

**DRAFT RESOLUTION NO. 1**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Appointment of Chairperson**

**§ 1**

On the basis of Article 409 § 1 of the Polish Companies Act, the Ordinary General Meeting resolves to appoint ..... the Chairperson of the Ordinary General Meeting.

**§ 2**

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

**DRAFT RESOLUTION NO. 2**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Appointment of Returning Committee**

**§ 1**

On the basis of § 22 of the Rules of the General Meeting of ZUE S.A., the Ordinary General Meeting resolves to appoint the Returning Committee comprising:

— .....

**§ 2**

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

**DRAFT RESOLUTION NO. 3**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Adoption of Agenda**

**§ 1**

The Company's Ordinary General Meeting adopts the following agenda of the Company's Ordinary General Meeting:

1. Opening of the General Meeting.
2. Appointment of the Chairperson.
3. Statement that the General Meeting has been convened properly and is competent to pass binding resolutions.
4. Appointment of the Returning Committee.
5. Adoption of the agenda.
6. Review and approval of the report on activities of the Supervisory Board of ZUE S.A. for the financial year 2023.
7. Review and approval of the report on the activities of the Parent Company and the Capital Group for the financial year 2023.
8. Review and approval of the financial statements of ZUE S.A. for the financial year 2023.
9. Review and approval of the consolidated financial statements of the Capital Group for the financial year 2023.
10. Passing of resolution on the distribution of the Company's profit for the financial year 2023.
11. Passing of resolutions on granting approval for the performance of duties in 2023 to members of the Management Board and the Supervisory Board of ZUE S.A.
12. Passing of resolution on remunerations of members of the Supervisory Board of ZUE S.A.
13. Passing of resolution on the adoption of the updated Remuneration Policy for members of the Management Board and the Supervisory Board of ZUE S.A.

14. Passing of resolution to give opinion on the report by the Supervisory Board of ZUE S.A. on remunerations for the financial year 2023.
15. Closing of the General Meeting.

## **§ 2**

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

**DRAFT RESOLUTION NO. 4**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Review and Approval of Report on Activities of the Supervisory Board of ZUE**  
**S.A. for the Financial Year 2023**

Acting pursuant to Article 382 § 3 of the Polish Companies Act and § 16.2 (f) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

**§ 1**

Following the review, the Ordinary General Meeting resolves to approve the Report on Activities of the Supervisory Board of ZUE S.A. for the financial year 2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 5**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Review and Approval of the Management Board Report on Activities of the**  
**Parent Company and the Capital Group for the Financial Year 2023**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Polish Companies Act and § 20.2 (a) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

**§ 1**

Following the review, the Ordinary General Meeting resolves to approve the Management Board Report on Activities of the Parent Company and the Capital Group for the financial year 2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 6**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Review and Approval of the Financial Statements of ZUE S.A.**  
**for the Financial Year 2023**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Polish Companies Act in connection with Article 53 of the Polish Accountancy Act and § 20.2 (a) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

**§ 1**

Following the review, the Ordinary General Meeting resolves to approve the financial statements of ZUE S.A. for the financial year ended 31 December 2023 comprising:

- 1) Statement of comprehensive income showing the net profit of PLN 22,028 thousand.
- 2) Statement of financial position showing the total assets and the total equity and liabilities of PLN 909,052 thousand.
- 3) Statement of changes in equity showing an increase in equity by PLN 20,278 thousand.
- 4) Statement of cash flows for the Company's financial year ended 31 December 2023 showing the net cash flows of PLN (+) 151,627 thousand.
- 5) Notes to the financial statements, including information on adopted accounting policy and other explanatory information.

**§ 2**

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

**DRAFT RESOLUTION NO. 7**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Review and Approval of the Consolidated Financial Statements of the Capital**  
**Group**  
**for the Financial Year 2023**

Acting pursuant to Article 395 § 5 of the Polish Companies Act in connection with Article 55 of the Polish Accountancy Act and § 20.2 (i) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

Following the review, the Ordinary General Meeting resolves to approve the consolidated financial statements of the Capital Group for the financial year ended 31 December 2023 comprising:

- 1) Consolidated statement of comprehensive income showing the net profit of PLN 21,127 thousand.
- 2) Consolidated statement of financial position showing the total assets and the total equity and liabilities of PLN 935,361 thousand.
- 3) Consolidated statement of changes in equity showing an increase in equity by PLN 19,307 thousand.
- 4) Statement of cash flows for the Company's financial year ended 31 December 2023 showing the net cash flows of PLN (+) 160,028 thousand.
- 5) Notes to the financial statements, including information on adopted accounting policy and other explanatory information.

**§ 2**

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

**DRAFT RESOLUTION NO. 8**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Distribution of the Company's Profit for 2023**

Acting pursuant to Article 395 § 2 item 2 of the Polish Companies Act and § 20.2 (b) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

**§ 1**

Acting pursuant to the request of the Management Board of ZUE S.A., the Ordinary General Meeting resolves to allocate the net profit for the financial year 2023 from 1 January 2023 to 31 December 2023 of PLN 22,028,232.93 (twenty two million twenty eight thousand two hundred and thirty two złotych 93/100) in the following manner:

- 1) The portion of the net profit for the financial year 2023 of PLN 4,780,740.51 (four million seven hundred and eighty thousand seven hundred and forty złotych 51/100) should be paid as dividend (PLN 0.21 per share);
- 2) The residual net profit for the financial year 2023 of PLN 17,247,492.42 (seventeen million two hundred and forty seven thousand four hundred and ninety two złotych 42/100) should be allocated to reserve funds.

**§ 2**

- 1) The shareholders' right to dividend for 2023 is determined as at 12 September 2024.
- 2) The date of dividend payment is 27 September 2024.

**§ 3**

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

Justification of a draft resolution on distribution  
of the Company's profit for the financial year 2023

The net profit reported for the financial year 2023 is PLN 22,028,232.93 and the Company has the funds sufficient finance day-to-day operations. Therefore, the Management Board of ZUE S.A. recommend paying the net profit for 2023 PLN 4,780,740.51 as dividend (PLN 0.21 per share).

The Company also informs that the distribution of the net profit for the financial year 2023 will not include the treasury shares of the Company acquired on the basis of the Resolution no. 4 passed by the Company's Extraordinary General Meeting of 8 December 2014 so the final number of the shares covered by dividend will be reduced by the number of the treasury shares held by the Company. The total number of the shares acquired by the Company as part of the buy-back is 264,652.

**DRAFT RESOLUTION NO. 9**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2 (c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2023 to Wiesław Nowak – President of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2023 to 31.12.2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 10**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2023 to Marcin Wiśniewski – Vice-President of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2023 to 31.12.2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 11**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2023 to Jerzy Czeremuga – Vice-President of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2023 to 31.12.2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 12**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2023 to Anna Mroczek – Vice-President of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of her office; i.e. the period from 01.01.2023 to 31.12.2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 13**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2023 to Maciej Nowak – Vice-President of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2023 to 31.12.2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 14**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2023 to Piotr Korzeniowski – Chairperson of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2023 to 31.12.2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 15**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2023 to Barbara Nowak – Vice-Chairperson of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of her office; i.e. the period from 01.01.2023 to 31.12.2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 16**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2023 to Irena Piekarska -Konieczna – Member of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of her office; i.e. the period from 01.01.2023 to 31.12.2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 17**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2023 to Agnieszka Klimas – Member of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of her office; i.e. the period from 01.01.2023 to 31.12.2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 18**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Granting Approval for the Performance of Duties**

**§ 1**

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Polish Companies Act and § 20.2(c) of the Company's Articles of Association, the Ordinary General Meeting resolves to grant the approval for the performance of duties in 2023 to Maciej Szubra – Member of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2023 to 31.12.2023.

**§ 2**

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

**DRAFT RESOLUTION NO. 19**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Remuneration for Members of the Supervisory Board of**  
**ZUE S.A.**

**§ 1**

Acting pursuant to Article 392 § 1 of the Polish Companies Act, the Ordinary General Meeting determines the monthly remuneration of the Chairperson of the Supervisory Board of ZUE S.A. as ..... and the monthly remuneration of other Members of the Supervisory Board of ZUE S.A. as .....

**§ 2**

Remuneration is payable in full amount for each started month of service beginning from July 2024. Remuneration will be paid in arrears for every month by the fifth day of every month.

**§ 3**

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

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Adoption of Updated Remuneration Policy for Members of the Management**  
**Board and the Supervisory Board of ZUE S.A.**

**§ 1**

Acting pursuant to Article 90d item 1 in connection with Article 90e item 4 of the Polish Act on Public Offering and Terms of Introducing Financial Instruments to Organised Trading and on Public Companies of 29 July 2005 (Journal of Laws of 2022, item 2554, of 2023, item 825, 1723.), the Ordinary General Meeting resolves to adopt the updated Remuneration Policy for members of the Management Board and the Supervisory Board of ZUE S.A. attached to this resolution as an appendix.

**§ 2**

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

**Justification**

According to Article 90e item 4 first sentence of the Polish Act on Public Offering and Terms of Introducing Financial Instruments to Organised Trading and on Public Companies of 29 July 2005, a resolution on remuneration policy is passed not less often than every four years. Therefore, the Company's Management Board submits the Remuneration Policy for members of the Management Board and the Supervisory Board of ZUE S.A. to the Ordinary General Meeting pursuant to item 13 of the agenda suggesting the following changes:

- 1) In order to provide the supervisory board with more flexibility in selecting and assessing detailed criteria concerning key performance indicators for the year, the threshold of variable remuneration and a weight assigned to key performance indicators were changed in § 4 item 4 and item 8 of the remuneration policy, the non-financial indicators in item 6 were changed to ESG targets and the deadline for the evaluation of the achievement of key performance indicators was changed in item;
- 2) The remaining changes are editorial improvements.

**DRAFT RESOLUTION NO. 21**

**Resolution no. ....**  
**of the Ordinary General Meeting of ZUE Spółka Akcyjna**  
**with registered office in Cracow of 7 June 2024**  
**on Opinion on the Report by the Supervisory Board of ZUE S.A.**  
**on Remunerations of Members of the Management Board and the Supervisory**  
**Board for the Financial Year 2023**

**§ 1**

Acting pursuant to Article 90g item 6 of the Polish Act on Public Offering and Terms of Introducing Financial Instruments to Organised Trading and on Public Companies of 29 July 2005, the Ordinary General Meeting have read the Supervisory Board Report on Remunerations of Members of the Management Board and the Supervisory Board of ZUE S.A. for the financial year 2023, give favourable opinion thereon and makes no comments on its content.

**§ 2**

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