

DRAFT RESOLUTION NO. 1

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 6 June 2019
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 2019
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 2019
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 pass 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 2018.
7. Review and approval of the directors' report of the Parent Company and the Capital Group for the financial year 2018.
8. Review and approval of the financial statements of ZUE S.A. for the financial year 2018.
9. Review and approval of the consolidated financial statements of the Capital Group for the financial year 2018.
10. Passing of resolution on the coverage of the Company's loss for the financial year 2018.
11. Passing of resolution on the coverage of the Company's undistributed loss of prior years.
12. Passing of resolutions on granting approval for the performance of duties in 2018 to the members of the Management Board and the Supervisory Board of ZUE S.A.
13. Passing of resolution on determining the number of members of the Supervisory Board of ZUE S.A. for the new term.
14. Passing of resolutions on the appointment of members of the Supervisory Board of ZUE S.A. for the new term.

15. Passing of resolution on the appointment of the Chairperson of the Supervisory Board of ZUE S.A.
16. Passing of resolution on the appointment of the Vice-Chairperson of the Supervisory Board of ZUE S.A.
17. Passing of resolution on determining the compensation of members of the Supervisory Board of ZUE S.A.
18. 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 2019
on Review and Approval of Report on Activities of the Supervisory Board of ZUE
S.A. for the Financial Year 2018

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 2018.

§ 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 2019
on Review and Approval of the Directors' Report on Activities of the Parent
Company and the Capital Group for the Financial Year 2018

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 Directors' Report on Activities of the Parent Company and the Capital Group for the financial year 2018.

§ 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 2019
on Review and Approval of the Financial Statements of ZUE S.A.
for the Financial Year 2018

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 2018 comprising:

- 1) Statement of comprehensive income showing a net loss of PLN 64,049 thousand.
- 2) Statement of financial position showing the total assets and the total equity and liabilities of PLN 596,618 thousand.
- 3) Statement of changes in equity showing a decrease in equity of PLN 64,124 thousand.
- 4) Statement of cash flows for the Company's financial year ended 31 December 2018 showing a decrease in net cash flows of PLN 36,771 thousand.
- 5) Notes to the financial statements including information on accounting policy 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 2019
on Review and Approval of the Consolidated Financial Statements of the Capital
Group
for the Financial Year 2018

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 2018 comprising:

- 1) Consolidated statement of comprehensive income showing a net loss of PLN 62,585 thousand.
- 2) Consolidated statement of financial position showing the total assets and the total equity and liabilities of PLN 629,562 thousand.
- 3) Consolidated statement of changes in equity showing a decrease in equity of PLN 62,671 thousand.
- 4) Consolidated statement of cash flows for the Company's financial year ended 31 December 2018 showing a decrease in net cash flows during the financial year of PLN 36,056 thousand.
- 5) Notes to the financial statements including information on accounting policy and other explanatory information.

§ 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 2019
on Coverage of the Company's Loss for 2018

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 cover the net loss for the financial year 2018 from 1 January 2018 to 31 December 2018 of PLN 64,049,975.43 (sixty four million forty nine thousand nine hundred and seventy five złoty 43/100) in the following way:

- 1) PLN 39,434,845.22 (thirty nine million four hundred and thirty four thousand eight hundred and forty five złoty 22/100) from capital reserve; and
- 2) PLN 24,615,130.21 (twenty four million six hundred and fifteen thousand one hundred and thirty złoty 21/100) from reserve funds.

§ 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 2019
on Coverage of Undistributed Loss of Prior Years

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

§ 1

The Ordinary General Meeting resolves to comply with the request of the Management Board of ZUE S.A. and cover the undistributed loss of PLN 1,020,772.71 (one million twenty thousand seven hundred and seventy two złoty 71/100) from 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 2019
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 2018 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 01.01.2018 to 31.12.2018.

§ 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 2019
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 2018 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 01.01.2018 to 31.12.2018.

§ 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 2019
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 2018 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 01.01.2018 to 31.12.2018.

§ 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 2019
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 2018 to Anna Mroczek – Vice-President of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of her office; i.e. the period from 01.01.2018 to 31.12.2018.

§ 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 2019
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 2018 to Maciej Nowak – 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 01.01.2018 do 31.12.2018.

§ 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 2019
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 2018 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 01.01.2018 to 31.12.2018.

§ 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 2019
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 2018 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 01.01.2018 to 31.12.2018.

§ 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 2019
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 2018 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 01.01.2018 to 31.12.2018.

§ 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 2019
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 2018 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 01.01.2018 to 31.12.2018.

§ 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 2019
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 2018 to Barbara Nowak – 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 01.01.2018 to 31.12.2018.

§ 2

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

DRAFT RESOLUTION NO. 20

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 6 June 2019
on Determining the Number of the Supervisory Board Members for the New Term

§ 1

Acting pursuant to § 13.2 of the Company's Articles of Association, the Ordinary General Meeting resolves to appoint five Members to the Company's Supervisory Board.

§ 2

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

DRAFT RESOLUTION NO. 21

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 6 June 2019
on Appointment of the Supervisory Board Member for the New Term

§ 1

Acting pursuant to Article 385 § 1 of the Polish Companies Act and § 13.1 of the Company's Articles of Association, the Ordinary General Meeting resolves to appoint Mr/Ms to the Supervisory Board as

§ 2

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

DRAFT RESOLUTION NO. 22

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 6 June 2019
on Appointment of the Supervisory Board Chairperson

§ 1

Acting pursuant to § 13.2 of the Company's Articles of Association, the Ordinary General Meeting resolves to appoint Mr/Ms as the Supervisory Board Chairperson.

§ 2

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

DRAFT RESOLUTION NO. 23

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 6 June 2019
on Appointment of the Supervisory Board Vice-Chairperson

§ 1

Acting pursuant to § 13.2 of the Company's Articles of Association, the Ordinary General Meeting resolves to appoint Mr/Ms as the Supervisory Board Vice-Chairperson.

§ 2

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

DRAFT RESOLUTION NO. 24

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 6 June 2019
on Determining Compensation of the Supervisory Board Members

§ 1

Acting pursuant to Article 392 § 1 of the Polish Companies Act, the Ordinary General Meeting resolves to determine the monthly compensation of each member of the Company's Supervisory Board of the new term as

§ 2

The compensation is payable in full for each started month of the term commencing with July 2019. The compensation will be paid in arrears for each subsequent month by the fifth day of each month.

§ 3

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