



**ZUE Capital Group**

**CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

**Prepared in Accordance with the International Financial Reporting  
Standards as Endorsed by the European Union.**

Cracow, 10 March 2016

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## Abbreviations and definitions:

ZUE, Company, Issuer	ZUE S.A. with registered office in Cracow, entered into the National Court Register maintained by the District Court for Cracow-Śródmieście in Cracow, XI Commercial Division of the National Court Register, under entry number KRS 0000135388, share capital of PLN 5,757,520.75 paid up in full. Parent company of the ZUE Capital Group.
BIUP	Biuro Inżynierskich Usług Projektowych Sp. z o.o. with registered office in Cracow, entered into the National Court Register under entry number KRS 0000332405. On 29 May 2015, BIUP acquired BPK Poznań and changed its name to BPK Poznań. For the purposes of this report, the company has been described under the name BPK Poznań (after merger).
RTI	Railway Technology International Sp. z o.o. with registered office in Cracow, entered into the National Court Register maintained by the District Court for Cracow-Śródmieście in Cracow, XI Commercial Division of the National Court Register, under entry number KRS 0000397032, share capital of PLN 50,000 paid up in full. Subsidiary of ZUE.
RTI Germany	Railway Technology International Germany GmbH with registered office in Hamburg, Germany, entered into the German Register of Entrepreneurs ( <i>Handelsregister B, HRB</i> ) maintained by the District Court in Hamburg ( <i>Amtsgericht Hamburg</i> ) under entry number HRB 125764. Share capital of EUR 25,000 paid up in full. Subsidiary of Railway Technology International Sp. z o.o. with registered office in Cracow.
BPK Poznań	Biuro Projektów Komunikacyjnych w Poznaniu Sp. z o.o. with registered office in Poznań, entered into the National Court Register maintained by the District Court Poznań Nowe Miasto i Wilda, VIII Commercial Division of the National Court Register, under entry number KRS 0000160302, share capital of PLN 2,170,000 paid up in full. Former subsidiary of BIUP. On 29 May 2015, BIUP acquired BPK Poznań.
BPK Gdańsk	Biuro Projektów Kolejowych w Gdańsku Sp. z o.o. w likwidacji with registered office in Gdańsk, entered into the National Court Register maintained by the District Court Gdańsk-Północ, VII Commercial Division of the National Court Register, under entry no. KRS 0000273363, share capital of PLN 1,000,000 paid up in full. Former associate of ZUE. Validly deleted from the National Court Register on 30 May 2015.
Railway gft	Railway gft Polska Sp. z o.o. with registered office in Cracow, entered into the National Court Register maintained by the District Court for Cracow-Śródmieście in Cracow, XI Commercial Division of the National Court Register, under entry number KRS 0000532311, share capital of PLN 300,000 paid up in full.
BPK Poznań (after merger)	Biuro Projektów Komunikacyjnych w Poznaniu Sp. z o.o. with registered office in Poznań (former BIUP), entered into the National Court Register maintained by the District Court Poznań - Nowe Miasto i Wilda in Poznań, VIII Commercial Division of the National Court Register, under entry number KRS 0000332405, share capital of PLN 5,866,600 paid up in full. Subsidiary of ZUE.
ZUE Group, Group, Capital Group	ZUE Capital Group including ZUE, BPK Poznań (after merger), Railway gft, RTI and RTI Germany.
PLN	Polish złoty.
EUR	Euro.
Act	Polish Companies Act (Journal of Laws 2000, no. 94, item 1037, as amended).

Share capital details as at 31 December 2015.

## I. SELECTED FINANCIAL DATA OF ZUE CAPITAL GROUP

Rules adopted to translate selected financial data into EUR:

Item	Exchange rate	Exchange rate on	Exchange rate on	Exchange rate on
		31-12-2015	31-12-2014	31-12-2013
Items of assets, equity and liabilities	Mid exchange rate prevailing at the end of the reporting period	4.2615	4.2623	n/a
Items of statement of profit or loss and statement of cash flows	Arithmetic mean of mid exchange rates quoted by the National Bank of Poland on the last day of each month of the period	4.1848	4.1893	n/a
"Cash at the beginning of the year" and "Cash at the end of the year" items in the statement of cash flows	Mid exchange rate prevailing at the end of the reporting period	4.2615	4.2623	4.1472

Key items of the statement of financial position translated into EUR:

	As at 31-12-2015		As at 31-12-2014	
	PLN '000	EUR '000	PLN '000	EUR '000
Non-current assets	141,321	33,163	135,488	31,788
Current assets	282,224	66,226	275,206	64,567
<b>Total assets</b>	<b>423,545</b>	<b>99,389</b>	<b>410,694</b>	<b>96,355</b>
Equity	216,344	50,767	201,450	47,263
Non-current liabilities	29,203	6,853	27,044	6,345
Current liabilities	177,998	41,769	182,200	42,747
<b>Total equity and liabilities</b>	<b>423,545</b>	<b>99,389</b>	<b>410,694</b>	<b>96,355</b>

Key items of the statement of comprehensive income translated into EUR:

	Year ended 31-12-2015		Year ended 31-12-2014	
	PLN '000	EUR '000	PLN '000	EUR '000
Revenue	542,122	129,545	644,131	153,756
Cost of sales	494,226	118,100	609,958	145,599
Gross profit (loss) on sales	47,896	11,445	34,173	8,157
Profit (loss) on operating activities	22,568	5,393	13,991	3,340
Gross profit (loss)	22,454	5,366	14,102	3,366
Net profit (loss) from continuing operations	17,470	4,175	10,659	2,544
Total comprehensive income	17,458	4,172	10,565	2,522

**Key items of the statement of cash flows translated into EUR:**

	Year ended 31-12-2015		Year ended 31-12-2014	
	PLN '000	EUR '000	PLN '000	EUR '000
Cash flows from operating activities	111,812	26,719	68,600	16,375
Cash flows from investing activities	-6,370	-1,522	-3,710	-886
Cash flows from financing activities	-4,185	-1,000	-43,210	-10,314
<b>Total net cash flows</b>	<b>101,257</b>	<b>24,197</b>	<b>21,680</b>	<b>5,175</b>
Cash at the beginning of the year	71,405	16,753	49,729	11,991
Cash at the end of the year	172,334	40,440	71,405	16,753

## II. CONSOLIDATED FINANCIAL STATEMENTS OF ZUE CAPITAL GROUP

(PLN)

### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Continuing operations	Note no.	Year ended 31-12-2015	Year ended 31-12-2014
Revenue	5	542,121,557.64	644,130,683.08
Cost of sales	7	494,225,856.39	609,958,004.37
<b>Gross profit (loss) on sales</b>		<b>47,895,701.25</b>	<b>34,172,678.71</b>
General and administrative expenses	7	22,450,937.61	17,625,359.24
Other operating income	8	7,211,608.66	4,606,991.14
Other operating expenses	9	10,171,090.90	7,162,830.95
Gain on bargain purchase	1.5	82,470.57	0.00
<b>Operating profit (loss)</b>		<b>22,567,751.97</b>	<b>13,991,479.66</b>
Financial income	10	1,230,699.58	1,328,323.98
Financial expenses	11	1,344,456.89	1,217,387.02
<b>Pre-tax profit (loss)</b>		<b>22,453,994.66</b>	<b>14,102,416.62</b>
Corporate income tax	12	4,984,010.58	3,443,824.80
<b>Net profit (loss) from continuing operations</b>		<b>17,469,984.08</b>	<b>10,658,591.82</b>
<b>Net profit (loss)</b>		<b>17,469,984.08</b>	<b>10,658,591.82</b>
<b>Other net comprehensive income</b>			
<b>Items that will not be reclassified subsequently to profit or loss:</b>		<b>-11,577.10</b>	<b>-93,530.97</b>
Remeasurement of liabilities under employee benefits		-11,577.10	-93,530.97
<b>Other total net comprehensive income</b>		<b>-11,577.10</b>	<b>-93,530.97</b>
<b>Total comprehensive income</b>		<b>17,458,406.98</b>	<b>10,565,060.85</b>
Number of shares		23,030,083	23,030,083
<b>Consolidated net profit attributable to:</b>			
Shareholders of the parent		17,206,210.29	10,658,591.82
Minority shareholders		263,773.79	0.00
Net profit (loss) per share (PLN) (basic and diluted)	13	0.75	0.46
<b>Total comprehensive income attributable to:</b>			
Shareholders of the parent		17,194,633.19	10,565,060.85
Non-controlling interests		263,773.79	0.00
Total comprehensive income per share (PLN)	13	0.75	0.46

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

(PLN)

	Note no.	As at 31-12-2015	As at 31-12-2014
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	14	81,619,140.76	73,147,738.38
Investment property	15	4,062,362.90	7,822,850.34
Intangible assets	18	10,177,436.69	11,683,138.28
Goodwill	17	31,171,913.65	32,646,001.12
Investments in non-consolidated subsidiaries	19	28,585.50	28,585.50
Advance payments for investments in subsidiaries		0.00	0.00
Long-term receivables		0.00	0.00
Retentions on construction contracts	30	5,614,131.08	3,197,273.08
Deferred tax assets	12	8,647,147.94	6,827,025.26
Other assets	20	0.00	135,850.61
<b>Total non-current assets</b>		<b>141,320,718.52</b>	<b>135,488,462.57</b>
<b>Current assets</b>			
Inventories	21	25,858,930.50	17,920,760.21
Trade and other receivables	22	77,838,700.70	180,429,243.49
Retentions on construction contracts	30	769,762.76	1,524,900.01
Current tax assets	12	4,030,261.00	1,913,208.00
Other financial receivables		0.00	0.00
Other assets	20	1,234,105.08	1,877,364.94
Loans advanced	37	157,721.51	134,601.32
Cash and cash equivalents	40	172,334,311.37	71,405,462.83
<b>Total current assets</b>		<b>282,223,792.92</b>	<b>275,205,540.80</b>
<b>Total assets</b>		<b>423,544,511.44</b>	<b>410,694,003.37</b>

	Note no.	As at 31-12-2015	As at 31-12-2014
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	23	5,757,520.75	5,757,520.75
Share premium account	25	93,836,665.29	93,836,665.29
Treasury shares	25	-2,689,829.70	0.00
Retained earnings	24	119,050,552.64	101,855,919.45
<b>Equity attributable to shareholders of ZUE</b>		<b>215,954,908.98</b>	<b>201,450,105.49</b>
Equity attributable to non-controlling interests		389,118.31	0.00
<b>Equity</b>		<b>216,344,027.29</b>	<b>201,450,105.49</b>
<b>Non-current liabilities</b>			
Long-term bank borrowings and other debt instruments and other financing sources	26	11,208,320.65	5,255,088.17
Retentions on construction contracts	30	8,010,749.23	8,796,402.77
Other financial liabilities	27	910,000.00	1,190,000.00
Liabilities under employee benefits	33	1,945,930.98	2,484,574.25
Deferred tax liabilities	12	170,092.65	907,679.23
Long-term provisions	28	6,957,402.76	8,410,239.28
Deferred revenue		0.00	0.00
Other liabilities		0.00	0.00
<b>Total non-current liabilities</b>		<b>29,202,496.27</b>	<b>27,043,983.70</b>
<b>Current liabilities</b>			
Trade and other payables	31	117,730,172.91	132,587,339.56
Retentions on construction contracts	30	11,715,485.52	18,180,247.62
Short-term bank borrowings and other debt instruments and other financing sources	26	11,840,706.90	10,269,020.97
Other financial liabilities	27	317,399.32	282,791.69
Liabilities under employee benefits	33	22,987,534.53	14,198,823.58
Current tax liabilities	12	65,606.00	66,522.00
Short-term provisions	28	13,341,082.70	6,615,168.76
<b>Total current liabilities</b>		<b>177,997,987.88</b>	<b>182,199,914.18</b>
<b>Total liabilities</b>		<b>207,200,484.15</b>	<b>209,243,897.88</b>
<b>Total equity and liabilities</b>		<b>423,544,511.44</b>	<b>410,694,003.37</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## Equity attributable to the Group's shareholders

(PLN)

	Share capital	Share premium account	Treasury shares	Retained earnings	Total	Equity attributable to non-controlling interests	Total equity
<b>Balance at 1 Jan 2015</b>	<b>5,757,520.75</b>	<b>93,836,665.29</b>	<b>0.00</b>	<b>101,855,919.45</b>	<b>201,450,105.49</b>	<b>0.00</b>	<b>201,450,105.49</b>
Change of interest in subsidiaries	0.00	0.00	0.00	0.00	0.00	125,344.52	125,344.52
Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Issue of shares	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Issue costs	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Buy-back of shares	0.00	0.00	-2,689,829.70	0.00	-2,689,829.70	0.00	-2,689,829.70
Profit (loss) for the year	0.00	0.00	0.00	17,206,210.29	17,206,210.29	263,773.79	17,469,984.08
Other net comprehensive income	0.00	0.00	0.00	-11,577.10	-11,577.10	0.00	-11,577.10
<b>Balance at 31 Dec 2015</b>	<b>5,757,520.75</b>	<b>93,836,665.29</b>	<b>-2,689,829.70</b>	<b>119,050,552.64</b>	<b>215,954,908.98</b>	<b>389,118.31</b>	<b>216,344,027.29</b>

	Share capital	Share premium account	Treasury shares	Retained earnings	Total	Equity attributable to non-controlling interests	Total equity
<b>Balance at 1 Jan 2014</b>	<b>5,757,520.75</b>	<b>93,836,665.29</b>	<b>0.00</b>	<b>91,802,270.33</b>	<b>191,396,456.37</b>	<b>-341,924.05</b>	<b>191,054,532.32</b>

Change of interest in subsidiaries	0.00	0.00	0.00	-511,411.73	-511,411.73	341,924.05	-169,487.68
Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Issue of shares	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Issue costs	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit (loss) for the year	0.00	0.00	0.00	10,658,591.82	10,658,591.82	0.00	10,658,591.82
Other net comprehensive income	0.00	0.00	0.00	-93,530.97	-93,530.97	0.00	-93,530.97
<b>Balance at 31 Dec 2014</b>	<b>5,757,520.75</b>	<b>93,836,665.29</b>	<b>0.00</b>	<b>101,855,919.45</b>	<b>201,450,105.49</b>	<b>0.00</b>	<b>201,450,105.49</b>

**CONSOLIDATED STATEMENT OF CASH FLOWS**

(PLN)

	Year ended 31-12-2015	Year ended 31-12-2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Profit / (loss) before tax</b>	<b>22,453,994.66</b>	<b>14,102,416.62</b>
<b>Adjustments for:</b>		
Depreciation and amortisation	9,262,925.16	8,681,972.53
Foreign exchange gains / (losses)	328,522.74	132.68
Interest and share in profit (dividends)	-44,838.16	-170,769.91
(Gain) / loss on disposal of investments	4,673,056.68	521,632.33
Accrued expenses under commission on loans	208,125.00	208,125.00
(Gain) / loss on realisation of derivative financial instruments	0.00	0.00
Remeasurement of derivative financial instruments	0.00	0.00
<b>Operating profit before changes in working capital</b>	<b>36,881,786.08</b>	<b>23,343,509.25</b>
Change in receivables and retentions on construction contracts	111,397,019.54	-2,100,980.75
Change in inventories	-5,861,774.98	90,528.05
Change in provisions and liabilities under employee benefits	13,382,661.88	7,293,908.86
Change in retentions on construction contracts and liabilities, excluding borrowings, other debt instruments and other financing sources	-35,329,090.59	52,781,671.62
Change in accrued expenses	812,740.02	367,609.99
Change in funds of limited availability	0.00	0.00
Other adjustments	244,844.89	0.00
Income tax paid / tax refund	-9,716,117.41	-13,176,642.00
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>111,812,069.43</b>	<b>68,599,605.02</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		

Sale of property, plant and equipment and intangible assets	5,154,317.12	242,531.28
Purchase of property, plant and equipment and intangible assets	-10,166,822.85	-4,822,333.72
Investments in real property and intangible assets	0.00	0.00
Sale / (purchase) of financial assets in other entities	3,425.00	0.00
Sale / (purchase) of financial assets from non-controlling shareholders	-3,500.00	-53,887.68
Purchase of financial assets available for sale	-2,689,829.70	0.00
Loans advanced	-20,000.00	-20,000.00
Repayment of granted loans	0.00	0.00
Dividends received	0.00	0.00
Interest received	503,608.64	942,853.45
Settlement of financial instruments – expenses	0.00	0.00
Funds from acquisition of subsidiary	848,592.01	0.00
Sale of financial assets in associates	0.00	0.00
Other cash provided by/(used in) investing activities	0.00	391.00
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>-6,370,209.78</b>	<b>-3,710,445.67</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Borrowings and other debt instruments received	131,585,506.29	650,407.51
Repayment of borrowings and other debt instruments	-128,577,040.71	-38,011,357.48
Decrease in finance lease liabilities	-6,817,391.24	-5,069,572.39
Interest paid	-457,185.39	-762,729.05
Other cash provided by / (used in) financing activities – dividends	-6,877.32	-16,358.87
Net cash from issue of shares	88,500.00	0.00
<b>NET CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>-4,184,488.37</b>	<b>-43,209,610.28</b>
<b>TOTAL NET CASH FLOWS</b>	<b>101,257,371.28,</b>	<b>21,679,549.07,</b>
Net foreign exchange gains / (losses)	-328,522.74	-3,148.51
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>71,405,462.83</b>	<b>49,729,062.27</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>172,334,311.37</b>	<b>71,405,462.83</b>

### III. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS PREPARED AS AT 31 DECEMBER 2015

#### 1. General information

##### 1.1. Capital Group composition and core business

At the end of the reporting period, the Capital Group was composed of ZUE S.A. (the parent company), Biuro Projektów Komunikacyjnych w Poznaniu Sp. z o.o. (after merger), Railway Technology International Sp. z o.o., Railway Technology International Germany GmbH (indirect subsidiary) and Railway gft Polska Sp. z o.o.

ZUE Spółka Akcyjna with registered office in Cracow (ul. Kazimierza Czapieńskiego 3) is the parent company of the Capital Group.

The Company has been established under the notarial deed of 20 May 2002 in the Notary's Office in Cracow, Rynek Główny 30 (Rep. A no. 9592/2002). Cracow is the Company's registered office. The Company has been entered into the National Court Register maintained by the District Court for Cracow–Śródmieście in Cracow, XI Commercial Division, under entry no. KRS 0000135388.

ZUE is the parent company responsible for coordinating the operation of the subsidiaries and optimising the Capital Group's operating expenses through, *inter alia*, the coordination of investment and borrowing policy as well as the management of finances, human resources and the supply of materials. In addition, ZUE's task is to create a uniform trade and marketing policy of the Capital Group and to promote the Group's potential among its customers.

Composition of the Parent Company's governing and supervisory bodies at the date of the financial statements' approval:

##### Management Board:

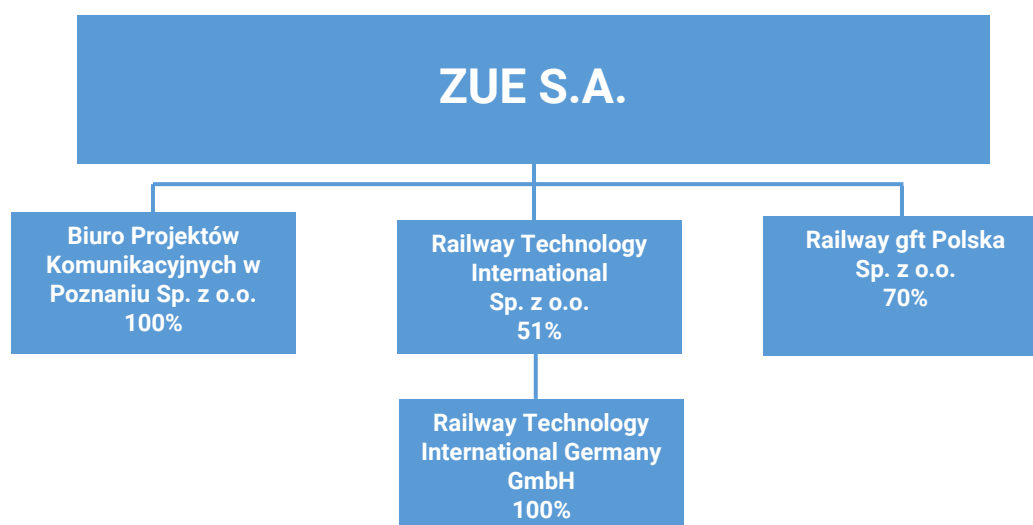
Wiesław Nowak	Management Board President
Jerzy Czeremuga	Management Board Vice-President
Marcin Wiśniewski	Management Board Vice-President
Anna Mroczek	Management Board Member
Maciej Nowak	Management Board Member

##### Supervisory Board:

Mariusz Szubra	Supervisory Board Chairman
Bogusław Lipiński	Supervisory Board Member
Magdalena Lis	Supervisory Board Member
Piotr Korzeniowski	Supervisory Board Member
Michał Lis	Supervisory Board Member

On 29 July 2015, the Supervisory Board passed a resolution concerning the expiry on 31 July 2015 of a term of the Management Board member, Mr. Arkadiusz Wierciński, who resigned from the position (Current report 78/2015).

Structure of the Capital Group on the date of the report approval:



**Subsidiary – Biuro Projektów Komunikacyjnych w Poznaniu Sp. z o.o. (after merger)** has been established under the deed of 15 June 2009 signed in the Notary's Office in Cracow, Rynek Główny 30 (Rep. A no. 5322/2009). Poznań is the company's registered office. The company has been registered with the District Court Poznań - Nowe Miasto i Wilda in Poznań, VIII Commercial Division of the National Court Register, under entry no. KRS 0000332405.

**Subsidiary – Railway Technology International Sp. z o.o.** has been established under the deed of 20 July 2011 in the Notary's Office in Warsaw, al. Jerozolimskie 29/26 (Rep. A no. 2582/2011). Cracow is the company's registered office. The company has been entered into the National Court Register maintained by the District Court for Cracow-Śródmieście in Cracow, XI Commercial Division of the National Court Register, under entry no. KRS 0000397032.

**Subsidiary (indirectly through RTI) – Railway Technology International Germany GmbH** has been established under the deed of 8 May 2012 in the Notary's Office in Radebeul, Rathenaustrasse 6, Germany (no. 1090/2012). Hamburg (Germany) is the company's registered office.

**Subsidiary – Railway gft Polska Sp. z o.o.** has been established under the deed of 21 October 2014 in the Notary's Office in Cracow, ul. Lubicz 3 (Rep. A no. 3715/2014). Cracow is the company's registered office. The company has been entered into the National Court Register maintained by the District Court for Cracow-Śródmieście in Cracow, XI Commercial Division of the National Court Register, under entry no. KRS 0000532311.

The companies comprising the Capital Group have been incorporated for indefinite period. The financial statements of all subsidiaries have been prepared for the same reporting period as the parent company using consistent accounting policies. The parent company and the subsidiaries use a calendar year as their financial year.

The Group identifies the three aggregate operating segments:

- Construction activities conducted by ZUE;
- Design activities conducted by BPK Poznań (after merger); and
- Sales activities conducted by Railway gft.

Construction activities include:

- Urban infrastructure, including:
  - Construction and upgrade of tram tracks, tram and trolleybus traction networks, traction substations, street lighting, cable lines, street traffic signalling, road systems, buildings and telecommunications technology;
  - Maintenance of tram and street lighting infrastructure.
- Rail infrastructure, including:
  - Construction and upgrade of railway tracks, railway traction, railway traffic control devices and telecommunications technology, traction substations, stations and civil structures.
- Distribution and transmission lines power infrastructure, including:

- Construction and upgrade of high and very high voltage cable and overhead lines, transformer stations, including telecommunications technology equipment and MV and LV cable lines.

Design activities concerning urban and rail transport systems and power industry supplement the abovementioned construction activities.

As part of its sales activities, the Group offers materials and accessories necessary to build tracks, including:

- Rails for railways, tramways and cranes; special profiles, light rails and narrow-gauge railway;
- Steel, wooden and pre-stressed concrete sleepers;
- Crossovers and crossover components;
- Accessories required to build tram and railway tracks;
- Aggregate;
- Special technologies: RHEDA 2000® slab tracks, RHEDA CITY C, RHEDA CITY GREEN tram systems, "Ypsylon" steel sleepers.

## 1.2. Merger of ZUE and PRK

### Legal aspect

On 15 July 2013, the Management Board of the Company decided about the merger of ZUE and PRK. On 6 December 2013, the Extraordinary General Meeting of ZUE resolved under the resolution no. 4 to merge ZUE with PRK. The merger took place on 20 December 2013 by registering the transaction with the District Court for Cracow-Śródmieście in Cracow, XI Commercial Division of the National Court Register pursuant to Art. 492 § 1.1 of the Act; i.e. by a transfer of all the assets of PRK to ZUE in exchange for ZUE shares issued to the shareholders of PRK taking account of Art. 514 of the Act whereby ZUE, a shareholder of PRK, would not acquire own shares in exchange for the shares of PRK.

The merger took place pursuant to Art. 492 § 1.1 of the Act; i.e. by a transfer of all the assets of the Acquired Company to the Acquiring Company in exchange for the Acquiring Company shares issued to the shareholders of the Acquired Company taking account of Art. 514 of the Act whereby the Acquiring Company was excluded as a shareholder of the Acquired Company.

According to Art. 493 § 1 and Art. 493 § 2 of the Act, Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. was dissolved upon the removal from the register; i.e. on 20 December 2013. According to Art. 494 § 1 of the Act, ZUE acquired on that date all the rights and obligations of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A., including the parties to the contracts performed by Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. prior to the merger. The Management Board of ZUE confirmed all the powers of attorney granted to the employees of PRK for the purposes of the contracts performed by the company.

Changes in the Group's organisational structure related to the merger effected in 2013 influenced its activities. The merger was aimed at a more efficient use of the companies' potential and the achievement of synergies including a better use of their capacity to deliver services and the achievement of economic and financial synergies, including the reduction of business costs (including the reduction of costs related to the maintenance of a separate entity), simplification of the Group's structure and a more efficient management of the Capital Group.

The cooperation as part of one entity enables the execution of major projects, more flexible margins and completion dates, better service quality management and the achievement of a position of independent contractor.

### Accounting aspect

ZUE merged with PRK on 20 December 2013. The control of PRK was acquired by ZUE in 2010.

The merger of ZUE and PRK did not affect the calculation of PRK's goodwill or the assessment of the fair value of the acquired company's net assets.

The goodwill of PLN 31,171,913.65 and the leasehold value (difference in the fair value of the net assets at acquisition) of PLN 15,956,312.00 (adjusted for a deferred tax asset) disclosed in the separate financial statements at the merger date were calculated as at the date the control of PRK was acquired by ZUE in 2010 and follow from the consolidated financial statements. Changes in interests resulting from the merger were accounted for as changes in equity.

The goodwill was tested by the Company's Management Board for impairment which occurred upon the acquisition of PRK. The test revealed there was no requirement to recognize the goodwill impairment losses at the end of the reporting period.

### 1.3. Functional and reporting currency

These financial statements have been prepared in Polish złoty (PLN). Polish złoty is the Group's functional and reporting currency. The data in the financial statements has been disclosed in Polish złoty.

### 1.4. Consolidated entities

Consolidated entities at 31 December 2015:

Name	Registered office	Interests as at		Consolidation method
		31 Dec 2015	31 Dec 2014	
ZUE S.A.	Cracow	Parent company	Parent company	
Biuro Projektów Komunikacyjnych w Poznaniu Sp. z o.o. (after merger)	Poznań	100%	100%	Full
Railway gft Polska Sp. z o.o.	Cracow	70%	N/A	Full

ZUE is entitled to manage the financial and operating policy of BPK Poznań (after merger) and Railway gft because it holds a 100% and 70% interest, respectively, in these companies.

ZUE holds a 51% interest in Railway Technology International Sp. z o.o. Given an insignificant impact of the subsidiary's financial data on the Group's economic and financial condition, Railway Technology International Sp. z o.o. was not consolidated as at 31 December 2015.

Railway Technology International Sp. z o.o. holds 100% of shares in Railway Technology International Germany GmbH. Given an insignificant impact of the subsidiary's financial data on the Group's economic and financial condition, Railway Technology International Germany GmbH was not consolidated as at 31 December 2015.

### 1.5. Changes in the Group's structure and their consequences

#### BPK Gdańsk

Biuro Projektów Kolejowych w Gdańsku Sp. z o.o. w likwidacji was established on the basis of the deed signed on 24 July 2006 in the Notary's Office in Gdańsk, ul. Grunwaldzka 71/73/10 (Rep. A no. 18114/2006). Gdańsk was the company's registered office. The company was registered with the District Court for Gdańsk-Północ, VII Commercial Division of the National Court Register under entry no. KRS 0000273363 (an associate through BPK Poznań).

On 29 April 2015, the District Court for Gdańsk-Północ in Gdańsk, VII Commercial Division of the National Court Register, decided to remove Biuro Projektów Kolejowych w Gdańsku Spółka z o.o. w likwidacji from the National Court Register. The decision became final on 30 May 2015. Until the deletion, the aim of the company's operation was to liquidate the assets to satisfy the liabilities which exceed the value thereof.

#### Merger of BIUP and BPK Poznań

On 30 December 2014, the Extraordinary Shareholders Meeting of BIUP resolved to increase the share capital of BIUP from PLN 1,269,400.00 to PLN 2,017,850.00 through the creation of 14,969 new shares with a par value of PLN 50 each. All the new shares of the total value of PLN 748,450.00 were acquired in full by ZUE and paid up with contributions of the total value of PLN 2,993,800 including in-kind contribution in the form of 4,261 shares with a par value of PLN 500 each held by the Company as the sole shareholder in the share capital of BPK of Poznań (their carrying amount according to the Company's accounting records was PLN 2,993,735.88) and cash of PLN 64.12.

On 30 January 2015, the increase of the share capital of BIUP was registered with the District Court for Cracow-Śródmieście in Cracow, XI Commercial Division of the National Court Register.

On 12 May 2015, the Extraordinary Shareholders Meeting of Biuro Inżynieryjnych Usług Projektowych Sp. z o. o. and the Extraordinary Shareholders Meeting of Biuro Projektów Komunikacyjnych w Poznaniu Sp. z o.o. resolved to merge BIUP and BPK Poznań, design companies, and make relevant amendments to the Articles of Association of BIUP.

On 29 May 2015, the District Court for Cracow-Śródmieście in Cracow, XI Commercial Division of the National Court Register, issued the decision concerning the merger of BPK Poznań and BIUP. The decision became final and binding on 30 June 2015.

Biuro Projektów Komunikacyjnych w Poznaniu Sp. z o.o. emerged as a result of the merger of BIUP and BPK Poznań. For the purposes of this report, the company was described under the name BPK Poznań (after merger).

#### **BPK Poznań (after merger)**

On 28 September 2015, the Extraordinary Shareholders Meeting of BPK Poznań (after merger) resolved to increase the share capital of BPK Poznań (after merger) from PLN 2,017,850 to PLN 5,866,600 through the creation of 76,975 new shares with a par value of PLN 50 each. All the new shares of the total value of PLN 3,848,750 were acquired by ZUE and paid up with cash of PLN 3,848,750 through the set-off of ZUE's claims relating to the loans granted and services provided to BPK Poznań (after merger).

#### **Railway gft**

On 16 February 2015, ZUE signed a letter of intent concerning the acquisition of 70% of shares in Railway gft.

On 23 March 2015, the Company and Ms. Katarzyna Reszczyńska (the "Seller"), a majority shareholder of Railway gft, entered into the sales agreement. The Company acquired 35 shares; i.e. 70% of the share capital of Railway gft for PLN 3,500.00. The transaction was under the condition precedent that the consent was given by the President of the Office of Competition and Consumer Protection (the "OCCP") to the Company or there were circumstances in which the consent was not required; i.e.:

- a) The Company received an unconditional consent of the President of the OCCP to the concentration; or
- b) The Company received a decision of the President of the OCCP to discontinue the concentration proceedings as there was no notice requirement; or
- c) The notice was returned because the President of the OCCP decided it was not required; or
- d) The deadline for the decision of the President of the OCCP expired as a result of which it was assumed, under the Polish Competition and Consumer Protection Act, that the unconditional consent to the concentration had been given by the President of the OCCP.

On 15 April 2015, the Company learnt of the approval by the President of the OCCP of the concentration; i.e. gaining control by the Company of Railway gft through the acquisition of shares in Railway gft. The decision fully complied with the Company's request and could be performed on 15 April 2015.

Consequently, ZUE gained control of Railway gft on 15 April 2015 and Railway gft became a subsidiary.

The table below sets out the calculation of gain on bargain purchase of Railway gft:

(PLN)

<b>Acquisition of Railway gft</b>	<b>Settlement of transaction as at 15 April 2015</b>
% of shares	<b>70.00%</b>
Fair value of consideration	3,500.00
Assets of Railway gft according to the IFRS	12,231,687.36
Liabilities of Railway gft	12,108,872.26
<b>Net assets</b>	<b>122,815.10</b>
Net assets attributable to ZUE	85,970.57
Minority interest	36,844.53
<b>Gain on bargain purchase</b>	<b>82,470.57</b>

On 30 April 2015, the Extraordinary Shareholders Meeting of Railway gft resolved to increase the share capital of Railway gft from PLN 5,000.00 to PLN 300,000.00 through the creation of 2,950 new shares with a par value of PLN 100 each. All the new shares of the total value of PLN 295,000.00 were acquired by the existing Shareholders (including ZUE) proportionally to the shares already held by them and paid up with contributions of the total value of PLN 295,000.00.

On 3 June 2015, the District Court for Cracow – Śródmieście in Cracow, XI Commercial Division of the National Court Register, entered ZUE as the holder of 70% of shares in Railway gft.

## 1.6. Shareholders of the Parent Company

According to the information held, the Parent Company had the following shareholding structure at this report preparation date:

Shareholder	Number of shares held at 13.11.2015	% of the share capital at 13.11.2015	Number of votes at the GM at 13.11.2015	% of votes at the GM at 13.11.2015	Number of votes at the GM at the publication of last quarterly report*	% of the share capital at the publication of last quarterly report*	% of votes at the GM at the publication of last quarterly report*
Wiesław Nowak	14,400,320	62.53	14,400,320	62.53	14,400,320	62.53	62.53
METLIFE OFE**	1,400,000***	6.08***	1,400,000***	6.08***	1,400,000	6.08	6.08
PKO Bankowy OFE	1,500,000****	6.51****	1,500,000****	6.51****	1,500,000	6.51	6.51
Other	5,729,763*****	24.88	5,729,763	24.88	5,729,763	24.88	24.88
<b>Total</b>	<b>23,030,083</b>	<b>100</b>	<b>23,030,083</b>	<b>100</b>	<b>23,030,083</b>	<b>100</b>	<b>100</b>

\* Publication of the last quarterly report (Consolidated quarterly report of ZUE S.A. for III quarter of 2015): 13 November 2015.

\*\* Previously Amplico OFE.

\*\*\* Shareholding on the basis of the list of shareholders holding at least 5% of votes at the Extraordinary General Meeting of ZUE held on 8 December 2014 provided in the current report 41/2014 of 8 December 2014.

\*\*\*\* Shareholding on the basis of the list of shareholders holding at least 5% of votes at the Ordinary General Meeting of ZUE held on 18 June 2014 provided in the current report 31/2014 of 18 June 2014.

\*\*\*\*\* Including 264,652 ZUE shares repurchased by the Company as part of the buy-back of own shares.

## 2. Use of International Financial Reporting Standards

### 2.1. Statement of compliance

The consolidated financial statements of the ZUE Capital Group for the year ended 31 December 2015 and the comparative data for the financial year ended 31 December 2014 have been drawn up in accordance with the requirements of the International Financial Reporting Standards as endorsed by the European Union (EU).

### 2.2. Standards and interpretations used for the first time in 2015

The following standards, amendments to the standards and interpretations published by the International Accounting Standards Board and approved of by the European Union come into force in 2015:

- **Amendments to various standards "Improvements to IFRSs (2011-2013 Cycle)"** – made as part of annual improvements to IFRSs (IFRS 3, IFRS 13 and IAS 40) aimed mainly at the resolution of inconsistencies and specification of vocabulary, approved of in the EU on 18 December 2014 (effective for annual periods beginning on or after 1 January 2015);

- **International Financial Reporting Interpretations Committee's (IFRIC) Interpretation 21 "Public Fees"** approved of in the EU on 13 June 2014 (effective for annual periods beginning on or after 17 June 2014).

The abovementioned amendments to the standards or interpretations did not have any significant impact on the financial statements of the Group.

### 2.3. Standards and interpretations published and approved of by the EU but not yet effective

When approving these financial statements, the Group did not apply the following standards or amendments to the standards, which had been published and approved of by the EU but had not yet come into force:

- **Amendments to IFRS 11 “Joint Arrangements”** – Accounting for Acquisitions of Interests in Joint Operations – approved of in the EU on 24 November 2015 (effective for annual periods beginning on or after 1 January 2016);
- **Amendments to IAS 1 “Presentation of Financial Statements”** – Disclosure Initiative – approved of in the EU on 18 December 2015 (effective for annual periods beginning on or after 1 January 2016);
- **Amendments to IAS 16 “Property, Plant and Equipment” and IAS 38 “Intangible Assets”** – Clarification of Acceptable Methods of Depreciation and Amortisation – approved of in the EU on 2 December 2015 (effective for annual periods beginning on or after 1 January 2016);
- **Amendments to IAS 16 “Property, Plant and Equipment” and IAS 41 “Agriculture”** – Agriculture: Bearer Plants – approved of in the EU on 23 November 2015 (effective for annual periods beginning on or after 1 January 2016);
- **Amendments to IAS 19 “Employee Benefits”** – Specific Benefit Programmes: Employee Benefits, approved of in the EU on 17 December 2014 (effective for annual periods beginning on or after 1 February 2015);
- **Amendments to IAS 27 “Separate Financial Statements”** – Equity Method in Separate Financial Statements – approved of in the EU on 18 December 2015 (effective for annual periods beginning on or after 1 January 2016);
- **Amendments to various standards “Improvements to IFRSs (2010-2012 Cycle)”** – made as part of annual improvements to IFRSs (IFRS 2, IFRS 3, IFRS 8, IFRS 13, IAS 16, IAS 24 and IAS 38) aimed mainly at the resolution of inconsistencies and specification of vocabulary, approved of in the EU on 17 December 2014 (effective for annual periods beginning on or after 1 February 2015);
- **Amendments to various standards “Improvements to IFRSs (2012-2014 Cycle)”** – made as part of annual improvements to IFRSs (IFRS 5, IFRS 7, IAS 19 and IAS 34) aimed mainly at the resolution of inconsistencies and specification of vocabulary, approved of in the EU on 15 December 2015 (effective for annual periods beginning on or after 1 January 2016).

### 2.4. Standards and interpretations adopted by the IASB but not yet approved of by the EU

The International Financial Reporting Standards (IFRS) as endorsed by the EU do not significantly differ from the regulations adopted by the International Accounting Standards Board (IASB) save for the following standards, amendments to the standards and interpretations not yet approved for use as at 10 March 2016:

- **IFRS 9 “Financial Instruments”** (effective for annual periods beginning on or after 1 January 2018);
- **IFRS 14 “Regulatory Deferral Accounts”** (effective for annual periods beginning on or after 1 January 2016) – the European Commission decided not to approve this standard for use in the EU until the final version of the IFRS 14 is issued;
- **IFRS 15 “Revenue from Contracts with Customers”** and subsequent amendments (effective for annual periods beginning on or after 1 January 2018);
- **IFRS 16 “Leases”** (effective for annual periods beginning on or after 1 January 2019);
- **Amendments to IFRS 10 “Consolidated Financial Statements,” IFRS 12 “Disclosure of Interests in Other Entities” and IAS 28 “Investments in Associates and Joint Ventures”** – Investment Entities: Applying the Consolidation Exception (effective for annual periods beginning on or after 1 January 2016);
- **Amendments to IFRS 10 “Consolidated Financial Statements” and IAS 28 “Investments in Associates and Joint Ventures”** – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture and subsequent amendments (effective date was postponed until the completion of research on equity method);

- **Amendments to IAS 7 "Statement of Cash Flows"** – Disclosure Initiative (effective for annual periods beginning on or after 1 January 2017);
- **Amendments to IAS 12 "Income Taxes"** – Recognition of Deferred Tax Assets for Unrealised Losses (effective for annual periods beginning on or after 1 January 2017).

According to the estimates by the Group, these new standards or amendments to the standards would not have any significant impact on the consolidated financial statements if used by the Group at the end of the reporting period.

Hedge accounting for the portfolio of financial assets and financial liabilities, the rules of which have not been approved for use in the EU, is still beyond the regulations approved of by the EU.

According to the estimates by the Group, hedge accounting for the portfolio of financial assets or financial liabilities according to IAS 39 *Financial Instruments: Recognition and Measurement* would not have any significant impact on the consolidated financial statements if used by the Group at the end of the reporting period.

### 3. Applied accounting policies

#### 3.1. Going concern

The financial statements have been prepared assuming that the Group will continue in operational existence for the foreseeable future. No going concern risks exist at the end of the reporting period.

#### 3.2. Preparation basis

The consolidated financial statements have been prepared under historical cost except for certain non-current assets and financial instruments measured at reassessed values or fair value according to the following accounting policy.

The most important accounting policies used by the Group have been set forth below.

#### 3.3. Comparability of data

After 31 December 2015, the Group changed the accounting policy regarding the presentation of deferred tax in the financial statements. Until 31 December 2014, deferred tax was presented by the Group separately as asset and liability. Since 1 January 2015, deferred tax has been presented by the Group according to its net balance (IAS 12).

Given the comparability requirement, the table below presents the influence of changes on the financial statements as at 31 December 2014.

	Presentation before the change	Presentation after the change
Deferred tax assets	30,853,979.38	6,827,025.26
Deferred tax liabilities	24,934,633.35	907,679.23
<b>Balance of assets and liabilities</b>	<b>5,919,346.03</b>	<b>5,919,346.03</b>

#### 3.4. Consolidation rules

##### 3.4.1. Investments in subsidiaries

Subsidiaries are entities controlled by the parent (this includes SPVs). The control is exercised if the parent has the power to govern financial and operating policies of subsidiaries so as to obtain benefit from their activities.

The results of subsidiaries acquired or sold during the year are included in the consolidated financial statements from the date of acquisition or up to the date of disposal. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests are identified separately from the Group's equity. Non-controlling interests may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquired net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequently, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the

non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in the Group's equity.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of assets (including goodwill), liabilities and non-controlling interests. Amounts recognized in other comprehensive income in relation to disposed subsidiary are reclassified to profit or loss. The fair value of any investment retained in the former subsidiary is regarded as the fair value on initial recognition for subsequent accounting under IAS 39 Financial Instruments or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

#### **3.4.2. Investments in associates**

An associate is an entity over which the parent has a significant influence, but which is not a subsidiary or an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of an associate without control or joint control.

The results, assets and liabilities of associates are incorporated in the financial statements using the equity method of accounting, except when the investment is classified as held for sale in which case it is accounted for in accordance with IFRS 5 – Noncurrent Assets Held for Sale and Discontinued Operations. Under the equity method of accounting, investments in associates are carried in the consolidated statement of financial position at historical cost as adjusted by post-acquisition changes in the Group's share of net assets of the associates, less any impairment in value of individual investments. Losses of the associates in excess of the Group's interest in those associates (including any long-term shares which in fact are a part of the Group's net investment in the associate) are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets of the associate at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of that investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where the Group transacts with an associate, profits and losses are eliminated to the extent of the Group's interest in the associate.

#### **3.4.3. Loss of control**

On loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit and loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, that retained interest is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

#### **3.4.4. Transactions with minority shareholders that do not result in a change of control**

Transactions with minority shareholders that do not result in a change of control are accounted for as equity transactions.

#### **3.4.5. Goodwill**

Goodwill arising on acquisition represents the excess of the aggregate of transferred consideration, non-controlling interests and the fair value of interests previously held in the acquired unit over the Group's share in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquired unit at the date of acquisition.

If negative goodwill arises, the fair values of acquired net assets are reassessed by the Group. If negative goodwill still arises, then it should be recognised immediately in profit or loss.

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Any impairment loss is not subsequently reversed.

On disposal of a subsidiary or a jointly controlled unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

### **3.4.6. Segment reporting**

The Group's reporting is based on operating segments.

The Management Board of ZUE identified the three aggregate operating segments to enable a proper assessment of the type and financial consequences of the Group's operations as required by the IFRS 8:

- construction;
- design; and
- sales.

The Group is organised and managed within the abovementioned segments. The Group applies a uniform accounting policy for all operating areas within the segments.

### **3.5. Measurement of sales revenue**

Sales revenue is measured at the fair value of the consideration received or receivable, net of discounts, returns and similar deductions, including VAT and other sales-related taxes.

#### **3.5.1. Sale of goods and materials**

Revenue from the sale of goods and materials is recognised when all the following conditions have been satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the entity; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### **3.5.2. Construction contracts**

When the outcome of a construction contract can be estimated reliably, revenue and costs, including financial expenses, are recognised by reference to the stage of completion of the contract activity at the end of the reporting period. Variations in contract works and claims are included to the extent that they have been agreed on with a customer.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that is probable will be recoverable. Contract costs are recognised as an expense in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Included in assets are the amounts due and receivable from customers (employers) under all construction work in progress in respect of which the incurred costs increased by recognised profits (reduced by recognised losses) exceed the amounts due under partial invoices. Outstanding invoiced amounts due and payable for the contract work performed are recognised under "Trade and other receivables" and the amounts retained by customers under "Retentions on construction contracts."

Included in liabilities are the amounts due and payable to suppliers under all construction work in progress in respect of which the amounts invoiced for the work performed under the contract exceed the incurred costs increased by recognized profits (reduced by recognized losses). Outstanding amounts due and payable to suppliers, which have been invoiced to the Group, are recognized under "Trade and other payables" and the amounts retained for suppliers under "Retentions on construction contracts."

### **3.6. Foreign currencies**

Transactions in currencies other than functional currency are recognised at the rate prevailing at the date of the transaction. At the end of each reporting period, financial assets and liabilities denominated in foreign currencies are translated at the rate quoted at that date by the National Bank of Poland. Assets and liabilities measured at fair value and denominated in foreign currencies are measured at the rate prevailing at the date when the fair value was determined. Non-monetary items are measured at historical cost.

### **3.7. Borrowing costs**

Borrowing costs directly attributable to the acquisition or production of assets that take a substantial period of time to get ready for their intended use are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs include exchange differences arising from foreign currency loans and borrowings to the extent that they are regarded as an adjustment to interest costs.

All other borrowing costs are recognised, subject to item 3.5.2, in profit or loss in the period in which they are incurred.

These capitalisation rules do not apply to assets measured at fair value.

### **3.8. Government grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants whose primary condition is the acquisition or production by the Company of non-current assets are recognised in the statement of financial position as prepayments and accrued income and transferred to profit or loss on a systematic basis over the expected useful lives of the related assets.

Other government grants are recognised as income on a systematic basis over the period necessary to match them with the related costs which they were intended to compensate. A government grant that becomes receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs shall be recognised in profit or loss of the period in which it becomes receivable.

Rules of transferring grants to non-current assets also apply in the case of non-current assets received for free.

### **3.9. Employee benefits**

Costs of employee benefits include short-term benefits and post-employment benefits.

Costs of wages and salaries include the wages and salaries under employment contracts concluded with individual employees. Costs of wages and salaries also include bonuses and paid leaves.

Costs of social insurance include pension, social security and accident benefits and contributions to the Guaranteed Benefits Fund and the Labour Fund. Costs of pension benefits include retirement gratuities paid to employees according to the labour law.

The Company operates the retirement gratuity scheme and makes a provision for these benefits. Payments under this scheme are recognised in profit or loss in a way enabling the spread of these costs over the entire term of employees' employment with the Company. The amount of the provision is determined by an independent actuary using the projected unit method.

The Company is obliged to create the Company Social Benefits Fund. Contributions to this Fund are the Company's expenses and must be blocked on a separate bank account. The fund assets and liabilities are disclosed in the financial statements at their net value.

Other employee benefits include trainings organised to improve employees' qualifications, medical care and other benefits provided for under the labour law.

The Company recognises actuarial gains and losses in the period in which they arise. Actuarial gains and losses are recognised in the statement of comprehensive income.

### 3.10. Taxation

Income tax expense represents the tax currently payable and deferred tax.

#### 3.10.1. Current tax

The tax currently payable is calculated based on taxable profit for the year. Taxable profit (loss) differs from accounting net profit (loss) because it excludes items of income or expense that are not taxable or deductible and items of income or expense that are never taxable. The Group's liability for current tax is calculated using tax rates applicable in the year.

#### 3.10.2. Deferred tax

Deferred tax is accounted for using the balance sheet liability method as the tax payable or recoverable on differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit.

A deferred tax liability is recognised for all taxable temporary differences and a deferred tax asset is recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, tax losses or tax credit can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply when the asset is realised or the liability becomes due. Income tax is presented in the statement of financial position after the offset against liability payable to the same taxation authority.

#### 3.10.3. Current and deferred tax for the year

Current and deferred tax are recognised as an expense or income in the income statement, except when they relate to items credited or debited directly to equity, in which case the tax is recognised directly in equity.

### 3.11. Property, plant and equipment

Property, plant and equipment include non-current assets and expenditures on non-current assets under construction the entity intends to use in its operation and for administrative purposes for more than 1 year from which future economic benefits are expected to flow to the entity. Expenditure on non-current assets includes capital expenditure and expenses incurred in connection with future deliveries of plant and equipment and services related to the production of non-current assets (prepayments). Non-current assets also include essential specialist spare parts, which function as elements of non-current assets.

Non-current assets and non-current assets under construction are initially recognised at purchase price or production cost, including financing costs less impairment losses. Depreciation of those assets commences, on the same basis as other non-current assets of the Company, when they are placed in service.

Non-current assets are depreciated according to the rates which reflect the estimated period of their useful lives. Estimates of useful life are reviewed every year. Non-current assets are depreciated on a straight-line basis. The following useful lives are used for non-current assets:

Item	Useful lives
Buildings and structures	25 – 30 years
Plant and equipment	5 – 20 years
Vehicles	7 – 30 years
Other non-current assets	4 – 15 years

Freehold land is not depreciated. According to the principle of prudence, low value non-current assets are carried on a one-off basis to profit or loss in the period in which the expense was incurred.

Non-current assets and non-current assets under construction are tested for impairment if there are indications of impairment at least at the end of each reporting period. Rules governing the determining of impairment are set out in note 3.14. Effects of the impairment of non-current assets and non-current assets under construction are recognised in other operating expenses.

Assets held under finance lease are depreciated over their expected useful lives on the same basis as owned assets.

Gains or losses from the sale/liquidation or discontinued use of non-current assets are determined as the difference between sales revenue and the carrying amounts of those assets and are recognised in profit or loss.

### 3.12. Investment property

Investment properties are initially recognised at purchase price, including associated transaction costs. Subsequent to initial recognition, investment properties, except for land, are depreciated on a straight-line basis less impairment losses.

Investment properties are initially measured at cost, including transaction costs. After initial recognition, investment properties are carried at fair value. Gains and losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

Investment properties, which meet the criteria of being classified as held for sale or disclosed in a pool held for sale, are measured according to the rules set forth in note 3.18.

Gains or losses arising from the sale/liquidation or discontinued use of properties are determined as a difference between sales revenue and the carrying amounts of these items and recognised in profit or loss.

### 3.13. Intangible assets

Intangible assets are the Group's assets which are without physical substance and identifiable, can be reliably measured and from which future economic benefits are expected.

Intangible assets are initially recognised at purchase price or production cost.

The expenses associated with the purchase of leasehold are also recognised by the Group as intangible assets. The expenses associated with the purchase of such rights on the secondary market (from other entities) and the expenses associated with conferring such rights by relevant state authorities are recognised as intangible assets and amortised over the period in which such rights may be exercised by the Company. The leasehold payments are recognised as operating expenses.

Intangible assets are amortised according to the rates which reflect the estimated period of their useful lives. Estimates of useful life are reviewed every year. The Company does not own any intangible assets whose useful lives are indefinite. Intangible assets with definite useful lives are amortised on a straight-line basis. The following useful lives are used for particular intangible assets:

Item	Useful lives
Licences for software	2 – 10 years
Leasehold	25 – 99 years

Intangible assets are tested for impairment if there are indications of impairment and any impairment is determined at the end of each reporting period. Rules governing the determining of impairment are set out in note 3.14. Effects of the impairment of intangible assets and their amortisation are carried to other operating expenses.

According to the principle of prudence, low value intangible assets are carried on a one-off basis to profit or loss in the period in which the expense was incurred.

Gains or losses from the sale/liquidation or discontinued use of intangible assets are determined as the difference between sales revenue and the carrying amounts of those assets and are recognised in profit or loss.

At the end of the reporting period, intangible assets are measured at cost less amortisation and impairment losses, if any.

### 3.14. Impairment of tangible and intangible assets excluding goodwill

At the end of each reporting period, the Group reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are substantially independent from cash flows generated by other assets, the Group analyses the group of cash-generating assets to which the asset belongs. If it is possible to identify a reliable and uniform allocation basis, non-current assets held by the Group are allocated to specific cash-generating units or to the smallest groups of cash-generating units for which reliable and uniform allocation bases can be identified.

Recoverable amount is the higher of fair value less costs to sell or value in use. The latter is equivalent to the present value of estimated future cash flows discounted at a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to an asset.

If the recoverable amount is less than the carrying amount of an assets (or a cash-generating unit), the carrying amount of the asset or the unit is reduced to the recoverable amount. An impairment loss is immediately recognised as an expense of the period in which it occurred, unless the asset is carried at revalued amount (in which case, such impairment loss is treated as a revaluation decrease).

If the impairment loss is subsequently reversed, the net value of the asset (or the cash-generating unit) is increased to the new estimated recoverable value, however not higher than the carrying amount of the asset as it would have been established had impairment not been identified in the past years. Any reversal of impairment is recognised immediately in the profit or loss, unless the asset is carried at a revalued amount – in this case, the reversal will be treated as a revaluation increase.

### **3.15. Long-term financial assets, including investments in related entities**

Long-term financial assets, including investments in subsidiaries, fellow subsidiaries and associates, are measured at historical cost net of impairment, if any. The carrying amount of such assets is reviewed each time to find out whether it does not exceed the amount of future economic benefits. If the carrying amount exceeds the amount of anticipated economic benefits it is reduced to the amount of net sales price. Impairment losses are recognised in financial expenses. The rise in the value of an investment directly associated with a previous decrease in the value recognised in financial expenses is disclosed up to the amount of these expenses as financial income.

### **3.16. Leasing**

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership to the lessee. Any other types of lease are treated as an operating lease.

Assets held under a finance lease are recognised as assets of the Group and measured at their fair value at the inception of the lease, however not higher than the present value of the minimum lease payments. The corresponding liability to the lessor is presented in the statement of financial position as bank borrowings and other debt instruments and other financing sources.

The lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant interest rate on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's accounting policy on borrowing costs as set out in note 3.7.

Operating lease payments are recognised in profit or loss on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals under operating lease are recognised as an expense in the period in which they are incurred.

### **3.17. Inventories**

Inventories are the assets held for sale in the ordinary course of business, assets in the production process for sale and materials that are consumed in the production process or service provision. Inventories include materials, merchandise, finished goods and work in progress.

Materials and merchandise are initially measured at purchase price. At the end of the reporting period, materials and merchandise are measured on a prudent basis; i.e. these categories are measured at purchase price or achievable sales price, depending on which is lower.

Work in progress is initially measured at actual production cost. At the end of the reporting period, work in progress and finished goods are measured on a prudent basis.

Materials, merchandise and finished goods are written down at the discretion of the Company.

Inventory disbursement is recorded in accordance with the principles of specific identification of items intended for specific projects or on a first-in-first-out basis for other inventories and is recognised in cost of sales. Write-downs for inventories resulting from prudent valuation and write-downs for items in excess of anticipated demand and their reversals are recognised under other operating expenses.

### **3.18. Non-current assets held for sale**

Non-current assets held for sale are the assets that meet all the following criteria:

- an appropriate level of management must be committed to sell the asset;
- assets are available for immediate sale in their present condition;
- an active programme to locate a buyer must have been initiated;
- the completion of the sale is highly probable within 12 months of classification as held for sale;
- sales price is reasonable in relation to its present fair value;
- it is unlikely that plan will be significantly changed.

The classification change is reflected in the reporting period in which the aforementioned criteria have been satisfied. If the abovementioned criteria are satisfied after the end of the reporting period, an asset is not reclassified at the end of the financial year preceding the event.

No further depreciation will be recorded once an asset is classified as held-for-sale. Assets held for sale (excluding, inter alia, financial assets and investment property) are measured at the lower of carrying amount and fair value less costs to sell.

In the case of any subsequent increase in the fair value less costs to sell, a gain is recognised to the extent this does not exceed the cumulative impairment loss.

### **3.19. Financial assets**

Financial assets are classified as financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of financial assets and is determined at the time of initial recognition.

#### **3.19.1. Financial assets at fair value through profit or loss**

Financial assets are classified as at fair value through profit or loss when the financial asset is either held for trading or it is at fair value through profit or loss.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the short term; or
- it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be classified as at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset is a part of the group of financial assets or financial liabilities or both which is managed and its performance is evaluated on a fair value basis in accordance with the Group's documented risk management or investment strategy, and the information on the grouping is provided internally on that basis; or

- the financial asset is a part of the contract containing one or more embedded derivatives and IAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

Financial assets as at fair value through profit or loss are stated at fair value with any gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

### **3.19.2. Assets held to maturity**

Financial assets (excluding derivatives) with fixed or determinable payments and fixed maturity that the Group has the positive intention and ability to hold to maturity are classified as financial assets held to maturity. They are measured at amortised cost using the effective interest method, less any impairment with revenue recognised on an effective yield basis.

Effective interest method is used to calculate the amortised cost of a financial asset or liability and to allocate the interest expense over the relevant period. The effective interest rate is the rate which discounts future cash payments through the expected life of the liability or, where appropriate, a shorter period.

### **3.19.3. Loans and receivables**

Loans and receivables are the trade receivables, loans and other receivables with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

### **3.19.4. Impairment of financial assets**

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that as a result of the events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables includes the Group's past experience of collecting payments and observable changes in national or local economic situations that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss is the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss under the item other operating income/expenses.

Except for the financial instruments available for sale, if in a subsequent period the amount of the impairment loss decreases and the decrease can be reasonably related to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date of the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

### **3.19.5. Derecognition of financial assets**

Financial assets are derecognised by the Group only when the contractual rights to receive cash flows from the financial assets have expired or the financial assets together with substantially all the risks and rewards of ownership have been transferred to another entity. If substantially all the risks and rewards of ownership are neither transferred nor retained by the Group but control is retained, the retained share in the asset and the related payment obligation is recognised. If the Group retains substantially all the risks and rewards of a transferred financial asset, the Group continues to recognise the transferred financial asset.

## **3.20. Financial liabilities and equity instruments issued by the Group**

Debt and equity instruments are classified as either financial liabilities or equity depending on the substance of contractual arrangements.

### **3.20.1. Equity instruments**

An equity instrument is any contract that evidences an interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Puttable financial instruments will be presented as equity only if all of the following criteria are met:

- (a) the holder is entitled to a pro-rata share of the entity's net assets on liquidation;
- (b) the instrument is in the class of instruments that is the most subordinate and all instruments in that class have identical features;
- (c) the instrument has no other characteristics that would meet the definition of a financial liability; and
- (d) the total expected cash flows attributable to the instrument over its life are based substantially on the profit or loss, the change in the recognised net assets or the change in the fair value of the recognised and unrecognised net assets of the entity (excluding any effects of the instrument itself). Profit or loss or change in recognised net assets is measured for this purpose in accordance with relevant IFRSs. The entity must have no other instruments that would substantially restrict or fix the return to the holders of the puttable financial instruments.

### **3.20.2. Financial liabilities**

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

### **3.20.3. Financial liabilities at fair value through profit or loss**

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term;
- it is a part of a portfolio of financial instruments that are managed together by the Group according to a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated or effective as a hedging instrument.

A financial liability other than held for trading may be designated as at fair value through profit or loss on initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial asset forms a part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it is a part of a contract containing one or more embedded derivatives and under IAS 39, the entire contract (asset or liability) may be designated as an item as at fair value through profit or loss.

Financial liabilities as at fair value through profit or loss are stated at fair value with any gains or losses recognised in profit or loss. The gain or loss incorporates any interest paid on the financial liability.

### **3.20.4. Other financial liabilities**

Other financial liabilities, including loans and borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

### **3.20.5. Derecognition of financial liabilities**

A financial liability is derecognised by the Group only when it is discharged, cancelled or expires.

### **3.21. Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation but the amount and timing are uncertain.

The amount recognised as a provision reflects the best estimate of the expenditure required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows required to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain the reimbursement will be received and the amount of the receivable can be measured reliably.

### **3.22. Onerous contracts**

Present obligations arising under onerous contracts are recognised as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

### **3.23. Derivative instruments**

Derivative financial instruments are initially recognised at fair value on the contract date and are subsequently remeasured to their fair value at each balance date. The resulting gain or loss is recognised immediately in the income statement.

Derivative financial instruments are presented as non-current assets or non-current liabilities if a maturity is greater than 12 months and they are not expected to be realised or settled within 12 months. Other derivative financial instruments are recognised as current assets or current liabilities.

## **4. Key accounting principles and sources of estimation uncertainty**

The preparation of financial statements in conformity with the IFRS requires the Management Board of the Company to make judgments, estimates and assumptions that affect the adopted policies and reported assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### **3.24. Impairment of goodwill**

Determining whether goodwill is impaired requires an estimation of the value in use of all cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate required to calculate the present value.

### **3.25. Useful economic lives of non-current assets**

As set out in items 3.11 and 3.13, the Company verifies useful economic lives of tangible and intangible assets at the end of each annual reporting period.

### **3.26. Fair value of derivatives and other financial instruments**

The Management Board use their judgment in selecting an appropriate valuation technique for financial instruments that are not traded in an active market. Valuation techniques commonly used by market practitioners are applied. For derivative financial instruments, assumptions are based on quoted market rates adjusted for

specific features of the instrument. Other financial instruments are valued using discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates.

### 3.27. Provisions for litigations

Lawyers and the Company's Management Board make detailed analyses of the number and nature of litigations and potential risks relating to them. Based on these analyses, they decide about the necessity to account for the effects of such proceedings in the Company's records, and the amount of the provision for litigations and potential risks relating to them.

### 3.28. Provisions for warranty claims

Provisions for warranty claims are charged to the cost of a contract based on the amount of direct expenses that have been involved. Provisions for warranty claims are created at the Company with a breakdown into individual contracts. They are maintained until the expiry date of warranty rights or claims taking account of the occurrence probability.

If a created provision is not utilised (after expiry date), the provision is released by reducing a cost of sales.

Depending on the date by which they are maintained, provisions are presented in the statement of financial position as long-term or short-term provisions.

### 3.29. Construction contracts accounted for using percentage-of-completion method

Revenues from a construction service that has not been completed are recognised by the Company under the percentage-of-completion method. Contract budgets are prepared for each construction contract. Budgets are updated twice a year on the basis of month-end closes for April and October. The stage of completion of a contract is determined on the basis of contract budgets by calculating the proportion that contract costs incurred for the work performed to date bear to the estimated total costs of the contract. When contracts are signed but their budgets not approved, the contracts are measured using the zero-profit method.

Changed cost and revenue estimates are used to determine the amount of costs and revenues recognised in the profit or loss in the reporting period in which they occur and in subsequent periods.

### 3.30. Deferred tax assets

The Company's Management Board decide about the recognition of deferred tax assets based on the forecasts for subsequent years.

## 5. Revenue

The following table presents the Group's revenue:

	(PLN)	
	Year ended 31-12-2015	Year ended 31-12-2014
Revenue from the sale of goods and raw materials	60,806,259.58	39,744,592.97
Revenue from the rendering of services	10,757,758.10	29,898,485.74
Revenue from construction contracts	470,557,539.96	574,487,604.37
<b>Total</b>	<b>542,121,557.64</b>	<b>644,130,683.08</b>

2015 revenue concerned both domestic and international sales. In 2015, domestic sales reached PLN 493,720 thousand (PLN 641,569 thousand in 2014) and international sales reached PLN 48,402 thousand (PLN 2,562 thousand in 2014). The Group executed its projects both home and abroad. The biggest portion of sales was contributed by revenue under construction contracts. Sales volume depended on tenders announced for urban and railway infrastructure construction industry.

## 6. Operating segments

The Group's reporting is based on operating segments. Given the development of design and sales activities, the Management Board of ZUE identified the three aggregate operating segments to enable a proper assessment of the type and financial consequences of the Group's operations as required by the IFRS 8:

- construction;

- design; and
- sales.

These operating segments jointly meet the following rules:

- their aggregation is consistent with the objectives and principles of the IFRS 8;
- they have similar economic characteristics;
- they are similar in the following areas: the nature of the products and services, the nature of the production process, the class and type of clients and the methods used to distribute products and services.

The construction activities conducted by ZUE include the construction and comprehensive modernisation of city transport systems, the construction and comprehensive modernisation of railway lines as well as power engineering and power electronics services.

Design activities related to city and railway transport systems supplement the construction activities. This segment includes contracts performed by BIUP and BPK Poznań, and now BPK Poznań (after merger).

The construction activities are also supplemented by the sale of materials required to build and repair tracks. This segment includes the activities conducted by Railway gft.

The accounting policies applied to the segments are the same as the principles presented in the description of significant accounting policies. The Group settles sales and transfers between the segments based on current market prices like with transactions with third parties.

Operating segments' results in 2015:

	(PLN '000)				
	Construction	Sales	Design	Exclusions	Total
<b>Revenue</b>	<b>509,586</b>	<b>64,877</b>	<b>4,940</b>	<b>-37,281</b>	<b>542,122</b>
including:					
Revenue from external customers	485,866	53,100	3,147	9	542,122
Inter-segment revenues	23,720	11,776	1,793	-37,290	0
<b>Gross profit</b>	<b>45,994</b>	<b>4,069</b>	<b>-1,680</b>	<b>-487</b>	<b>47,896</b>
Financial income / expenses	-234	-130	251	0	-114
Interest received	503	0	1	-60	443
Interest paid	-404	-16	-37	60	-397
<b>Pre-tax profit</b>	<b>27,607</b>	<b>1,119</b>	<b>-3,956</b>	<b>-2,316</b>	<b>22,454</b>
Corporate income tax	6,781	240	-576	-1,461	4,984
<b>Net profit</b>	<b>20,827</b>	<b>879</b>	<b>-3,380</b>	<b>-856</b>	<b>17,470</b>
Depreciation and amortisation	8,732	299	200	32	9,263
Property, plant and equipment	77,985	189	164	3,282	81,619
Non-current assets	140,377	462	1,426	-944	141,321
<b>Total assets</b>	<b>408,204</b>	<b>15,563</b>	<b>6,940</b>	<b>-7,163</b>	<b>423,545</b>

## 7. Operating expenses

	(PLN)	
	Year ended 31-12-2015	Year ended 31-12-2014
Change in products	-760,871.87	-121,639.32
Cost of products manufactured for own use	0.00	0.00
Depreciation and amortization	9,262,925.16	8,681,972.53
Consumption of raw and other materials	133,062,276.19	194,182,678.46
Contracted services	228,673,471.11	301,996,674.09
Cost of employee benefits	83,049,824.91	72,267,288.29
Taxes and charges	1,931,955.35	1,475,851.55
Other expenses	10,556,219.52	12,782,552.72
Value of goods and materials sold	50,900,993.63	36,317,985.29
<b>Total</b>	<b>516,676,794.00</b>	<b>627,583,363.61</b>

In 2015, the Company decided to change the presentation of this note. Previously, Cost of products manufactured for own use reflected internal sales among individual organisational units. To improve the transparency of information, the Company decided to present expenses without the expenses generated by internal units.

### Depreciation and amortisation

(PLN)

	Year ended 31-12-2015	Year ended 31-12-2014
Depreciation of property, plant and equipment	8,138,557.12	7,498,132.64
Amortisation of intangible assets	768,106.04	816,929.03
Depreciation of investment in real property	356,262.00	366,910.86
<b>Total</b>	<b>9,262,925.16</b>	<b>8,681,972.53</b>

### 8. Other operating income

(PLN)

	Year ended 31-12-2015	Year ended 31-12-2014
<b>Gain on disposal of assets:</b>	<b>1,562,448.64</b>	<b>4,407.50</b>
Gain on disposal of non-current assets	1,562,448.64	4,407.50
<b>Other operating income:</b>	<b>5,649,160.02</b>	<b>4,602,583.64</b>
Guarantee and policy re-invoicing	275,830.89	1,586,516.55
Received damages	3,536,689.22	1,510,797.45
Release of write-downs of receivables	477,898.28	494,322.54
Refund of costs of court proceedings	38,826.92	4,258.86
Surplus inventory	271.51	0.00
Measurement of non-current assets	0.00	0.00
Other	1,319,643.20	1,006,688.24
<b>Total</b>	<b>7,211,608.66</b>	<b>4,606,991.14</b>

Other operating income includes the revenues and gains indirectly related to the Group's operations. This category includes gain on disposal of property, plant and equipment, damages received in connection with a refund of court costs, tax overpayment, except for corporate income tax, and damages received in connection with a loss of the Group's insured assets.

Other operating income also includes the reversals of write-downs of receivables and impairment losses on non-current assets.

Received damages were influenced by the favourable outcome of court proceedings of PLN 3,281 thousand.

### 9. Other operating expenses

(PLN)

	Year ended 31-12-2015	Year ended 31-12-2014
<b>Loss on disposal of assets</b>	<b>23,006.97</b>	<b>0.00</b>
Loss on disposal of non-current assets	23,006.97	0.00
<b>Other operating expenses:</b>	<b>10,148,083.93</b>	<b>7,162,830.95</b>
Donations	16,625.69	4,449.84
Paid damages	522,280.12	1,835,472.70
Costs of litigations	430,240.55	485,132.07

Costs of performance bonds	15,617.92	1,284,445.38
Revaluation of inventories	643,124.38	866,230.75
Creation of write-downs of receivables	1,701,629.12	1,958,699.70
Remission of debt	278,453.04	26,131.86
Penalties	23,737.11	62,114.07
Allowance for investment property	3,500,000.00	470,000.00
Allowance for property, plant and equipment and intangible assets	1,329,061.00	0.00
Allowance for goodwill	1,474,087.47	2,000.00
Other	213,227.53	168,154.58
<b>Total</b>	<b>10,171,090.90</b>	<b>7,162,830.95</b>

Other operating expenses include the expenses and losses indirectly related to the Group's operation. This category includes losses on disposal of property, plant and equipment and monetary and non-monetary donations to other entities, including not-for-profit organisations. Other operating expenses also include the costs of write-downs of receivables and impairment losses on non-current assets.

The write-down of investment property was a result of the realignment to match market prices which had recently decreased.

## 10. Financial income

(PLN)

	Year ended 31-12-2015	Year ended 31-12-2014
<b>Interest income:</b>	<b>751,118.43</b>	<b>883,553.80</b>
Interest on bank deposits	522,174.26	830,322.44
Interest on loans	3,141.64	2,821.89
Interest on receivables	225,802.53	50,409.47
<b>Foreign exchange gains</b>	<b>68,898.21</b>	<b>19,980.92</b>
<b>Gain on disposal of investments</b>	<b>0.00</b>	<b>0.00</b>
<b>Dividend income</b>	<b>0.00</b>	<b>0.00</b>
<b>Other financial income</b>	<b>410,682.94</b>	<b>424,789.26</b>
Discount of long-term provisions	2,636.29	73,329.00
Discount of long-term payables	383,602.99	50,641.11
Discount of long-term receivables	18,865.43	274.27
Discount of long-term items	0.00	0.00
Realisation of financial instruments	0.00	0.00
Other	5,578.23	300,544.88
<b>Total</b>	<b>1,230,699.58</b>	<b>1,328,323.98</b>

Financial income includes the income from dividends and interest on deposits and investments in various types of financial instruments. Financial income also includes foreign exchange gains.

In 2015, discount rate was reduced by the Group from 4% to 3%.

## 11. Financial expenses

(PLN)

	Year ended 31-12-2015	Year ended 31-12-2014
<b>Interest expenses</b>	<b>654,571.54</b>	<b>874,974.09</b>
Interest on bank overdrafts and borrowings	139,247.48	385,435.86
Interest on finance lease liabilities	312,955.25	387,494.94
Interest on loan	22,693.88	35,795.25
Interest on trade and other payables	179,674.93	66,248.04

<b>Other financial expenses</b>	<b>689,885.35</b>	<b>342,412.93</b>
Foreign exchange losses	87,494.56	122,817.87
Discount of long-term receivables	3,370.15	0.00
Discount of long-term items	574,563.55	219,160.03
Realisation of financial instruments	0.00	0.00
Allowance for investments in subsidiaries	0.00	0.00
Other	24,457.09	435.03
<b>Total</b>	<b>1,344,456.89</b>	<b>1,217,387.02</b>

Financial expenses include the expenses related to external finance, interest paid under finance lease and other financial expenses. Financial expenses also include foreign exchange losses.

In 2015, discount rate was reduced by the Group from 4% to 3% as a result of which financial expenses increased.

## 12. Corporate income tax

### 11.1. Corporate income tax recognised in profit or loss

(PLN)

	Year ended 31-12-2015	Year ended 31-12-2014
<b>Current income tax:</b>	<b>7,468,080.00</b>	<b>8,318,561.94</b>
Tax currently payable	7,468,080.00	8,278,762.94
Tax brought forward	0.00	39,799.00
<b>Deferred income tax:</b>	<b>-2,484,069.42</b>	<b>-4,874,737.14</b>
Deferred income tax related to the occurrence and reversal of temporary differences	-2,484,069.42	-4,874,737.14
<b>Total tax expense/income</b>	<b>4,984,010.58</b>	<b>3,443,824.80</b>

The tax currently payable is calculated pursuant to applicable tax laws. According to these laws, taxable profit (loss) differs from accounting net profit (loss) because it excludes items of income or expense that are not taxable or deductible and items of income or expense that are never taxable. The Group's tax liability is calculated using tax rates applicable during the fiscal year in question. Since 2004, the rate applicable pursuant to amended regulations has been 19%. Current regulations do not provide for any differences in tax rates in future periods.

The Group is subject to general regulations governing corporate income tax. The Group's entities neither form a tax capital group nor operate in a Special Economic Zone. Tax year and financial year coincide with a calendar year.

Differences between the nominal and effective tax rates are as follows:

(PLN)

	Year ended 31-12-2015	Year ended 31-12-2014
<b>Profit from operations</b>	<b>22,453,994.66</b>	<b>14,102,416.62</b>
Income tax expense calculated at 19%	4,266,258.99	2,679,459.16
Tax effect of revenue not classified as revenue under tax regulations	-1,238,117.30	0.00
Tax effect of expenses that are not tax-deductible under tax regulations and of revenue not classified as revenue under tax regulations	2,626,298.32	724,567.13
Tax effect of tax losses deducted in the period	0.00	0.00

Adjustments in the current year in relation to the current and deferred tax from prior years	-598,755.00	39,799.00
Other	-71,674.42	-0.49
<b>Income tax expense recognised in the statement of comprehensive income</b>	<b>4,984,010.58</b>	<b>3,443,824.80</b>

### 11.2. Current tax assets and liabilities

(PLN)

	As at 31-12-2015	As at 31-12-2014
<b>Current tax assets</b>		
Tax refundable	4,030,261.00	1,913,208.00
<b>Total</b>	<b>4,030,261.00</b>	<b>1,913,208.00</b>
<b>Current tax liabilities</b>		
Tax payable	65,606.00	66,522.00
<b>Total</b>	<b>65,606.00</b>	<b>66,522.00</b>

### 11.3. Deferred tax balance

(PLN)

	As at 31-12-2015	As at 31-12-2014
<b>Deferred tax balance at the beginning of the year</b>	<b>5,919,346.03</b>	<b>1,044,608.89</b>
Merger opening balance	70,924.00	0.00
<b>Temporary differences relating to deferred tax assets:</b>	<b>22,311,537.94</b>	<b>29,152,045.38</b>
Provisions for expenses and accruals	14,057,646.00	12,525,079.74
Discount of receivables	291,996.00	177,858.84
Measurement of financial instruments	0.00	0.00
Lease liabilities	477,594.00	854,550.57
Interest charged	11,780.00	0.00
Tax loss	0.00	0.00
Other, including write-down of receivables	4,668,125.94	6,110,850.26
Other – measurement of settlements	1,344.00	142,040.97
Tax work in progress	2,618,435.00	9,341,665.00
Deferred tax reclassified from equity	184,617.00	0.00
<b>Temporary differences relating to deferred tax liabilities:</b>	<b>13,834,482.65</b>	<b>24,934,633.35</b>
Measurement of long-term contracts	3,318,298.84	13,290,561.42
Deferred revenue	0.00	0.00
Property, plant and equipment and intangible assets	9,659,947.50	10,429,806.84
Discount of payables	376,160.00	404,241.65
Interest charged	3.00	0.00
Other	480,073.31	810,023.44
<b>Unused tax losses and other tax credits:</b>	<b>0.00</b>	<b>1,701,934.00</b>
Tax losses	0.00	1,701,934.00
Tax credits	0.00	0.00

Other	0.00	0.00
<b>Total temporary differences relating to deferred tax assets:</b>	<b>22,311,537.94</b>	<b>30,853,979.38</b>
<b>Total temporary differences relating to deferred tax liabilities:</b>	<b>13,834,482.65</b>	<b>24,934,633.35</b>
<b>Deferred tax balance at the end of the year</b>	<b>8,477,055.29</b>	<b>5,919,346.03</b>
<b>Change in deferred tax, including:</b>	<b>2,486,785.26</b>	<b>4,874,737.14</b>
- recognised in income	2,484,069.43	4,874,737.14
- recognised in equity	2,715.83	0.00

The recognition of deferred tax in equity is a result of calculating tax on liabilities under employee benefits presented in comprehensive income.

After 31 December 2015, the Group changed the accounting policy regarding the presentation of deferred tax in the financial statements. Until 31 December 2014, deferred tax was presented by the Group separately as asset and liability. Since 1 January 2015, deferred tax has been presented by the Group according to its net balance (IAS 12).

The consolidated financial statements present the total of companies' individual net balances.

### 13. Profit per share

	(PLN)	
	Year ended 31-12-2015	Year ended 31-12-2014
<b>Basic profit (loss) per share</b>	<b>0.75</b>	<b>0.46</b>
Total basic profit (loss) per share	0.75	0.46
<b>Diluted profit (loss) per share</b>	<b>0.75</b>	<b>0.46</b>
Total diluted profit (loss) per share	0.75	0.46

#### 12.1. Basic profit per share

Profit and weighted average number of ordinary shares used in the calculation of basic profit per share:

	(PLN)	
	Year ended 31-12-2015	Year ended 31-12-2014
Profit (loss) per share for the financial year attributable to the shareholders of the parent	0.75	0.46
Total profit (loss) used in the calculation of basic profit per share	<b>17,206,210.29</b>	<b>10,658,591.82</b>
Weighted average number of ordinary shares used in the calculation of profit (loss) per share	23,030,083	23,030,083

Basic profit per share is calculated by dividing the net profit for the period under analysis by the weighted average number of shares for the period under analysis.

#### 12.2. Diluted profit per share

Profit used in the calculation of diluted profit per share does not differ from the profit used in the calculation of basic profit per share as at 31 December 2015.

## 14. Property, plant and equipment

									(PLN)
	Freehold land	Buildings	Plant and equipment	Vehicles	Other	Total non-current assets	Non-current assets under construction	Prepaid non-current assets under construction	TOTAL
Gross value									
at 1 January 2015	12,287.67	26,659,737.07	34,260,918.98	44,552,414.15	2,220,273.42	107,705,631.29	406,213.80	0.00	108,111,845.09
Additions – merger of companies	0.00	0.00	114,531.26	373,753.44	48,741.11	537,025.81	0.00		537,025.81
Additions	0.00	454,877.63	8,899,017.04	2,687,213.79	110,940.00	12,152,048.46	18,267,672.57	0.00	30,419,721.03
Impairment	0.00	1,063,671.03	0.00	0.00	0.00	1,063,671.03	0.00	0.00	1,063,671.03
Transfer to non-current assets	0.00	0.00	0.00	0.00	0.00	0.00	8,476,881.67	0.00	8,476,881.67
Liquidations	12,287.67	0.00	5,541,581.01	1,379,651.37	176,388.03	7,109,908.08	0.00	0.00	7,109,908.08
Balance at 31 December 2015	0.00	26,050,943.67	37,732,886.27	46,233,730.01	2,203,566.50	112,221,126.45	10,197,004.70	0.00	122,418,131.15
	Freehold land	Buildings	Plant and equipment	Vehicles	Other	Total non-current assets	Non-current assets under construction	Prepaid non-current assets under construction	TOTAL
Balance at 1 January 2015	0.00	4,917,049.06	14,797,125.46	13,727,409.99	1,522,522.20	34,964,106.71	0.00	0.00	34,964,106.71
Additions – merger of companies	0.00	0.00	46,247.05	36,218.46	48,741.11	131,206.62	0.00	0.00	131,206.62
Elimination on disposal of assets	0.00	0.00	1,202,493.07	1,072,421.45	159,965.54	2,434,880.06	0.00	0.00	2,434,880.06
Depreciation expense	0.00	899,140.50	3,018,479.64	4,027,460.26	193,476.72	8,138,557.12	0.00	0.00	8,138,557.12
Balance at 31 December 2015	0.00	5,816,189.56	16,659,359.08	16,718,667.26	1,604,774.49	40,798,990.39	0.00	0.00	40,798,990.39
Carrying amount									
Balance at 1 January 2015	12,287.67	21,742,688.01	19,463,793.52	30,825,004.16	697,751.22	72,741,524.58	406,213.80	0.00	73,147,738.38
Balance at 31 December 2015	0.00	20,234,754.11	21,073,527.19	29,515,062.75	598,792.01	71,422,136.06	10,197,004.70	0.00	81,619,140.76

Total property, plant and equipment of the Group as at 31 December 2015 amounted to PLN 81,619 thousand (PLN 73,148 thousand in 2014). No impairment losses were recognised by the Group.

As at 31 December 2015, the value of liabilities incurred to purchase property, plant and equipment was PLN 1,940 thousand. As at 31 December 2015, the gross carrying amount of fully depreciated property, plant and equipment still used by the Group was PLN 7,889 thousand.

**Assets pledged as security**

The Group had pledged assets at 31 December 2015. The pledge was removed on 19 February 2016.

## 15. Investment property

(PLN)

Gross value		Freehold land	Leasehold	Buildings	Plant and equipment	Vehicles	Other	TOTAL
<b>Balance at</b>	<b>1 January 2015</b>	<b>125,550.00</b>	<b>4,562,658.77</b>	<b>5,464,069.78</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>10,152,278.55</b>
Additions		0.00	0.00	0.00	0.00	0.00	0.00	0.00
Adjustment		0.00	95,774.56	0.00	0.00	0.00	0.00	95,774.56
Impairment		0.00	407,127.38	3,092,872.62	0.00	0.00	0.00	3,500,000.00
Liquidations		0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Balance at</b>	<b>31 December 2015</b>	<b>125,550.00</b>	<b>4,251,305.95</b>	<b>2,371,197.16</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>6,748,053.11</b>

## Depreciation and impairment

		Freehold land	Leasehold	Buildings	Plant and equipment	Vehicles	Other	TOTAL
<b>Balance at</b>	<b>1 January 2015</b>	<b>0.00</b>	<b>993,294.69</b>	<b>1,336,133.52</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>2,329,428.21</b>
Elimination on disposal of assets		0.00	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation expense		0.00	165,648.36	190,613.64	0.00	0.00	0.00	356,262.00
<b>Balance at</b>	<b>31 December 2015</b>	<b>0.00</b>	<b>1,158,943.05</b>	<b>1,526,747.16</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>2,685,690.21</b>

## Carrying amount

<b>Balance at</b>	<b>1 January 2015</b>	<b>125,550.00</b>	<b>3,569,364.08</b>	<b>4,127,936.26</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>7,822,850.34</b>
<b>Balance at</b>	<b>31 December 2015</b>	<b>125,550.00</b>	<b>3,092,362.90</b>	<b>844,450.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>4,062,362.90</b>

All of the Group's investment property is held either as freehold or leasehold interests.

In 2015, the Group recognised an investment property impairment loss of PLN 3,500 thousand. The impairment loss was recognised in other operating expenses.

At 31 December 2015, investment property included the real property in Kościelisko (plots no. 2001 and 2491). The investment property was valued at purchase price. Income from the lease of the investment property in 2015 was PLN 0 thousand (PLN 0 thousand in 2014). Operating expenses relating to the investment property amounted to PLN 617 thousand (PLN 643 thousand in 2014).

## 16. Non-current assets held for sale

At 31 December 2015, the Group did not hold any non-current assets held for sale.

## 17. Goodwill

The goodwill of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A resulted from the acquisition of 85% of PRK shares and the control acquired in 2010. The acquisition of PRK was settled on the basis of data contained in the separate financial statements of PRK at 31 December 2009 and was recognised for the first time in 2010 in the Financial Statements of the Capital Group.

The goodwill of BPK Poznań resulted from the purchase of 830 shares in BPK Poznań and the control acquired on 2012.

The acquisition of BPK Poznań was settled on the basis of data contained in the separate financial statements of BPK Poznań at 31 March 2012 and was recognised for the first time in 2012 in the Financial Statements of the Capital Group.

(PLN)

	Goodwill at	
	31-12-2015	31-12-2014
PRK	31,171,913.65	31,171,913.65
BPK Poznań	0.00	1,474,087.47
<b>Total</b>	<b>31,171,913.65</b>	<b>32,646,001.12</b>

### Annual test for impairment

The Management Board of ZUE carried out a test for the impairment of goodwill arising on acquisition of PRK and BPK Poznań. The test revealed that at this report preparation date:

- there was no need to recognise any impairment loss arising on acquisition of PRK;
- the impairment of goodwill of BPK Poznań should be recognized in full amount.

The test was carried out using the FCFF approach in a five-year time horizon. According to the Company's principles, the recoverable amount of an asset was measured at fair value.

Recoverable amount was determined using the discounted future cash flows method. The rate of average weighted cost of capital including projected structure and the cost of financing, and the market risks was at 10.9%.

## 18. Intangible assets

Structure of intangible assets:

(PLN)

	As at 31-12-2015	As at 31-12-2014
<b>Acquired concessions, patents, licenses and similar assets, including:</b>	<b>1,411,787.45</b>	<b>1,694,771.09</b>
- software	1,411,787.45	1,694,771.09
<b>Other intangible assets, including:</b>	<b>8,765,649.24</b>	<b>9,988,367.19</b>
- leasehold	8,765,649.24	9,988,367.19
<b>Total</b>	<b>10,177,436.69</b>	<b>11,683,138.28</b>

Movements of intangible assets:

(PLN)

	Leasehold	Other intangible assets – software	Total
<b>Gross value</b>			
<b>Balance at 1 January 2015</b>	<b>10,799,585.10</b>	<b>4,076,809.47</b>	<b>14,876,394.57</b>
Additions – merger of companies	0.00	180,491.72	180,491.72
Additions	11,035.33	158,763.88	169,799.21
Impairment	265,389.96	0.00	265,389.96
Disposals or classification as held for sale	1,204,391.32	36,039.50	1,240,430.82
<b>Balance at 31 December 2015</b>	<b>9,340,839.15</b>	<b>4,380,025.57</b>	<b>13,720,864.72</b>
<b>Amortisation and impairment</b>			
<b>Balance at 1 January 2015</b>	<b>811,217.90</b>	<b>2,382,038.39</b>	<b>3,193,256.29</b>
Additions – merger of companies	0.00	19,752.48	19,752.48
Amortisation expense	165,619.29	602,486.75	768,106.04
Adjustment	116,241.20	0.00	116,241.20
Disposals or classification as held for sale	517,888.48	36,039.50	553,927.98
<b>Balance at 31 December 2015</b>	<b>575,189.91</b>	<b>2,968,238.12</b>	<b>3,543,428.03</b>
Carrying amount			
<b>Balance at 1 January 2015</b>	<b>9,988,367.20</b>	<b>1,694,771.08</b>	<b>11,683,138.28</b>
<b>Balance at 31 December 2015</b>	<b>8,765,649.24</b>	<b>1,411,787.45</b>	<b>10,177,436.69</b>

No impairment losses were recognised by the Group.

## 19. Investments in and advances to subsidiaries

### Information on non-consolidated subsidiaries

At the end of the reporting period, ZUE held 51% of shares in Railway Technology International Sp. z o.o. of Cracow. The subsidiary was not operating. RTI held a 100% interest in Railway Technology International Germany GmbH of Hamburg, Germany, whose core business consisted of winning and executing foreign projects.

Name	Core business	Registered office	Shares		Value at historical cost	
			As at 31-12-2015 %	As at 31-12-2014 %	As at 31-12-2015 PLN	As at 31-12-2014 PLN
Railway Technology International Sp. z o.o.	Holding activities	Cracow	51%	51%	28,585.50	28,585.50
<b>Total investments in subsidiaries</b>					<b>28,585.50</b>	<b>28,585.50</b>

The number of RTI shares held by ZUE at the end of 2015 did not change when compared with the end of 2014. On 22 January 2016, the Extraordinary Shareholders Meeting of RTI resolved to increase the share capital of RTI from PLN 50,000 to PLN 225,000 through the creation of 3,500 new shares with a par value of PLN 50 each. All the new shares of the total value of PLN 175,000 were acquired by the existing shareholders (including ZUE)

proportionally to the shares already held by them and paid up in cash in the total amount of PLN 175,000. ZUE's contribution was paid up through the set-off of the Company's claims relating to loans granted to RTI.

## 20. Other assets

(PLN)

	Current		Non-current	
	As at 31-12-2015	As at 31-12-2014	As at 31-12-2015	As at 31-12-2014
Prepayments	1,234,105.08	1,877,364.94	0.00	0.00
Other receivables	0.00	0.00	0.00	135,850.61
<b>Total</b>	<b>1,234,105.08</b>	<b>1,877,364.94</b>	<b>0.00</b>	<b>135,850.61</b>

Short-term prepayments mainly include items such as property insurance and defects liability bonds.

Other long-term assets include the amount retained to provide additional credit limit and the amount retained on bank deposit to provide additional security for the proper contract performance.

## 21. Inventories

(PLN)

	As at 31-12-2015	As at 31-12-2014
Materials	24,076,449.34	16,060,147.01
Work in progress	1,580,725.69	1,659,024.51
Finished goods	201,755.47	201,588.69
Prepaid deliveries	0.00	0.00
<b>Total</b>	<b>25,858,930.50</b>	<b>17,920,760.21</b>

At the end of the reporting period, inventories amounted to PLN 25,859 thousand (PLN 17,921 thousand in 2014). High inventory level at the end of the reporting period resulted mainly from the materials purchased in considerable amounts in order to conduct sales activities.

## 22. Trade and other receivables

(PLN)

	As at 31-12-2015	As at 31-12-2014
Trade receivables	72,224,959.10	122,081,256.20
Write-downs of trade receivables	-14,281,708.14	-13,274,897.31
Receivables from the state budget other than corporate income tax	713,790.11	636,817.43
Receivables under contracts (measurement)	15,921,021.22	67,876,571.06
Advance payments	3,004,734.20	2,969,965.72
Other receivables	255,904.21	139,530.39
<b>Total trade and other receivables</b>	<b>77,838,700.70</b>	<b>180,429,243.49</b>

Ageing analysis of trade receivables

	(PLN)	
	As at 31-12-2015	As at 31-12-2014
<b>Not past due receivables</b>	<b>42,516,066.80</b>	<b>81,258,218.79</b>
<b>Receivables that are past due but not impaired</b>	<b>15,427,184.16</b>	<b>27,548,140.10</b>
1-30 days	14,193,823.71	25,952,542.27
31-60 days	180,144.08	214,631.67
61-90 days	15,053.80	307,841.03
91-180 days	512,977.74	658,140.21
181-360 days	41,305.63	22,458.84
360 + days	483,879.20	392,526.08
<b>Past due receivables on which write-downs were recognized</b>	<b>14,281,708.14</b>	<b>13,274,897.31</b>
1-30 days	288,138.82	514,954.59
31-60 days	51,223.35	12,893.31
61-90 days	204,458.11	45,585.72
91-180 days	303,763.35	138,295.22
181-360 days	204,728.68	2,000,598.02
360 + days	13,229,395.83	10,562,570.45
<b>Total trade receivables (gross)</b>	<b>72,224,959.10</b>	<b>122,081,256.20</b>
<b>Write-downs of trade receivables</b>	<b>-14,281,708.14</b>	<b>-13,274,897.31</b>
<b>Total trade receivables (net)</b>	<b>57,943,250.96</b>	<b>108,806,358.89</b>

Concentration of (gross) trade receivables that exceed 10% of total receivables

	(PLN)
	As at 31-12-2015
Counterparty A	22,327,066.64
	<b>22,327,066.64</b>

Movement in allowances for doubtful debts

	(PLN)	
	As at 31-12-2015	As at 31-12-2014
<b>Balance at the beginning of the year</b>	<b>13,274,897.31</b>	<b>13,245,140.35</b>
Impairment losses recognised on receivables	1,977,412.39	1,554,236.44
Impairment losses not entered in profit or loss	16,458.25	2,023,172.10
Amounts written off as uncollectible	-202,119.10	0.00
Amounts recovered during the year	-778,682.08	-606,977.33
Impairment losses reversed	-6,258.63	-27,349.46
Reversal of impairment losses without effect on financial result	0.00	-2,913,324.79
Unwind of discount	0.00	0.00
<b>Balance at the end of the year</b>	<b>14,281,708.14</b>	<b>13,274,897.31</b>

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated and by cooperation with financial institutions. Therefore, the Management Board of the Company believes there is no need to create additional allowances.

**Long-term receivables**

	(PLN)	
	As at 31-12-2015	As at 31-12-2014
Trade receivables	0.00	0.00
Write-down of doubtful debts	0.00	0.00
Discount of long-term receivables	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

Trade receivables

	(PLN)
	Gross value of long-term receivables
<b>Balance at the beginning of the year</b>	<b>0.00</b>
<b>Increases</b>	<b>0.00</b>
<b>Decreases</b>	<b>0.00</b>
Transferred to short-term receivables	0.00
Discount	0.00
<b>Balance at the end of the year</b>	<b>0.00</b>

**23. Share capital**

			(PLN)	
			Share capital	
			As at 31-12-2015	As at 31-12-2014
Registered share capital			5,757,520.75	5,757,520.75
Amount recognised in the financial statements			5,757,520.75	5,757,520.75

**Share capital at 10 March 2016**

								(PLN)
Class / issue	Type of shares	Type of preference	Limit on rights to shares	Number of shares	Value of class/issue at par value	Contribution	Registration date	Right to dividend (as of)
Class A	Ordinary bearer shares	-	-	16,000,000	4,000,000.00	Contribution in kind	12 July 2002	12 July 2002
Class B	Ordinary bearer shares	-	-	6,000,000	1,500,000.00	Fully paid up in cash by way of issue	19 October 2010	19 October 2010
Class C	Bearer – “Merger shares”			1,030,083	257,520.75	Fully paid up in cash by way of issue	20 December 2013	20 December 2013
<b>Total</b>				<b>23,030,083</b>	<b>5,757,520.75</b>			

At 31 December 2015, the share capital composition was the same as at 10 March 2016.

**24. Retained earnings**

(PLN)

	As at 31-12-2015	As at 31-12-2014
<b>Balance at the beginning of the year</b>	<b>101,855,919.45</b>	<b>91,802,270.33</b>
Opening balance adjustment	0.00	0.00
<b>Opening balance restatement</b>	<b>101,855,919.45</b>	<b>91,802,270.33</b>
<b>Net profit distribution</b>	<b>10,565,060.85</b>	<b>7,339,372.01</b>
Reserve funds	10,565,060.85	7,339,372.01
Capital reserve	0.00	0.00
Coverage of loss brought forward	0.00	0.00
 Distributable profit for the year	 17,194,633.19	 10,565,060.85
Payment of dividend for the preceding year	0.00	0.00
Interim dividend for the current year	0.00	0.00
Change in non-controlling interests	0.00	-511,411.73
Other	0.00	0.00
Capital reserve for the share buy-back	0.00	0.00
Equity changes resulting from merger	0.00	0.00
<b>Balance at the end of the year</b>	<b>119,050,552.64</b>	<b>101,855,919.45</b>

The retained earnings of prior years entirely comprise the earnings retained at companies on the basis of the decision made by their shareholders and the consequences of the IFRS implementation.

Companies create a capital reserve according to the articles of association. The Company's profit to be distributed in subsequent periods or used to cover special losses or other expenses may be allocated to capital reserve. The Company's capital reserve meets the requirements of Art. 396 of the Act.

**25. Share premium account**

(PLN)

	As at 31-12-2015	As at 31-12-2014
<b>Balance at the beginning of the year</b>	<b>93,836,665.29</b>	<b>93,836,665.29</b>
Share issue	0.00	0.00
Issue costs	0.00	0.00
<b>Balance at the end of the year</b>	<b>93,836,665.29</b>	<b>93,836,665.29</b>

ZUE raised cash of PLN 88.5m through the issue of shares on 1 October 2010. The costs of class B shares issue in 2010 amounted to PLN 3.1m.

The Company did not launch any new issue of shares in 2012 or 2011.

In 2013, the Company launched a new issue of class C shares. Theagio generated by the Company on 6 December 2013 was PLN 9,023.5 thousand. The costs of class C shares issue in 2013 amounted to PLN 547.5 thousand. The Company did not launch any new issue of shares in 2014 or 2015.

**Buy-back of ZUE S.A. own shares from the employees of former Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. in 2015**

Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna emerged as a result of the commercialisation of Przedsiębiorstwo Robót Kolejowych w Krakowie, the state-owned enterprise. The State Treasury was the company's sole shareholder until 6 January 2010. Under the sales agreements of 23 October 2009 and 12 June 2013, ZUE acquired shares from the State Treasury representing 85% and 0.9%, respectively, of the share capital of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna.

Given the privatisation of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna (PRK) which emerged as a result of the commercialisation of the state-owned enterprise, the eligible employees had the right to acquire, for no consideration, 15% of shares held by the State Treasury on the date of the Company's entry in the register. Pursuant to Art. 36 and 38 of the Polish Act on Commercialisation and Privatisation, the eligible employees of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna had the right to acquire the company shares from the State Treasury for no consideration. Following the privatisation process, the eligible employees acquired the total of 133,982 shares from the State Treasury.

On 16 September 2009, the Trade Unions at Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. (NSZZ Pracowników PRK w Krakowie S.A. and NSZZ „Solidarność”), Zakłady Usług Energetycznych i Komunikacyjnych, ZUE S.A. (now ZUE S.A.) and Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna signed the “Package of Social Guarantees; social and employee guarantees for the employees of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna with registered office in Cracow.” Pursuant to section III item 1 of the said Package, Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna was obliged to acquire, as of 7 January 2015, the employee shares from the employees entitled to acquire the shares for no consideration and the price of one share could not be lower than the price of one share on the date of ZUE's purchase of 85% of shares in Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna. In addition, section III item 3 of the said Package read that ZUE S.A. would purchase the shares at the price multiplied by 1.5 per share should Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna fail to perform the abovementioned obligation.

On 8 October 2013, the parties to the Social Package signed the annex no. 2 thereto to enable the shared interpretation of the document and make it more detailed. Thus, the document specified the persons authorised to demand the repurchase. The parties agreed that as of 7 January 2015, ZUE would be obliged to acquire ZUE S.A. shares received in exchange for the shares in Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna sold directly by the State Treasury from the eligible employees of ZUE or their legal successors. The number of shares, which could be repurchased, was 381,217. The demands were reported directly to ZUE S.A. and the company was obliged to repurchase the shares for PLN 10.05 (ten złoty and five grosz) per share within 90 days of the report. The said demand was not reported within 6 months of 7 January 2015 and the right to acquire the shares expires.

On 20 December 2013, the District Court for Cracow – Śródmieście in Cracow, XI Commercial Division of the National Court Register, registered the merger of ZUE S.A. and Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna merged through the transfer of all the assets of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna to ZUE Spółka Akcyjna in exchange for the shares issued by ZUE Spółka Akcyjna to the shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna.

ZUE bought back own shares between 7 January and 3 July 2015. The shares were acquired by the Company from the employees of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. on the basis of the Package of Social Guarantees signed on 16 September 2009 between the Trade Unions at Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A., ZUE S.A. and Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. taking account of the changes made on the basis of the Annex 2 to the Package of Social Guarantees prepared on 8 October 2013. The shares were bought back on the basis of the Resolution no. 4 passed by the Company's Extraordinary General Meeting on 8 December 2014 authorising the Management Board of ZUE to buy back own shares. The buy-back ended after the six-month period for reporting by the eligible parties of their demand to buy back the shares had passed.

Summary of the buy-back of the shares:

- The total number of the shares acquired by the Company in 2015 as part of the buy-back is 264,652 and carries 264,652 votes at the Company's General Meeting;
- The total number of the shares acquired and kept by the Company in 2015 as part of the buy-back is 264,652 (the total par value is PLN 66,163). The shares carry 264,652 votes at the Company's General Meeting (1.15% of the Company's share capital);
- The acquired shares represent 1.15% of the Company's share capital and the total number of votes at the Company's General Meeting;
- The total par value of the acquired shares is PLN 66,163 thousand;
- The average unit price of each share is PLN 10.05 and the purchase price of each share is PLN 10.05;
- The total number of the shares held by the Company at 7 July 2015 is 264,652 and represents 1.15% of the Company's share capital and the total number of votes at the Company's General Meeting;
- The total amount spent on the buy-back is PLN 2,689,259. The General Meeting authorized the Company's Management Board to acquire the total number of not more than 381,217 shares; i.e. approx. 1.66% of the Company's share capital and spend no more than PLN 3,950,000.

The shares were acquired by the Company outside the organised trading for resale. The Company's Management Board intends to sell the acquired own shares in favourable market conditions on the stock exchange or outside organised trading.

**26. Bank borrowings and other debt instruments and other financing sources**

(PLN)

	As at 31-12-2015	As at 31-12-2014
<b>Long-term</b>	<b>11,208,320.65</b>	<b>5,255,088.17</b>
Bank borrowings	0.00	0.00
Loans from:		
related entities	0.00	0.00
other entities	0.00	0.00
Finance lease liabilities	11,208,320.65	5,255,088.17
<b>Short-term</b>	<b>11,840,706.90</b>	<b>10,269,020.97</b>
Overdrafts (viii) (iv)	200,379.13	286,434.08
Bank borrowings (iii)	5,000,000.00	5,111,111.22
Loans from:		
related entities	0.00	500,000.00
other entities	236,368.02	229,608.26
Finance lease liabilities	6,403,959.75	4,349,992.41
Settlement of commission on bank borrowing	0.00	-208,125.00
<b>Total</b>	<b>23,049,027.55</b>	<b>15,524,109.14</b>

## Summary of borrowing arrangements as at 31 December 2015

(PLN)

Bank	Description	Principal according to the agreement	Outstanding amount as at	Interest	Repayment date	Security
<b>Overdrafts</b>			<b>31-12-2015</b>			
mBank S.A. (i)	Overdraft (agreement no. 07/183/04/Z/VV)	10,000,000.00	0.00	O/N WIBOR for interbank credits + margin	2016-05-13	Blank bill of exchange with declaration
<b>Other credit facilities</b>						
mBank S.A. (ii) (iii) (iv) (v) (vi)	Cooperation agreement (agreement no. 07/052/14/Z/PX)	20,000,000.00	<b>7,630,691.11</b>	3M WIBOR + margin	2017-07-20	1. Blanket contractual mortgage up to PLN 35,420,550 on the following real property WA5M/00242445/1, KR1P/00199773/5, KR1P/00204399/8 2. Deposit
	including:					
	sublimit for guarantees	20,000,000.00	7,630,691.11			
	sublimit for revolving credits	20,000,000.00	0.00			
BNP Paribas S.A. (vii)	Financing agreement no. WAR/2001/15/289/CB	100,000,000.00	0.00	1M WIBOR + margin	Credit term until 2025-11-09  First disbursement by 2017-11-07	1. Blank bill of exchange 2. Blanket contractual mortgage up to PLN 150,000,000.00 on the following real property KW no. NS1Z/00010662/9, KW no. NS1Z/00010740/0, KW no. NS1Z/00024399/5 3. Assignment of rights under insurance policy for at least PLN 4,200,000.00

						4. Security deposit each time before the issue of guarantee expiring after 37 months: a) 15% of guarantee expiring between 37 and 61 months; b) 30% of guarantee expiring after 61 months 5. Borrower's statement on submission to enforcement
	including:					
	Revolving credit agreement no. WAR/2001/15/290/CB	30,000,000.00	0.00		Credit term until 2025-11-09 First disbursement by 2017-11-07	1. Securities provided under Financing Agreement no. WAR/2001/15/289/CB 2. Assignment under contracts submitted by the Borrower
	Guarantee line agreement no. WAR/2001/15/291/CB – line with revolving limit	70,000,000.00	0.00		Credit term until 2025-11-09 First disbursement by 2017-11-07	1. Securities provided under Financing Agreement no. WAR/2001/15/289/CB
BNP Paribas S.A. (viii) (ix)	Multipurpose credit line (agreement no. WAR/2001/13/40/CB)	200,000.00	<b>60,239.12</b>	1M WIBOR + margin	2016-06-29	1. Blank bill of exchange 2. Borrower's statement on submission to enforcement
mBank (x)	Overdraft (agreement no. 07/113/13/Z/VV)	300,000.00	<b>140,140.01</b>	O/N WIBOR for interbank credits + margin	2016-06-09	1. Guarantee by ZUE
mBank (xi)	Revolving credit (agreement no. 07/067/15/Z/OB)	5,000,000.00	<b>5,000,000.00</b>	1M WIBOR + margin	2016-08-26	1. Guarantee by ZUE for PLN 5,000,000.00 2. Registered pledge on inventories owned by

			Railway gft Polska Sp. z o.o.
			3. Borrower's statement on submission to enforcement
			4. Assignment of rights under insurance policy
	<b>Total credits</b>	<b>5,200,379.13</b>	
	<b>Total guarantees</b>	<b>7,630,691.11</b>	

(i) Agreement signed on 29.11.2009.

a) Credit no. 07/183/04/Z/VV is secured only by a blank bill of exchange (security changed under the Annex no. 12 of 05.05.2014).

b) The repayment date for the credit no. 07/183/04/Z/VV was extended until 13-05-2016 (Annex no. 13 of 13-05-2015).

(ii) Agreement signed on 29 July 2014, secured by a mortgage.

(iii) Annex no. 1 of 29.12.2014 whereby the limit was reduced to PLN 20,000,000.00.

(iv) Annex no. 2 of 01.04.2015 whereby the limit was increased to PLN 70,000,000.00.

(v) Annex no. 3 of 15.06.2015 whereby the limit was increased to PLN 90,000,000.00.

(vi) Under the Annex no. 5 of 22.12.2015, the limit was reduced to PLN 20,000,000.00 between 23 December 2015 and 31 January 2016 and raised to PLN 90,000,000.00 as of 1 February 2016. Product sub-limits also changed: Sub-limit for guarantees was reduced to PLN 20,000,000.00 between 23 December 2015 and 31 January 2016 and was PLN 30,000,000.00 as of 1 February 2016; and sublimit for non-revolving working capital facilities was reduced to PLN 20,000,000.00 between 23 December 2015 and 31 January 2016 and was PLN 70,000,000.00 as of 1 February 2016.

(vii) Agreement signed on 10 December 2015.

(viii) Amendment no. 1 to the Overdraft Agreement of 2 April 2013 whereby the name and purpose was changed to Multi-Purpose Credit Line Agreement;

The Agreement was entered into between BNP Paribas and the two borrowers - BIUP and ZUE. ZUE signed the Agreement as the guarantor but the facility is used exclusively by BIUP.

(ix) Amendment no. 2 whereby the repayment date was extended until 29 June 2016.

(x) Agreement of 21 June 2013; the repayment date was extended under an annex until 9 June 2016.

(xi) Agreement of 28 August 2015.

**27. Other financial liabilities**

(PLN)

	Current		Non-current	
	As at	As at	As at	As at
	31-12-2015	31-12-2014	31-12-2015	31-12-2014
Financial liabilities to the State Treasury	280,000.00	280,000.00	910,000.00	1,190,000.00
Financial liabilities relating to share buy-back	0.00	0.00	0.00	0.00
Other liabilities	37,399.32	2,791.69	0.00	0.00
<b>Total</b>	<b>317,399.32</b>	<b>282,791.69</b>	<b>910,000.00</b>	<b>1,190,000.00</b>

The financial liabilities set out in the table above are the liabilities of BPK Poznań to the State Treasury under the Agreement for handing the enterprise over for paid use.

**28. Provisions**

The preparation of financial statements in conformity with the IFRS requires the Management Board of the Company to make judgments, estimates and assumptions that affect the adopted policies and reported assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised or in the period of the revision and future periods if the revision affects both current and future periods.

The following table sets out the changes in provisions.

(PLN)

Provisions	01-01-2015	Created	Used	Released	31-12-2015
<b>Long-term provisions:</b>	<b>10,894,813.53</b>	<b>3,258,358.14</b>	<b>101,844.22</b>	<b>5,147,993.71</b>	<b>8,903,333.74</b>
Provisions for employee benefits	2,484,574.25	1,300,031.69	0.00	1,838,674.96	1,945,930.98
Provisions for warranty claims	8,410,094.87	1,958,326.45	101,844.22	3,309,174.34	6,957,402.76
Other provisions	144.41	0.00	0.00	144.41	0.00
<b>Short-term provisions:</b>	<b>14,421,937.62</b>	<b>34,412,974.94</b>	<b>11,195,875.43</b>	<b>7,283,236.13</b>	<b>30,355,801.00</b>
Provisions for employee benefits	7,806,768.86	21,671,254.62	10,843,027.35	1,620,277.83	17,014,718.30
Provisions for warranty claims	3,037,026.75	8,129,085.60	352,848.08	1,621,586.65	9,191,677.62
Provision for loss on contracts	889,296.86	4,411,012.66	0.00	3,882,502.49	1,417,807.03
Other provisions	2,688,845.15	201,622.06	0.00	158,869.16	2,731,598.05
<b>Total:</b>	<b>25,316,751.15</b>	<b>37,671,333.08</b>	<b>11,297,719.65</b>	<b>12,431,229.84</b>	<b>39,259,134.74</b>

Provision for warranty claims is created for the construction contracts in respect of which warranty has been given by the Group companies depending on the amount of revenues. The amount of provisions may decrease or increase on the basis of inspections of construction works carried out in subsequent years of warranty.

Provisions for employee benefits include the provisions for leaves, bonuses, overtime as well as liabilities under salaries and social security premiums. The increase in provisions for employee benefits in the reporting period is mainly a result of the creation of provisions for incentive bonuses.

Provisions for loss on contracts are created if the budgeted expenses are higher than the total revenue under a contract.

## 29. Construction contracts

The following details relate to the contracts measured by the Group with the percentage-of-completion method. Certain construction contracts are measured using the zero-profit method.

### Selected items

	(PLN)	
	As at 31-12-2015	As at 31-12-2014
<b>Assets</b>	<b>78,100,593.64</b>	<b>149,900,343.33</b>
including:		
- Measurements of contracts	15,921,021.22	67,876,571.06
- Advance payments for contracts	2,973,330.66	2,967,965.72
<b>Liabilities</b>	<b>137,284,404.40</b>	<b>120,211,145.15</b>
including:		
- Measurements of contracts	15,105,785.68	25,305,612.48
- Provisions for contract costs	53,423,331.22	40,341,286.64
<b>Received advance payments for contracts</b>	<b>0.00</b>	<b>0.00</b>
Revenue under construction contracts	470,557,539.96	574,487,604.37
Expenses under construction contracts	426,829,666.54	549,971,571.85
<b>Gross profit (loss)</b>	<b>43,727,873.42</b>	<b>24,516,032.52</b>

## 30. Retentions on construction contracts

	(PLN)	
	As at 31-12-2015	As at 31-12-2014
Retained by customers – to be repaid after 12 months	5,614,131.08	3,197,273.08
Retained by customers – to be repaid within 12 months	769,762.76	1,524,900.01
<b>Total retentions on construction contracts retained by customers</b>	<b>6,383,893.84</b>	<b>4,722,173.09</b>
Retained for suppliers – to be repaid after 12 months	8,010,749.23	8,796,402.77
Retained for suppliers – to be repaid within 12 months	11,715,485.52	18,180,247.62
<b>Total retentions on construction contracts retained for suppliers</b>	<b>19,726,234.75</b>	<b>26,976,650.39</b>

Retentions on construction contracts with payment dates above one year are discounted and recognized in the balance sheet at present value. The table below presents the results of discounting recognized in the balance sheets and profit or loss of the Company in individual periods. The amounts of discount reduce the nominal value of receivables from and liabilities under retentions on construction contracts. In 2015, discount rate was 3% and in 2014, it was 4%. In addition, a deferred tax is recognized in the balance sheet on the stated amounts calculated at the tax rate prevailing in Poland, i.e. 19%, and on the effect of change in the value of discount in the profit or loss.

**29.1. Discount recognised in profit or loss**

(PLN)

	As at 31-12-2015	As at 31-12-2014
Discount of long-term retentions on construction contracts retained by customers	460,605.37	369,245.38
Discount of long-term retentions on construction contracts retained for suppliers	888,303.16	1,124,592.43
Adjustment of financial income	-13,634.04	50,366.84
Adjustment of financial expenses	574,726.70	219,160.03
Deferred tax on above adjustments	111,788.54	32,070.71
<b>Net effect on profit or loss</b>	<b>-476,572.20</b>	<b>-136,722.48</b>

**29.2. Ageing analysis of past due retentions on construction contracts (nominal values before discount)**

The following table presents the ageing analysis of retentions on construction contracts that are past due at the end of the reporting period:

(PLN)

	As at 31-12-2015	As at 31-12-2014
<b>Past due retentions on construction contracts:</b>		
– up to 1 month	553,788.49	0.00
– 1 - 3 months	33,527.55	297,992.74
– 3 - 6 months	0.00	0.00
– 6 months - 1 year	104,845.88	0.00
– over 1 year	203,538.48	0.00
<b>Total past due retentions on construction contracts (gross)</b>	<b>895,700.40</b>	<b>297,992.74</b>
Write-downs	-298,319.36	-292,303.48
<b>Total past due retentions on construction contracts (net)</b>	<b>597,381.04</b>	<b>5,689.26</b>

**29.3. Risk of interest rate fluctuations**

The effective interest rate at 31 December 2015 used to discount the retentions on construction contracts was 3% (4% in 2014).

**31. Trade and other payables**

(PLN)

	As at 31-12-2015	As at 31-12-2014
Trade payables	43,424,437.66	64,751,266.11
Liabilities to the state budget other than corporate income tax	5,705,387.57	1,046,835.68
Accruals	53,295,575.44	40,827,856.26
Liabilities under contracts (measurement)	15,105,785.68	25,305,612.48
Other payables	198,986.56	655,769.03
<b>Total trade and other payables</b>	<b>117,730,172.91</b>	<b>132,587,339.56</b>

Total trade and other payables as at 31 December 2015 amounted to PLN 117,730 thousand (PLN 132,587 thousand in 2014). Accruals include, in particular, provisions for the costs of subcontractors and provisions for claims under contracts.

Ageing analysis of trade payables

(PLN)

	As at 31-12-2015	As at 31-12-2014
<b>Not past due payables</b>	<b>34,708,539.16</b>	<b>60,735,629.29</b>
<b>Past due payables</b>	<b>8,715,898.50</b>	<b>4,015,636.82</b>
1-30 days	7,312,752.83	2,399,109.64
31-60 days	842,849.22	181,070.18
61-90 days	37,430.04	171,347.48
91-180 days	98,636.42	570,213.40
181-360 days	334,160.51	180,620.39
+ 360 days	90,069.48	513,275.73
<b>Total trade payables</b>	<b>43,424,437.66</b>	<b>64,751,266.11</b>

**32. Obligations under finance lease****31.1. General terms of lease**

The term of finance lease agreements concerning manufacturing equipment is from three to six years. The Company has an option to purchase the equipment at the end of the lease for a price equal to their residual value. The Company's obligations under the finance leases are secured by the lessor's title to the leased assets or the lessor's authority given by ZUE to charge the Company's bank account.

### 31.2. Finance lease liabilities

	Minimum lease payments		(PLN) Present value of minimum lease payments	
	As at	As at	As at	As at
	31-12-2015	31-12-2014	31-12-2015	31-12-2014
Not later than one year	6,841,487.82	4,685,055.41	6,403,959.75	4,349,992.41
Later than one year and not later than five years	11,758,652.72	5,482,234.02	11,208,320.65	5,255,088.17
Later than five years	0.00	0.00	0.00	0.00
Less: future finance charges	-981,002.69	-562,208.85	0.00	0.00
	<b>17,619,137.8</b>		<b>17,612,280.4</b>	<b>9,605,080.5</b>
<b>Present value of minimum lease payments</b>	<b>5</b>	<b>9,605,080.58</b>	<b>0</b>	<b>8</b>
Included in the financial statements as:				
Current borrowings (note no. 26)			6,403,959.75	4,349,992.41
Non- current borrowings (note no. 26)			11,208,320.65	5,255,088.17

### 33. Obligations under retirement and other benefits

Given the amendments to IAS 19 "Employee Benefits," actuarial gains and losses have been recognized by the Group in the statement of comprehensive income since 1 January 2013.

Pension and retirement gratuities are paid to employees who go to retirement or draw pension. The amount of the gratuity is the product of its base at the date of entitlement and the appropriate ratio progressing in proportion to the years of service.

The table below sets out the liabilities under employee benefits:

	(PLN)	
	As at 31-12-2015	As at 31-12-2014
<b>Pension and retirement gratuities, including:</b>	<b>919,298.39</b>	<b>1,033,163.54</b>
– present amount of obligation at the end of the reporting period	919,298.39	1,033,163.54
– actuarial gains / (losses) unrecognised at the end of the reporting period	0.00	0.00
– past service cost unrecognised at the end of the reporting period	0.00	0.00
<b>Obligations to employees</b>	<b>1,235,069.58</b>	<b>2,345,624.16</b>
<b>Other employee benefits</b>	<b>22,779,162.84</b>	<b>13,304,754.54</b>
– provision for unused leaves	3,802,894.92	3,451,485.61
– provision for bonuses	12,869,791.11	4,036,727.82
– salaries	3,083,793.26	2,868,945.06
– social security and other benefits	3,022,683.55	2,947,596.05
<b>Total obligations under retirement and other benefits</b>	<b>24,933,530.81</b>	<b>16,683,542.24</b>
including:		
– long-term	1,945,930.98	2,484,574.25
– short-term	22,987,534.53	14,198,823.58

Main actuarial assumptions for determination of obligations under pension and retirement gratuities:

	As at 31-12-2015	As at 31-12-2014
Discount rate	2.5%	2.5%
Expected salary increase	1.5%	1.5%

#### Pension and retirements gratuities

	As at 31-12-2015	As at 31-12-2014
<b>Present amount of obligation at the beginning of the year</b>	<b>1,033,019.12</b>	<b>938,954.78</b>
Interest cost	20,678.61	12,115.45
Current service cost	68,849.46	25,468.71
Past service cost	0.00	-22,291.05
Benefits paid	-93,498.74	-53,882.85
Actuarial (gains) / losses	14,293.09	132,654.08
<b>Present amount of obligation at the end of the year</b>	<b>1,043,341.54</b>	<b>1,033,019.12</b>

Amounts recognised in the statement of comprehensive income in respect of future employee benefits were as follows:

(PLN)

	As at 31-12-2015	As at 31-12-2014
Current service cost	68,849.46	25,468.71
Interest cost	20,678.61	12,115.45
Actuarial (gains)/ losses recognised in the year	14,293.09	132,654.08
Past service cost	0.00	0.00
<b>Costs recognised in statement of comprehensive income</b>	<b>103,821.16</b>	<b>170,238.24</b>
Amount recognised in profit or loss	89,528.07	44,764.46
Amount recognised in other comprehensive income	11,577.10	93,530.67

Provision for pension and retirement gratuities is created on the basis of actuarial valuation made by an independent actuarial consultancy company.

### 34. Capital management

The Group reviews the capital structure each time for the purpose of major contract financing. As part of this review, the Group considers the funds required for day-to-day operations, the schedule of contract financing, the cost of capital and the risks associated with each class of capital.

The gearing ratio at the end of the year:

(PLN)

	As at 31-12-2015	As at 31-12-2014
Interest bearing loans and borrowings	23,049,027.55	15,524,109.14
Retentions on construction contracts	19,726,234.75	26,976,650.39
Liabilities under employee benefits	24,933,465.51	16,683,397.83
Trade and other payables	117,730,172.91	132,587,339.56
Current tax liabilities	65,606.00	66,522.00
<b>Debt</b>	<b>185,504,506.72</b>	<b>191,838,018.92</b>
Cash and cash equivalents	172,334,311.37	71,405,462.83
<b>Net debt</b>	<b>13,170,195.35</b>	<b>120,432,556.09</b>
Equity	215,954,908.98	201,450,105.49
<b>Net debt to equity ratio</b>	<b>6.10%</b>	<b>59.78%</b>

At the end of 2015, ZUE reported the inflow of cash from the contracts completed in Szczecin and Poznań. This had a considerable effect on the Group's net debt and, consequently, lowering of the gearing ratio.

### 35. Financial risk management

The main financial instruments used by the Group include:

- bank borrowings, loans and finance leases whose aim is to obtain funds for the Company's operation;
- trade and other receivables and payables as well as cash and short-term deposits arising during the course of the Company's operation.

The Group's activities expose it to different financial risks including foreign currency risk, interest rate risk, price risk, credit risk and liquidity risk. The Board verify these risks and define the rules governing the management of these risks.

### 34.1. Foreign exchange risk

As part of its operations, the Group makes settlements in foreign currencies, mainly in EUR. The foreign exchange risk is mainly hedged by concluding contracts with counterparties whereby the risk is transferred to them. If this is not possible, currency exposure (if relevant) is hedged on the financial market using currency futures.

#### Foreign currency risk – sensitivity to changes

To analyse the sensitivity to exchange rate changes, the reasonably possible change in foreign exchange rates was assessed, on the basis of historical changes and the Company's experience and knowledge of financial markets, at -5% / +5% for EUR/PLN exchange rate as at 31 December 2015.

The following table presents the sensitivity of the financial result to reasonably possible change in foreign exchange rates provided that other factors remain unchanged (the effect on the result of the year and net assets is identical).

		(PLN)		
Currency	Carrying amount at the end of the reporting period	Sensitivity to changes at 31 December 2015		
		Depreciation of PLN	Appreciation of other currencies	
		+5% (EUR/PLN)	-5% (EUR/PLN)	
Cash	EUR	21,216,063.26	1,060,803.16	-1,060,803.16
	RBL	0.00	0.00	0.00
	USD	6.70	0.34	-0.34
	HRK	1.12	0.06	-0.06
	BGN	0.00	0.00	0.00
Trade and other payables	EUR	2,006,924.17	-100,346.21	100,346.21
Trade and other receivables	EUR	2,680,344.64	134,017.23	-134,017.23
<b>Gross effect on profit of loss of the period and net assets</b>		<b>1,094,474.58</b>	<b>-1,094,474.58</b>	
Deferred tax		-207,950.17	207,950.17	
<b>Total</b>		<b>886,524.41</b>	<b>-886,524.41</b>	

### 34.2. Interest rate risk

The Group is exposed to interest rate risk mainly because it uses such instruments as bank borrowings, loans and finance leases. These instruments are issued at variable interest rates and expose the Company to the risk of cash flow fluctuations.

#### Interest rate risk – sensitivity to changes

To analyse the sensitivity to interest rate changes, the reasonably possible change in interest rates was assessed, on the basis of historical changes and the Group's experience and knowledge of financial markets, at -1% / +1% pp at 31 December 2015. A parallel shift of interest rate curve was assumed for the purpose of calculating the sensitivity to change in interest rates.

The following table sets out the effect on the profit or loss of the period and net assets as at 31 December 2015.

	Amount at the end of the reporting period	(PLN) 31 December 2015	
		+100 bp (PLN)	-100 bp (PLN)
Long-term retentions on construction contracts (discount):			
– recognised in assets (present value)	5,614,131.08	-288,997.86	310,165.07
– recognised in liabilities (present value)	8,010,749.23	229,756.90	-242,537.61
Cash at banks (nominal value / interest)	172,334,311.37	1,723,343.11	-1,723,343.11
Advanced loans (nominal value / interest)	157,721.51	1,577.22	-1,577.22
Bank borrowings and loans (nominal value / interest)	5,436,747.15	-54,367.47	54,367.47
Finance lease liabilities (present value / interest)	17,612,280.40	-176,122.80	176,122.80
<b>Gross effect on profit or loss of the period and net assets</b>		<b>1,435,189.09</b>	<b>-1,426,802.59</b>
Deferred tax		-272,685.93	271,092.49
<b>Total</b>		<b>1,162,503.17</b>	<b>-1,155,710.10</b>

### 34.3. Price risk

The Group is exposed to price risk relating to the increase in prices of the most popular products and raw materials such as concrete, aggregates, steel elements (including HV tram and rail traction network posts, lamp posts, rails or crossovers) and copper and aluminium elements (including power cables, lines and contact wires) and, given a big number of machines, liquid fuels (including diesel oil and petrol).

Changes in prices of materials or labour costs may contribute to a change in service fees charged by subcontractors. Prices contained in contracts with investors remain fixed throughout the term of such contracts (usually from 6 to 36 months). However, contracts with subcontractors may be concluded at a later date as the works progress. The Group protects itself against the price risk by developing sales activities conducted by a subsidiary.

Taking the available market data into consideration, on the basis of the Group's knowledge and experience, the risk is assessed as moderate.

### 34.4. Credit risk

The Group cooperates, as part of both financial and equity transactions, with highly credible financial institutions to reduce the concentration of credit risk.

The Group's financial assets exposed to increased credit risk include trade receivables (except for trade receivables from contracting authorities (investors) as part of projects executed pursuant to the Public Procurement Act). A credit risk is assessed and verified by the Group with the contracting authority and suppliers both at the stage of tender submission and at the stage of project execution.

Before a contract is signed, each counterparty is assessed in terms of their ability to fulfil their financial obligations. If the assessment is negative, signing of the contract is conditional at least on the provision of proper security on property or financial security. In addition, the Group tries to make sure that contracts with investors provide for the right to stop the works if the payment for the services already performed is delayed.

### 34.5. Liquidity risk

The Group reduces liquidity risk by maintaining sufficient cash and concluding credit line agreements which serve as an additional safeguard against the loss of liquidity. The Group uses its funds, bank borrowings and long-term finance lease agreements to finance its investments and to ensure appropriate stability of financing structure for this type of assets.

Liquidity management is supported by the system of reporting cash flow forecasts.

The maturity structure for financial liabilities is set out in Note 36 – Financial instruments.

### 36. Financial instruments

The following table sets out the carrying amounts of all financial instruments of the Group with a breakdown into particular classes and categories of assets and liabilities as at 31 December 2015.

(PLN)

Classes of financial instruments	Available-for-sale financial assets	Financial assets at fair value through profit or loss	Loans and receivables	Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost
Retentions on construction contracts	0.00	0.00	6,383,893.84	0.00	19,726,234.75
Trade and other receivables	0.00	0.00	77,838,700.70	0.00	0.00
including: amounts receivable from customers under construction contracts – advance payments	0.00	0.00	2,973,330.66	0.00	0.00
Derivative financial instruments and other financial liabilities	0.00	0.00	0.00	0.00	1,227,399.32
Advanced loans	0.00	0.00	157,721.51	0.00	0.00
Cash and cash equivalents	0.00	172,334,311.37	0.00	0.00	0.00
Bank borrowings and other debt instruments and other financing sources	0.00	0.00	0.00	0.00	23,049,027.55
Trade and other payables	0.00	0.00	0.00	0.00	117,730,172.91
including: amounts payable to customers under construction contracts – advance payments	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>172,334,311.37</b>	<b>84,380,316.05</b>	<b>0.00</b>	<b>161,732,834.53</b>

#### Reclassifications of financial assets

No financial instruments were reclassified by the Group during the reporting period.

### 35.1. Maturity profile of financial liabilities at fair value through profit or loss and at amortised cost

The amounts disclosed in the table below are the contractual undiscounted cash flows.

	As at 31-12-2015	(PLN) As at 31-12-2014
Age structure		
– less than 1 year	142,500,923.45	162,496,558.64
– 1 - 3 years	13,226,189.38	13,435,347.22
– 3 - 5 years	4,941,299.54	305,587.79
– 5 years +	1,064,422.16	323,397.13
<b>Total</b>	<b>161,732,834.53</b>	<b>176,560,890.78</b>

### 35.2. Fair value of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices;
- the fair values of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments; and
- the fair values of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

### 35.3. Derivative instruments

No derivative instrument transactions were entered into by the Group in 2015 or 2014.

### 37. Transactions with related entities

#### Trade transactions

The following trade transactions between the related entities were entered into during the financial year:

(PLN)

	Receivables		Payables	
	As at		As at	
	31-12-2015	31-12-2014	31-12-2015	31-12-2014
BPK Gdańsk	n/a,	0.00	n/a,	0.00
RTI	1,230.00	1,230.00	0.00	0.00
RTI Germany	0.00	0.00	19,391.74	0.00
Wiesław Nowak	0.00	0.00	0.00	0.00
<b>Total</b>	<b>1,230.00</b>	<b>1,230.00</b>	<b>19,391.74</b>	<b>0.00</b>

	Revenue		Purchases	
	Year ended		Year ended	
	31-12-2015	31-12-2014	31-12-2015	31-12-2014
BPK Gdańsk	n/a	0.00	n/a	15,861.78
RTI	12,000.00	12,000.00	0.00	0.00
RTI Germany	0.00	0.00	945,545.07	980,873.92
Wiesław Nowak	0.00	1,626.00	0.00	66,400.00
<b>Total</b>	<b>12,000.00</b>	<b>13,626.00</b>	<b>945,545.07</b>	<b>1,063,135.70</b>

	Advanced loans		Financial income (interest)	
	As at		Year ended	
	31-12-2015	31-12-2014	31-12-2015	31-12-2014
BPK Gdańsk	n/a,	0.00	n/a,	0.00
RTI	157,721.51	134,601.32	3,141.64	2,821.89
RTI Germany	0.00	0.00	0.00	0.00
Wiesław Nowak	0.00	0.00	0.00	0.00
<b>Total</b>	<b>157,721.51</b>	<b>134,601.32</b>	<b>3,141.64</b>	<b>2,821.89</b>

	Received loans		Financial expenses (interest)	
	As at		Year ended	
	31-12-2015	31-12-2014	31-12-2015	31-12-2014
BPK Gdańsk	n/a	0.00	n/a	0.00
RTI	0.00	0.00	0.00	0.00
RTI Germany	0.00	0.00	0.00	0.00
Wiesław Nowak	0.00	500,000.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>500,000.00</b>	<b>0.00</b>	<b>0.00</b>

In the reporting period, major transactions were entered into between ZUE and subsidiaries, and related entities on arm's length terms.

In the reporting period, RTI leased business establishments from ZUE on the basis of the lease of 16 November 2012.

On 27 May 2015, ZUE and RTI entered into the loan agreement whereby RTI was granted a loan of PLN 10 thousand at variable annual interest rate – 3M WIBOR + margin. Repayment date: 20 December 2015. On 14 December 2015, an annex was signed whereby the repayment date was extended to 20 December 2016.

On 14 December 2015, ZUE and RTI entered into the loan agreement whereby RTI was granted a loan of PLN 10 thousand at variable annual interest rate – 3M WIBOR + margin. Repayment date: 20 December 2016.

RTI repaid the abovementioned loans plus interest after the end of the reporting period; i.e. on 26 January 2016.

On 29 January 2015, BPK Poznań repaid a loan with interest to Mr. Wiesław Nowak, Management Board President of ZUE. The loan of PLN 500 thousand was advanced under the agreement of 8 May 2014.

In the reporting period, RTI Germany provided market research services for future projects to ZUE.

In the reporting period, ZUE entered into the guarantee agreements for the liabilities of Railway gft up to PLN 15.8m and EUR 500 thousand and the surety agreements for the liabilities of Railway gft up to PLN 15.5m.

### **37. Proceedings before court, arbitration court or public administration authority at the date of this report preparation**

At 10 March 2016, ZUE was a party to the pending court proceedings concerning the Company's claims and liabilities of the total value of PLN 44,267,429.94; i.e. more than 10% of the Company's equity. The total value of the proceedings concerning liabilities was PLN 9,818,474.37 and the total value of the proceedings concerning claims was PLN 34,448,955.57.

The pending court proceedings were related to Group's operating activities.

#### **The biggest pending court proceeding concerning liabilities:**

Case concerning the following project: "Construction of a tramway under the project KST N-S Phase II A Grzegórzeckie Roundabout – Kotlarski Bridge – Klimeckiego Street – Lipska Street, together with the reconstruction of the roadway and construction of Kuklińskiego Street, as well as the construction of a flyover along Nowohucka and Powstańców Wielkopolskich Streets in Cracow."

The lawsuit concerns the following project: "Construction of a tramway under the project KST N-S Phase II A Grzegórzeckie Roundabout – Kotlarski Bridge – Klimeckiego Street – Lipska Street, together with the reconstruction of the roadway and construction of Kuklińskiego Street, as well as the construction of a flyover along Nowohucka and Powstańców Wielkopolskich Streets in Cracow." Petitioners; i.e. Gmina Miejska Kraków [the City of Cracow] (hereinafter referred to as "GMK") and Miejskie Przedsiębiorstwo Komunikacyjne S.A. of Cracow (hereinafter referred to as "MPK") applied for the amount of PLN 7,218,600.13 to be paid on a joint and several basis by the Defendants; i.e. Przedsiębiorstwo Budownictwa Inżynieryjnego Energopol sp. z o.o., Strabag sp. z o.o., ZUE S.A. and Eiffage Polska Koleje sp. z o.o. GMK demanded the Defendants pay PLN 1,718,155.00 and MPK demanded the Defendants pay PLN 5,500,445.13. The abovementioned demand was based on the charge that the project executed by the consortium comprising the Defendants had defects. The said defects concerned the road works performed by PBI Energopol sp. z o.o. and Strabag sp. z o.o. The Petitioners believed they were entitled to demand a decrease in remuneration on the basis of warranty provisions. Thus, the Petitioners requested the repayment of a part of the remuneration paid on the basis of the main contract of 20 January 2010 and the contract for supplementary works of 4 October 2010.

The Petitioners made additional request in case their demand for the remuneration reduction was not considered. They demanded the Defendants were liable on a joint and several basis for the performance of the construction works according to the list attached to the lawsuit as the appendix no. 1 within six months of the judgment final date. They believed their demand was supported by the guarantee provisions. The Petitioners demanded a joint execution of all the works. Their claim was wrong from the legal point of view because the Defendants performed a part of the works for one Petitioner and a part of the works for the other and the Petitioners had separate claims against the Defendants.

The lawsuit did not explicitly specify the defects the Defendants were charged with. It only said the defects concerned the road works performed as part of the project executed by the consortium. Thus, liability for the defects would be borne by PBI Energopol sp. z o.o. and Strabag sp. z o.o. In addition, according to the lawsuit, the Petitioners expected the Contractor to repay the amount spent on ground stabilisation (under the roads); i.e. the works ZUE was not responsible for.

It should also be noted that the warranty claims were reported after the deadline provided for in the Polish Civil Code and the contract. In addition, the Petitioners failed to check the service delivered to them and, consequently, lost their rights under the warranty. The Petitioners stated the defects had been insidiously concealed. If this was true, the Petitioners would still be able to make their warranty claims. To support their statements, the Petitioners referred to the activities of a consortium member other than ZUE. According to Art. 371 of the Polish Civil Code, actions/omissions by one co-debtor (which basically include the Defendants) must not harm the remaining co-

debtors. Thus, it should be assumed that ZUE is not responsible for the defects concealed by another consortium member.

The warranty claims made by the Petitioners with respect to the contract for supplementing works did not have any legal basis because no warranty had been given by the Defendants. Warranty had only been given for the works covered by the main contract. It should be stressed that the lawsuit mainly concerned the works provided for under the contract for supplementing works. As regards the warranty issued as part of the main contract, the Defendants believe that the Petitioners' claim was not covered by warranty because the document did not provide for the repeated performance of the works.

The Petitioners included another claim in their pleading, namely improper contract performance. They maintained they could claim damages in connection with the said improper performance. The Defendants believed the Petitioners had no such claims for damages and even if they did, they fell under the statute of limitations. It should be noted, however, that the Petitioners filed a motion for conciliation proceedings. Their motion contained specific claims which, when liberally construed, could be the grounds for stopping the run of the statute of limitations. However, this is a quite complex legal issue, especially as the Petitioners demanded, *inter alia*, the repeated performance of the works as part of the damages. The Defendants believe this is not any claim for damages (damages differ from a basic contractual obligation; i.e. the performance of the works). There are no doubts about damages relating to the demand for a specific amount. However, ZUE maintains it cannot be blamed especially as it was not involved in the said works. The works were performed by other consortium members. In addition, if the Petitioners' claims were true, the blame could be put on the Petitioners. They employed inspectors who accepted the works and confirmed that the works had been done as a result of which the remuneration was paid.

The Petitioners based their entire lawsuit basically on the fact that preparatory proceedings had been instigated. At the end of 2014, an indictment was filed against one of the consortium members (or to be more precise, against its employees and the employees of entities related to the consortium member, including its counterparties) and the inspector employed by one of the Petitioners. According to the Petitioners, the evidence gathered during the proceedings demonstrated that the works had not been properly performed. This statement confirms the foregoing arguments relating to the legal position of ZUE. If the offence were in fact committed (the Petitioners said that except for one person, all people took the blame and applied for self-sentencing), the blame would be put both on the consortium member, which had failed to perform the works in line with the contract, and the Petitioners whose inspector had failed to do their job well. ZUE trusted it properly performed its obligations.

The Petitioners attached new appendices to their pleading of 9 February 2015, which contained the grounds for their lawsuit. They stated they had reduced their claims. GMK, acting through the City Infrastructure and Transportation Authority (ZIKiT) reduced its claim from PLN 1,718,155.00 to PLN 177,439.19 and MPK "reduced" its claim from PLN 5,500,445.13 to PLN 6,344,736.56. To sum up, the initial claim was PLN 7,218,600.13 and now the total amount claimed by both Petitioners is PLN 6,522,175.75.

The Court has not asked the Defendants whether they approve of withdrawing the lawsuit without waiving the claims by the Petitioners (GMK). However, ZUE wrote it had not approved of withdrawing the lawsuit without waiving the claims. In addition, given the fact that the initial amount demanded by MPK included two claims – one of PLN 4,293,866.25 subsequently reduced to PLN 563,841.57 and the other of PLN 1,206,578.88 subsequently valued at PLN 5,780,894.99 and the fact that ZUE had not approved of withdrawing the lawsuit with regard to the first claim, the dispute concerns the amount of PLN 11,792,916.24 (i.e. the total of the initial claim – PLN 7,218,600.13 and the difference between PLN 1,206,578.88 and PLN 5,780,894.99; i.e. PLN 4,574,316.11).

It should be noted that the Petitioners did not provide any new facts that would support an increase (decrease) in values and relied on exactly the same circumstances as those contained in the lawsuit. Their new pleading of 9 February 2015 contained a new calculation of the same claims. Thus, the Petitioners showed they had incorrectly calculated the value of their claims (GMK inflated its claim by PLN 1,540,715.81 and MPK by PLN 3,730,024.68; i.e. the total of PLN 5,270,740.49).

As regards the court proceedings, the Court has not issued any order of payment. The proceedings are carried out after all the Defendants have responded to the lawsuit. The next trial has been scheduled for 6 April 2016. The parties conduct the talks in order to reach settlement.

#### **The biggest pending court proceeding concerning claims:**

On 14 August 2014, the Petitioner (BILFINGER INFRASTRUCTURE S.A., ZUE S.A., Przedsiębiorstwo Budowy Kopaliń PEBEKA S.A., Przedsiębiorstwo Napraw i Utrzymania Infrastruktury Kolejowej w Krakowie Sp. z o.o. and Kolejowe Zakłady Automatyki Katowice S.A.) filed a lawsuit against the Defendant (PKP Polskie Linie Kolejowe S.A.). The Petitioner sued the Defendant for the contractual penalty of PLN 72,835,010.99 plus interest from 18 August 2012 until payment (with PLN 18,521,943.30 plus interest from 18 August 2012 until payment attributable to the Company) for the Defendant's delay in the handover of the Construction Site. The lawsuit concerned the construction contract of 27 October 2009 between the Petitioner (the Contractor) and the Defendant (the Contracting Authority) for the modernisation of the railway line no. 8. Stage I: the Warszawa Zachodnia – Warszawa Okęcie section and the construction of the Warszawa Służewiec – Okęcie Airport siding. Phase 3: construction work on the siding as part of the project no. POLiŚ 7.1-18: "Modernisation of the railway line no. 8, construction of the Okęcie Airport siding." Under the Contract, the Contracting Authority was obliged to provide the Contractor with an access to the entire construction site and the right to use it on the dates as specified in an appendix to the Contract. In case of delay through the fault of the Contracting Authority, the Contractor was authorised to charge the contractual penalties for each day of delay at the rate as specified in an appendix to the Contract. The Contracting Authority failed to provide an access to all parts of the Construction Site by the dates

specified in the Contract. The Defendant questioned the claims made by the Petitioner both in terms of their amount and legitimacy. In addition, the Defendant filed a motion to dismiss the action and award the Defendant costs of the proceedings, including the cost of legal representation, according to the list of costs submitted during the proceedings. The Defendant filed a claim that the contractual fee charged by the Petitioners was too high in case the said motion for the dismissal was rejected.

The case concerns ZUE's claims whose value is PLN 18,521,943.30 plus interest and, consequently, exceeds 10% of the Company's equity.

On 10 February 2015, the Company received a copy of an application for conciliation proceedings (the "Application") filed by PKP Polskie Linie Kolejowe S.A. of Warsaw ("PKP PLK") and information about the Court hearing scheduled for 17 March 2015. In their Application, PKP PLK asked the consortium of:

- 1) Bilfinger Infrastructure S.A of Warsaw (Leader);
- 2) ZUE S.A. of Cracow (Partner);
- 3) Przedsiębiorstwo Budowy Kopalń PEBEKA S.A of Lubin (Partner);
- 4) Przedsiębiorstwo Napraw i Utrzymania Infrastruktury Kolejowej w Krakowie Sp. z o.o. (Partner); and
- 5) Kolejowe Zakłady Automatyki Katowice S.A. (Partner);

(hereinafter jointly referred to as the "Participants" or the "Contractor") to take part in the conciliation proceedings concerning the Defendant's payment, on a joint and several basis, of PLN 27,963,053.62 plus statutory interest (the "Claim") to PKP PLK for the Defendant's delay in the completion of the construction works concerning the modernisation of the railway line no. 8. Stage I: the Warszawa Zachodnia – Warszawa Okęcie section and the construction of the Warszawa Służewiec – Okęcie Airport siding. Phase 3: construction works on the siding as part of the project no. POIiŚ 7.1-18: "Modernisation of the railway line no. 8, construction of the Okęcie Airport siding" (the "Contract"). The Court hearing was held on 17 March 2015 but no agreement was reached between PKP PLK and the consortium. The Company believed it had properly performed its services and a part of the Claim of PKP PLK attributable to the Company was groundless.

Case concerning the following project: "Construction of the tramway line from os. Lecha to Franowo" – conclusion of the case:

On 22 December 2015, the settlement was reached before the Court of Arbitration at the Polish Chamber of Commerce in Warsaw (the "Court"). The case was brought by PORR Polska Infrastruktura S.A. (former Bilfinger Infrastruktura S.A.), ZUE S.A. (the "Company") and Przedsiębiorstwo Budowy Kopaliń PEBEKA S.A. (the "Petitioners") against Miasto Poznań – Zarząd Transportu Miejskiego (the City of Poznań) and Poznańskie Inwestycje Miejskie Sp. z o.o. (the "Defendants") and concerned, *inter alia*, the payment of approx. PLN 12.6m by the City of Poznań to the Petitioners to cover various costs and expenses incurred in connection with the performance of the following contract: "Construction of the tramway line from os. Lecha to Franowo" (the "Contract"). The settlement was reached by PORR Polska Infrastruktura S.A. acting on behalf of the Petitioners. In addition, the Court passed the final judgment on 22 December 2015 whereby the City of Poznań was ordered to transfer the gross amount of PLN 9.7m to the bank account of PORR Polska Infrastruktura S.A. At this report preparation date, the estimated net amount attributable to the Company under the consortium agreement is approx. PLN 2m. The amount may change following internal detailed settlements between the Petitioners. The Company informs that if the City of Poznań pays the abovementioned amount payable in connection with the settlement, the parties waive their claims connected with and/or arising out of the Contract. The Company informed about the settlement in the current report 99/2015 of 23 December 2015.

Case concerning the following project: *"Design and construction works as part of the following project: <<Raising the quality of transport services through the improvement of technical condition of the railway lines no. 1, 133, 160 and 186 on the Zawiercie - Dąbrowa Górnicza Ząbkowice - Jaworzno Szczakowa section>>"*

On 1 June 2015, ZUE S.A. of Cracow (Petitioner) sued PKP Polskie Linie Kolejowe S.A. of Warsaw (Defendant) for PLN 4,444,883.05 plus statutory interest and the costs of proceedings for the performance of additional works commissioned by the Contract Engineer (the Defendant's representative). The said works involved the replacement of the track structure, incorporating a subgrade protective layer, installation of geotextile and the filtration layer and installation of a deep drainage system at the section 288,850 – 291,609 km; i.e. the additional section of 2,009 km, in connection with the following Contract: "Design and construction works as part of the following Project: <<Raising the quality of transport services through the improvement of technical condition of the railway lines no. 1, 133, 160 and 186 on the Zawiercie - Dąbrowa Górnicza Ząbkowice - Jaworzno Szczakowa section>>."

The Petitioner was obliged to perform the abovementioned works on the basis of the Contract Engineer's Order no. 17 although they went beyond the scope specified in the Functional Plan. According to the Plan, the Petitioner was obliged to perform the said works at the section 0.750 km and the location thereof had to be specified on the basis of geotechnical research. The purpose of the research was to identify the most "doubtful" land, which required the reinforcement of track substructure.

Before the lawsuit, the Defendant said that a risk of any works aimed at meeting specified parameters was borne by the Petitioner and that indicating the scope of works at 0.750 km in the Functional Plan was an obvious editorial mistake.

The Petitioner could not agree with the Defendant because a risk of incorrect description of an order was borne by the Defendant and the correction of an obvious mistake could not change the order understood as the Defendant's statement of will. The decision to impose on the Petitioner the obligation to perform any works goes beyond the risk included in the lump-sum remuneration. Therefore, the Petitioner demands the payment for the additional works commissioned by the Contract Engineer. In response, the Defendant filed a motion to dismiss the suit and questioned the Petitioner's obligation to carry out the tasks exclusively at 0.750 km. In addition, the Defendant stated there was no incorrect description of the order. According to the Defendant, each professional contractor acting with due care and diligence would be able to discover an obvious mistake of the Contracting Authority and take it into account while calculating the price.

### 39. Remuneration of key management personnel

Remuneration of Management Board members and other members of key management personnel during the financial year:

(PLN)

	Period	Remuneration	Period	Remuneration
<b>Management Board</b>				
Wiesław Nowak	01.2015-12.2015	846,400.00	01.2014-12.2014	504,589.29
Marcin Wiśniewski	01.2015-12.2015	530,100.00	01.2014-12.2014	344,875.00
Maciej Nowak	01.2015-12.2015	518,400.00	01.2014-12.2014	324,516.61
Jerzy Czeremuga	01.2015-12.2015	518,400.00	01.2014-12.2014	325,922.60
Anna Mroczek	01.2015-12.2015	515,050.22	01.2014-12.2014	321,888.00
Arkadiusz Wierciński	01.2015-07.2015	426,568.89	01.2014-12.2014	338,875.00
<b>Proxy</b>				
Barbara Nowak	01.2015-12.2015	286,356.00	01.2014-12.2014	283,532.00
<b>Supervisory Board</b>				
Bogusław Lipiński	01.2015-12.2015	175,719.70	01.2014-12.2014	115,807.20
Magdalena Lis	01.2015-12.2015	119,900.42	01.2014-12.2014	100,277.31
Michał Lis	01.2015-12.2015	180,184.15	01.2014-12.2014	102,995.49
Mariusz Szubra	01.2015-12.2015	12,000.00	01.2014-12.2014	8,500.00
Piotr Korzeniowski	01.2015-12.2015	12,000.00	01.2014-12.2014	8,500.00
<b>Total</b>		<b>4,141,079.38</b>		<b>2,780,278.50</b>

The General Meeting decided not pay dividends for 2014.

The remuneration of the Management Board members is determined by the Supervisory Board and the remuneration of key management personnel is determined by the Management Board President (the main shareholder of the Company) having regard to the performance of individuals and market trends.

The abovementioned remuneration of Mr. Bogusław Lipiński, Ms. Magdalena Lis and Mr. Michał Lis is the remuneration paid under employment contracts plus the remuneration for their service as the Supervisory Board members.

### 40. Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand and at banks and investments in financial market instruments, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the reporting period as shown in the statement of cash flows can be reconciled to the related items as follows:

(PLN)

	As at 31-12-2015	As at 31-12-2014
Cash on hand and at banks	87,334,311.37	15,694,988.56
Bank deposits up to three months	85,000,000.00	55,710,474.27
<b>Total</b>	<b>172,334,311.37</b>	<b>71,405,462.83</b>

## 41. Non-cash transactions and sources of finance

In 2015, the non-cash transactions relating to investing and financing activities, which are not reflected in the statement of cash flows, included the acquisition of property, plant and equipment of PLN 14,134 thousand under a finance lease.

In 2014, the non-cash transactions relating to investing and financing activities, which are not reflected in the statement of cash flows, included the acquisition of property, plant and equipment of PLN 7,067 thousand under a finance lease.

## 42. Operating lease arrangements

### 42.1 The Company as lessee

Operating lease relates to the following leasehold property:

- Undeveloped property in Cracow Podgórze – Jugowice, district 45, comprising the plots no. 36/2, 37/6, 37/11, 40/25 – Land and mortgage register no. KR1P/00333015/6.
- Undeveloped property in Cracow, district 25, comprising the plots no. 121/1, 121/3, 121/4, 122/1, 122/2, 137/2, 162/1 and 162/5 – Land and mortgage registers no. KW no. KR1P/00204399/8 and KR1P/00199773/5.
- Developed property in Cracow, district 4, comprising the plot no. 527/26 – Land and mortgage register no. 185225.
- Undeveloped property in Kościelisko comprising the plots no. 2001 and 2491 – Land and mortgage register no. 10662 and 10740.

### 42.2 Leasing arrangements

The annual lease payment for the leasehold land in the Podgórze district 45 marked as the plots no. 36/2, 37/6, 37/11 and 40/25 is PLN 34,307.88. The property is leasehold until 2089. The property situated in Cracow Podgórze – Jugowice was sold by ZUE on 23 December 2015.

The annual lease payment for the leasehold land in the district 25 marked as the plots no. 121/1, 121/3, 121/4, 122/1, 122/2, 137/2, 162/1 and 162/5 is PLN 163,493.43. The property is leasehold until 2089.

The annual lease payment for the leasehold land in the district 4 marked as the plot no. 527/26 is PLN 1,202.37. The property is leasehold until 2089.

The annual lease payment for the leasehold land in Kościelisko marked as the plots no. 2001 and 2491 is PLN 83,840.00. The property is leasehold until 2089.

### 42.3 Payments recognised as an expense

	(PLN)	
	As at 31-12-2015	As at 31-12-2014
Minimum lease payments	284,392.55	139,768.01
<b>Total</b>	<b>284,392.55</b>	<b>139,768.01</b>

### 42.4 Liabilities under lease payments

	(PLN)	
	As at 31-12-2015	As at 31-12-2014
Not later than 1 year	319,521.91	305,897.18
Later than 1 year and not later than 5 years	1,278,087.64	1,223,588.72
Later than 5 years	22,901,365.50	21,412,802.60
<b>Total</b>	<b>24,498,975.05</b>	<b>22,942,288.50</b>

### 43. Contingent liabilities and contingent assets

#### 43.1 Contingent liabilities

	(PLN)	
	As at 31-12-2015	As at 31-12-2014
Bonds and guarantees	176,914,911.69	196,926,463.38
Sureties	12,205,676.29	2,100,444.01
Bills of exchange	149,586,956.18	126,864,850.23
Mortgages	51,017,550.00	54,347,550.00
Pledges	19,206,728.56	0.00
<b>Total</b>	<b>408,931,822.72</b>	<b>380,239,307.62</b>

The contingent liabilities resulting from bonds, guarantees and sureties include, in particular, the bonds and guarantees provided by insurance companies and banks to the Group's counterparties to secure their claims against the Group, mainly under construction contracts. Insurance companies and banks have recourse against the Group.

The contingent liabilities secured by the bills of exchange, mortgages and pledges are mainly credit facility and lease agreements.

The revolving credit facility agreement no. WAR/2001/14/66/CB of 19 November 2014, as amended, with BGŻ BNP PARIBAS was secured by the registered pledge of PLN 13,707 thousand. The credit was repaid in December 2015 and a motion was filed on 28 December 2015 to the District Court to remove the pledge. The pledge was removed on the basis of the Court decision of 19 February 2016.

#### 43.2 Contingent assets

	(PLN)	
	As at 31-12-2015	As at 31-12-2014
Bonds and guarantees	26,509,109.89	38,902,011.04
Bills of exchange	3,961,989.88	3,734,560.03
Sureties	0.00	0.00
Mortgages	0.00	0.00
<b>Total</b>	<b>30,471,099.77</b>	<b>42,636,571.07</b>

Contingent assets secure the construction contracts concluded by the Group with subcontractors.

#### 44. Events after the reporting period

Below please find the information about the events after the reporting period taking account of:

- Amendments to major contracts whereby the term thereof is extended or shortened by at least 20% but by no less than 2 months;
- Amendments to major contracts whereby the net value thereof is increased or decreased by at least 10% but by no less than PLN 4m; and
- Information about other important events.

On 8 January 2016, the Company learnt of the Company's submission of the lowest price tender in the tender procedure for "Construction works relating to the replacement of track structure with accompanying works on the Kluczbork - Poznań railway line no. 272, the Poznań Starołęka station, the Poznań Starołęka - Poznań Główny route, the Poznań Główny station, track no. 1 and 2, between 194,638 km and 200,524 km as part of the following project: "Structure replacement with accompanying works on the Kluczbork - Poznań railway line no. 272, the Kórnik - Poznań Główny section, and reconstruction of steel bridge on the Warta river at the Poznań Starołęka station at 196,254 km" (the "Tender"). Contracting Authority: PKP Polskie Linie Kolejowe S.A. (PKP PLK). Net value of the tender submitted by the Company: PLN 26.4m. Gross value of the tender submitted by the Company: PLN 32.5m. Completion date: 31 December 2016.

On 29 January 2016, the Company learnt from PKP PLK about the exclusion of the Company from the tender procedure for procedural reasons and the selection of a tender submitted by a bidder other than the Company. Following the Issuer's appeal of 5 February 2016 against the abovementioned decision of PKP PLK, the Company learnt from PKP PLK that the selection by the Contracting Authority of a tender on 29 January 2016 had been cancelled after a well-grounded appeal had been lodged by the Issuer. On 8 February 2016, the Company received a notice from a tender participant; i.e. PORR Polska Construction S.A. According to the said notice, PORR informed the National Chamber of Appeals on 8 February 2016 about its joining the appeal proceedings on part of the Contracting Authority (PKP PLK S.A.) and filed a motion to dismiss the Issuer's appeal. In addition, PORR said it would object if the Issuer's complaint contained in its appeal was accepted by the Contracting Authority. On 11 February 2016, the Company received a notice from PKP PLK. According to the said notice, the tender submitted by the Issuer was selected as the most advantageous offer after the appeal lodged by the Issuer had been accepted. On 23 February 2016, the Company learnt from PKP PLK that PORR Polska Construction S.A. had appealed against the Contracting Authority's selection of the most economically advantageous tender. On 7 March 2016, the National Chamber of Appeals dismissed the appeal lodged by PORR Polska Construction S.A. as unjustified and passed relevant judgment. **(Current reports 2/2016, 4/2016, 5/2016, 6/2016, 8/2016, 11/2016, 13/2016)**

On 22 January 2016, the Extraordinary Shareholders Meeting of RTI resolved to increase the share capital of RTI from PLN 50,000 to PLN 225,000 through the creation of 3,500 new shares with a par value of PLN 50 each. All the new shares of the total value of PLN 175,000 were acquired by the existing Shareholders (including ZUE) proportionally to the shares already held by them and paid up in cash of PLN 175,000. ZUE's contribution was paid up by the set-off of claims relating to the loans granted to RTI.

On 8 March 2016, ZUE and PKP PLK S.A. signed the contract for "Strengthening of the substructure on the line no. 139 Katowice – Zwardoń, tracks no. 1 and 2, section from 10,300 km to 25,360 km in the selected locations, and on the line no. 93 Trzebinia – Zebrzydowice, section from 62,260 km to 68,780 km in the selected locations, plus the accompanying works and services provided in connection with Substructure Repair Train with the use of AHM-800R formation rehabilitation machine, RM80 ballast cleaning machine and 20 hopper cars of type 426 Vb, representing the potential of the Contracting Authority - Zakład Maszyn Torowych w Krakowie." The Company informed of the submission of the lowest price tender in the current report 10/2016 and the selection of the Company's tender as the most advantageous offer in the current report 12/2016. The contract net value: PLN 25.6m. The contract gross value: PLN 31.5m. Contract completion date: 31 December 2016. **(Current report 14/2016)**

#### **45. Approval of the financial statements**

The financial statements were approved by the Management Board on 10 March 2016.

## STATEMENT OF THE MANAGEMENT BOARD OF ZUE ON COMPLIANCE OF ANNUAL FINANCIAL STATEMENTS WITH APPLICABLE ACCOUNTING POLICIES

The Management Board of ZUE state that according to their best knowledge, the annual consolidated financial statements of the Group for the period 1 January to 31 December 2015 have been prepared in accordance with applicable accounting policies and give a true and fair view of the economic and financial position of the Group and its financial performance. 2015 Management Board Report contains a true view of the Group's development and achievements, including the description of fundamental risks and threads.

Wiesław Nowak – Management Board President .....

Jerzy Czeremuga – Management Board Vice-President .....

Marcin Wiśniewski – Management Board Vice-President .....

Anna Mroczek – Management Board Member .....

Maciej Nowak – Management Board Member .....

Cracow, 10 March 2016

These consolidated financial statements of the Capital Group cover the period from 1 January to 31 December 2015. The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union.

The financial statements have been prepared by:

Ewa Bosak – Chief Accountant

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The financial statements have been presented by the  
Management Board composed of:

Wiesław Nowak – Management Board President

.....

Jerzy Czeremuga – Management Board Vice-President

.....

Marcin Wiśniewski – Management Board Vice-  
President

.....

Anna Mroczek – Management Board Member

.....

Maciej Nowak – Management Board Member

.....

Cracow, 10 March 2016