

**DRAFT RESOLUTION NO. 1**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Appointment of Chairperson**

**§ 1**

On the basis of Article 409 § 1 of the Polish Companies Act, the Ordinary General Meeting resolves to appoint ..... the Chairperson of the Ordinary General Meeting.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 2**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Appointment of Ballot Counting Committee**

**§ 1**

On the basis of § 22 of the Rules of the General Meeting of ZUE S.A., the Ordinary General Meeting resolves to appoint the Ballot Counting Committee comprising .....

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 3**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Adoption of Agenda**

**§ 1**

The Ordinary General Meeting adopts the following agenda of the Company's Ordinary General Meeting:

1. Opening of the General Meeting.
2. Appointment of the Chairperson.
3. Statement that the General Meeting has been convened properly and is competent to adopt binding resolutions.
4. Appointment of the Ballot Counting Committee.
5. Adoption of the agenda.
6. Review and approval of the report on activities of the Supervisory Board of ZUE S.A. for the financial year 2016.
7. Review and approval of the Management Board report on activities of ZUE S.A. for the financial year 2016.
8. Review and approval of the financial statements of ZUE S.A. for the financial year 2016.
9. Review and approval of the Management Board report on activities of the Capital Group for the financial year 2016.
10. Review and approval of the consolidated financial statements of the Capital Group for the financial year 2016.
11. Adoption of resolution on the distribution of the Company's profit for the financial year 2016.
12. Passing of resolutions on granting approval for the performance of duties in 2016 to the members of the Management Board and the Supervisory Board of ZUE S.A.
13. Closing of the General Meeting.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 4**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Review and Approval of Report on Activities of the Supervisory Board of ZUE**  
**S.A. for the Financial Year 2016**

Acting pursuant to Article 382 § 3 of the Polish Companies Act and § 16.2 (f) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

**§ 1**

Following the review, the Ordinary General Meeting resolves to approve the Report on Activities of the Supervisory Board of ZUE S.A. for the financial year 2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 5**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Review and Approval of the Management Board Report on Activities of ZUE S.A.**  
**for the Financial Year 2016**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Polish Companies Act and § 20.2 (a) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

**§ 1**

Following the review, the Ordinary General Meeting resolves to approve the Management Board report on activities of ZUE S.A. for the financial year 2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 6**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Review and Approval of the Financial Statements of ZUE S.A.**  
**for the Financial Year 2016**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Polish Companies Act in connection with Article 53 of the Polish Accountancy Act and § 20.2 (a) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

**§ 1**

Following the review, the Ordinary General Meeting resolves to approve the financial statements of ZUE S.A. for the financial year ended 31 December 2016 comprising:

- 1) Statement of comprehensive income showing a net profit of PLN 1,480 and the total comprehensive income of PLN 1,525 thousand.
- 2) Statement of financial position showing the total assets and the total equity and liabilities of PLN 344,332 thousand.
- 3) Statement of changes in equity showing a decrease in equity of PLN 5,988 thousand.
- 4) Statement of cash flows for the Company's financial year ended 31 December 2016 showing a decrease in net cash of PLN 109,272 thousand and a decrease in cash and cash equivalents of PLN 108,588 thousand.
- 5) Notes to the financial statements including information on accounting policies and other explanatory information.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 7**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Review and Approval of the Management Board Report on Activities of the**  
**Capital Group in the Financial Year 2016**

Acting pursuant to Article 395 § 5 of the Polish Companies Act in connection with Article 55 of the Polish Accountancy Act and § 20.2 (i) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

**§ 1**

Following the review, the Ordinary General Meeting resolves to approve the Management Board report on activities of the Capital Group in the financial year 2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 8**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Review and Approval of the Consolidated Financial Statements of the Capital**  
**Group**  
**for the Financial Year 2016**

Acting pursuant to Article 395 § 5 of the Polish Companies Act in connection with Article 55 of the Polish Accountancy Act and § 20.2 (i) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

Following the review, the Ordinary General Meeting resolves to approve the consolidated financial statements of the Capital Group for the financial year ended 31 December 2016 comprising:

- 1) Consolidated statement of comprehensive income showing a net profit of PLN 406 thousand and total comprehensive income of PLN 451 thousand.
- 2) Consolidated statement of financial position showing the total assets and the total equity and liabilities of PLN 363,373 thousand.
- 3) Consolidated statement of changes in equity showing a decrease in equity of PLN 7,062 thousand.
- 4) Consolidated statement of cash flows for the Company's financial year ended 31 December 2016 showing a decrease in net cash during the financial year of PLN 110,306 thousand and an increase in cash and cash equivalents of PLN 109,617 thousand.
- 5) Notes to the financial statements including information on accounting policies and other explanatory information.

**§ 2**

This Resolution comes into force on the day it is passed.



**DRAFT RESOLUTION NO. 9**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Distribution of the Company's Profit for 2016**

Acting pursuant to Article 395 § 2 item 2 of the Polish Companies Act and § 20.2 (b) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

**§ 1**

Acting pursuant to the request of the Management Board of ZUE S.A., the Ordinary General Meeting resolves to allocate the entire net profit for the financial year 2016 of PLN 1,479,694.72 (one million four hundred and seventy nine thousand six hundred and ninety four złoty 72/100) to reserve funds.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 10**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2 (c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2016 to Wiesław Nowak – President of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2016 to 31.12.2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 11**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2016 to Marcin Wiśniewski – Vice-President of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2016 to 31.12.2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 12**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2016 to Jerzy Czeremuga – Vice-President of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2016 to 31.12.2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 13**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2016 to Anna Mroczek – Member of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of her office; i.e. the period from 01.01.2016 to 31.12.2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 14**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2016 to Maciej Nowak – Member of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2016 to 09.01.2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 15**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2016 to Mariusz Szubra – Chairman of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2016 to 31.12.2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 16**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2016 to Magdalena Lis – Member of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of her office; i.e. the period from 01.01.2016 to 31.12.2016 and Vice-Chairperson of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of her office; i.e. the period from 25.05.2016 to 31.12.2016.

**§ 2**

This Resolution comes into force on the day it is passed.



**DRAFT RESOLUTION NO. 17**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2016 to Bogusław Lipiński – Member of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2016 to 31.12.2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 18**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2016 to Piotr Korzeniowski – Member of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2016 to 31.12.2016.

**§ 2**

This Resolution comes into force on the day it is passed.

**DRAFT RESOLUTION NO. 19**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 6 June 2017**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2016 to Michał Lis – Member of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2016 to 31.12.2016.

**§ 2**

This Resolution comes into force on the day it is passed.