

DRAFT RESOLUTION NO. 1

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 31 May 2022
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 31 May 2022
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 31 May 2022
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 2021.
7. Review and approval of the report on activities of the Parent Company and the Capital Group for the financial year 2021.
8. Review and approval of the financial statements of ZUE S.A. for the financial year 2021.
9. Review and approval of the consolidated financial statements of the Capital Group for the financial year 2021.
10. Passing of resolution on the distribution of the Company's profit for the financial year 2021.
11. Passing of resolutions on granting approval for the performance of duties in 2021 to the members of the Management Board and the Supervisory Board of ZUE S.A.
12. Passing of resolution on defining the number of members of the Supervisory Board of ZUE S.A. for the new term.
13. Passing of resolutions on dismissal of member(s) of the Supervisory Board of ZUE S.A.
14. Passing of resolutions on appointment of member(s) of the Supervisory Board of ZUE S.A. for the new term.

15. Passing of resolution on appointment of the Chairman of the Supervisory Board of ZUE S.A.
16. Passing of resolution on appointment of the Vice-Chairman of the Supervisory Board of ZUE S.A.
17. Passing of resolution embodying the opinion on the report by the Supervisory Board of ZUE S.A. on remunerations for the financial year 2021.
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 31 May 2022
on Review and Approval of Report on Activities of the Supervisory Board of ZUE
S.A. for the Financial Year 2021

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 2021.

§ 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 31 May 2022
on Review and Approval of the Management Board Report on Activities of the
Parent Company and the Capital Group for the Financial Year 2021

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 2021.

§ 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 31 May 2022
on Review and Approval of the Financial Statements of ZUE S.A.
for the Financial Year 2021

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 2021 comprising:

- 1) Statement of comprehensive income showing the net profit of PLN 12,141 thousand.
- 2) Statement of financial position showing the total assets and the total equity and liabilities of PLN 552,172 thousand.
- 3) Statement of changes in equity showing an increase in equity by PLN 12,074 thousand.
- 4) Statement of cash flows for the Company's financial year ended 31 December 2021 showing the net cash flows of PLN 86,367 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 31 May 2022
on Review and Approval of the Consolidated Financial Statements of the Capital
Group
for the Financial Year 2021

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 2021 comprising:

- 1) Consolidated statement of comprehensive income showing the net profit of PLN 11,821 thousand.
- 2) Consolidated statement of financial position showing the total assets and the total equity and liabilities of PLN 577,507 thousand.
- 3) Consolidated statement of changes in equity showing an increase in equity by PLN 11,754 thousand.
- 4) Statement of cash flows for the Company's financial year ended 31 December 2021 showing the net cash flows of PLN 85,234 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 31 May 2022
on Distribution of the Company's Profit for 2021

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 2021 from 1 January 2021 to 31 December 2021 of PLN 12,140,106.47 (twelve million one hundred and forty thousand one hundred and six złoty 47/100) in the following manner:

- 1) The part of the net profit for the financial year 2021 of PLN 3,414,814.65 (three million four hundred and fourteen thousand eight hundred and fourteen złoty 65/100) will be paid as dividend (PLN 0.15 per share);
- 2) The remaining balance of the net profit for the financial year 2021 of PLN 8,725,291.82 (eight million seven hundred and twenty five thousand two hundred and ninety one złoty 82/100) will be allocated to reserve funds.

§ 2

- 1) The right to dividend for 2021 is determined as at 9 June 2022.
- 2) The date of dividend payment is 22 June 2022.

§ 3

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

Justification of a draft resolution on distribution
of the Company's profit for the financial year 2021

The net profit reported for the financial year 2021 is PLN 12,140,106.47 and the Company has the funds sufficient finance ongoing operations and intended investments. Accordingly, the Management Board of ZUE S.A. recommend to pay a portion of the net profit of PLN 3,414,814.65 as dividend (PLN 0.15 per share).

The Company also informs that the distribution of the net profit for the financial year 2021 will not include the treasury shares of the Company acquired on the basis of the Resolution no. 4 passed by the Company's Extraordinary General Meeting of 8 December 2014 so the final number of the shares covered by dividend will be reduced by the number of treasury shares held by the Company. The total number of shares acquired by the Company as part of the buy-back is 264,652.

DRAFT RESOLUTION NO. 9

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 31 May 2022
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 2021 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 01.01.2021 to 31.12.2021.

§ 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 31 May 2022
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 2021 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 01.01.2021 to 31.12.2021.

§ 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 31 May 2022
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 2021 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 01.01.2021 to 31.12.2021.

§ 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 31 May 2022
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 2021 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 01.01.2021 to 31.12.2021.

§ 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 31 May 2022
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 2021 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 01.01.2021 to 31.12.2021.

§ 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 31 May 2022
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 2021 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 01.01.2021 to 31.12.2021.

§ 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 31 May 2022
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 2021 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 01.01.2021 to 31.12.2021.

§ 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 31 May 2022
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 2021 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 01.01.2021 to 31.12.2021.

§ 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 31 May 2022
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 2021 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 01.01.2021 to 31.12.2021.

§ 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 31 May 2022
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 2021 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 01.01.2021 to 31.12.2021.

§ 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 31 May 2022
on Number of the Supervisory Board Members for Another Term of Office

§ 1

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

§ 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 31 May 2022
on Dismissal of the Supervisory Board Member(s)

§ 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 dismiss from the Supervisory Board of ZUE S.A.

§ 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 31 May 2022
on Appointment of the Supervisory Board Member(s)

§ 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 hereby appoints 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 31 May 2022
on Appointment of the Chairperson of the Supervisory Board

§ 1

Acting pursuant to § 13.2 of the Company's Articles of Association, the Ordinary General Meeting hereby appoints 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 31 May 2022
on Appointment of the Vice-Chairperson of the Supervisory Board

§ 1

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

§ 2

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

Justification of the draft resolutions no. 19-23.

According to the Company's Articles of Association, members of the Supervisory Board are appointed for a common three-year term. The current term began in 2019. Accordingly, members of the Supervisory Board should be appointed for another three-year term.

DRAFT RESOLUTION NO. 24

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 31 May 2022
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 Year 2021

§ 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 year 2021 and give a positive opinion thereon.

§ 2

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