

DRAFT RESOLUTION NO. 1

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 22 June 2021
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 22 June 2021
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:

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§ 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 22 June 2021
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 2020.
7. Review and approval of the report on activities of the Parent Company and the Capital Group for the financial year 2020.
8. Review and approval of the financial statements of ZUE S.A. for the financial year 2020.
9. Review and approval of the consolidated financial statements of the Capital Group for the financial year 2020.
10. Passing of resolution on the distribution of the Company's profit for the financial year 2020.
11. Passing of resolutions on granting approval for the performance of duties in 2020 to the members of the Management Board and the Supervisory Board of ZUE S.A.
12. Passing of resolution embodying the opinion on the report by the Supervisory Board of ZUE S.A. on remunerations for the financial years 2019 and 2020.
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 22 June 2021
on Review and Approval of Report on Activities of the Supervisory Board of ZUE
S.A. for the Financial Year 2020

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 2020.

§ 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 22 June 2021
on Review and Approval of the Management Board Report on Activities of the
Parent Company and the Capital Group for the Financial Year 2020

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 2020.

§ 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 22 June 2021
on Review and Approval of the Financial Statements of ZUE S.A.
for the Financial Year 2020

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 2020 comprising:

- 1) Statement of comprehensive income showing the net profit of PLN 4,362 thousand.
- 2) Statement of financial position showing the total assets and the total equity and liabilities of PLN 503,270 thousand.
- 3) Statement of changes in equity showing an increase in equity by PLN 4,305 thousand.
- 4) Statement of cash flows for the Company's financial year ended 31 December 2020 showing a decrease in net cash flows during the financial year by PLN 7,755 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. 7

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 22 June 2021
on Review and Approval of the Consolidated Financial Statements of the Capital
Group
for the Financial Year 2020

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 2020 comprising:

- 1) Consolidated statement of comprehensive income showing the net profit of PLN 4,265 thousand.
- 2) Consolidated statement of financial position showing the total assets and the total equity and liabilities of PLN 524,973 thousand.
- 3) Consolidated statement of changes in equity showing an increase in equity by PLN 4,208 thousand.
- 4) Consolidated statement of cash flows for the Company's financial year ended 31 December 2020 showing a decrease in net cash flows during the financial year by PLN 6,897 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 22 June 2021
on Distribution of the Company's Profit for 2020

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 2020 from 1 January 2020 to 31 December 2020 of PLN 4,361,675.04 (four million three hundred and sixty one thousand six hundred and seventy five złoty 04/100) 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 22 June 2021
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 2020 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 01.01.2020 to 31.12.2020.

§ 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 22 June 2021
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 2020 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 01.01.2020 to 31.12.2020.

§ 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 22 June 2021
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 2020 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 01.01.2020 to 31.12.2020.

§ 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 22 June 2021
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 2020 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 01.01.2020 to 31.12.2020.

§ 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 22 June 2021
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 2020 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 01.01.2020 to 31.12.2020.

§ 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 22 June 2021
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 2020 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 01.01.2020 to 31.12.2020.

§ 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 22 June 2021
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 2020 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 01.01.2020 to 31.12.2020.

§ 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 22 June 2021
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 2020 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 01.01.2020 to 31.12.2020.

§ 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 22 June 2021
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 2020 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 01.01.2020 to 31.12.2020.

§ 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 22 June 2021
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 2020 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 01.01.2020 to 31.12.2020.

§ 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 22 June 2021
on Opinion on the Report by the Supervisory Board of ZUE S.A.
on Remunerations of Members of the Management Board and the Supervisory
Board for the Financial Years 2019 and 2020

§ 1

Acting pursuant to Article 90g item 6 of the Polish Act on Public Offering and Terms of Introducing Financial Instruments to Organised Trading and on Public Companies of 29 July 2005, the Ordinary General Meeting have read the Supervisory Board Report on Remunerations of Members of the Management Board and the Supervisory Board of ZUE S.A. for the financial years 2019 and 2020 and give a positive opinion thereon.

§ 2

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