office in Warsaw, acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 15 ust. 1of the by-law Company decides as follow:

\$ 1

Appoint Mr for the Member of the Supervisory Board for the new term of duty.

82

The resolution becomes effective on the day hereof."