

DRAFT RESOLUTION NO. 1

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 30 July 2020
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 30 July 2020
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 30 July 2020
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 2019.
7. Review and approval of the report on activities of the Parent Company and the Capital Group for the financial year 2019.
8. Review and approval of the financial statements of ZUE S.A. for the financial year 2019.
9. Review and approval of the consolidated financial statements of the Capital Group for the financial year 2019.
10. Passing of resolution on the distribution of the Company's profit for the financial year 2019.
11. Passing of resolutions on granting approval for the performance of duties in 2019 to the members of the Management Board and the Supervisory Board of ZUE S.A.
12. Passing of resolution on adoption of the Remuneration Policy for 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 30 July 2020
on Review and Approval of Report on Activities of the Supervisory Board of ZUE
S.A. for the Financial Year 2019

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 2019.

§ 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 30 July 2020
on Review and Approval of the Management Board Report on Activities of the
Parent Company and the Capital Group for the Financial Year 2019

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 the Parent Company and the Capital Group for the financial year 2019.

§ 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 30 July 2020
on Review and Approval of the Financial Statements of ZUE S.A.
for the Financial Year 2019

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 2019 comprising:

- 1) Statement of comprehensive income showing the net profit of PLN 3,135 thousand;
- 2) Statement of financial position showing the total assets and the total equity and liabilities of PLN 523,331 thousand;
- 3) Statement of changes in equity showing an increase in equity by PLN 3,049 thousand;
- 4) Statement of cash flows for the Company's financial year ended 31 December 2019 showing a decrease in net cash flows during the financial year of PLN 51,423 thousand; and
- 5) Notes to the financial statements, including information on adopted 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 30 July 2020
on Review and Approval of the Consolidated Financial Statements of the Capital
Group
for the Financial Year 2019

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 2019 comprising:

- 1) Consolidated statement of comprehensive income showing a net profit of PLN 3,777 thousand.
- 2) Consolidated statement of financial position showing the total assets and the total equity and liabilities of PLN 554,637 thousand.
- 3) Consolidated statement of changes in equity showing an increase in equity of PLN 3,693 thousand.
- 4) Consolidated statement of cash flows for the Company's financial year ended 31 December 2019 showing a decrease in net cash flows during the financial year of PLN 51,343 thousand.
- 5) Notes to the financial statements, including information on adopted 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 30 July 2020
on Distribution of the Company's Profit for 2019

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 2019 from 1 January 2019 to 31 December 2019 of PLN 3,134,953.79 (three million one hundred and thirty four thousand nine hundred and fifty three złoty 79/100) to 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 30 July 2020
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 2019 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 01.01.2019 to 31.12.2019.

§ 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 30 July 2020
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 2019 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 01.01.2019 to 31.12.2019.

§ 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 30 July 2020
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 2019 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 01.01.2019 to 31.12.2019.

§ 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 30 July 2020
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 2019 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 01.01.2019 to 31.12.2019.

§ 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 30 July 2020
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 2019 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 01.01.2019 do 31.12.2019.

§ 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 30 July 2020
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 2019 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 01.01.2019 to 31.12.2019.

§ 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 30 July 2020
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 2019 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 01.01.2019 to 31.12.2019.

§ 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 30 July 2020
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 2019 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 01.01.2019 to 31.12.2019.

§ 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 30 July 2020
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 2019 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 01.01.2019 to 31.12.2019.

§ 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 30 July 2020
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 2019 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 01.01.2019 to 31.12.2019.

§ 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 30 July 2020
on Adoption of the Remuneration Policy for Members of the Management Board
and the Supervisory Board of ZUE S.A.

§ 1

Acting pursuant to Article 90d.1 of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies of 29 July 2005 (Uniform text, Journal of Laws of 2019, item 623, as amended), the Ordinary General Meeting resolves to approve the Remuneration Policy for Members of the Management Board and the Supervisory Board of ZUE S.A. The Remuneration Policy has been attached hereto as an appendix.

§ 2

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