

DRAFT RESOLUTION NO. 1

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 10 June 2025
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 10 June 2025
on Appointment of Ballot Committee

§ 1

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

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§ 2

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

DRAFT RESOLUTION NO. 3

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 10 June 2025
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 Ballot 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 2024.
7. Review and approval of the report on the activities of the Parent Company and the Capital Group for the financial year 2024.
8. Review and approval of the financial statements of ZUE S.A. for the financial year 2024.
9. Review and approval of the consolidated financial statements of the Capital Group for the financial year 2024.
10. Passing of resolution on the distribution of the Company's profit for the financial year 2024.
11. Passing of resolutions on granting approval for the performance of duties in 2024 to members of the Management Board and the Supervisory Board of ZUE S.A.
12. Passing of resolution on determining the number of members of the Supervisory Board of ZUE S.A. for the new term.
13. Passing of resolutions on the dismissal of member(s) of the Supervisory Board of ZUE S.A.

14. Passing of resolutions on the appointment of member(s) of the Supervisory Board of ZUE S.A. for the new term.
15. Passing of resolution on the appointment of the Chairperson of the Supervisory Board of ZUE S.A.
16. Passing of resolution on the appointment of the Vice-Chairperson of the Supervisory Board of ZUE S.A.
17. Passing of resolution to give opinion on the report by the Supervisory Board of ZUE S.A. on remuneration for the financial year 2024.
18. Closing of the General Meeting.

§ 2

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

DRAFT RESOLUTION NO. 4

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 10 June 2025
on Review and Approval of Report on Activities of the Supervisory Board of ZUE
S.A. for the Financial Year 2024

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 2024.

§ 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 10 June 2025
on Review and Approval of the Management Board Report on Activities of the
Parent Company and the Capital Group for the Financial Year 2024

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 2024.

§ 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 10 June 2025
on Review and Approval of the Financial Statements of ZUE S.A.
for the Financial Year 2024

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 2024 comprising:

- 1) Statement of comprehensive income showing the net profit of PLN 10,262 thousand.
- 2) Statement of financial position showing the total assets and the total equity and liabilities of PLN 692,017 thousand.
- 3) Statement of changes in equity showing an increase in equity by PLN 5,755 thousand.
- 4) Statement of cash flows showing the net cash flows in the reporting period of PLN (-) 166,947 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 10 June 2025
on Review and Approval of the Consolidated Financial Statements of the Capital
Group
for the Financial Year 2024

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 2024 comprising:

- 1) Consolidated statement of comprehensive income showing the net profit of PLN 10,783 thousand.
- 2) Consolidated statement of financial position showing the total assets and the total equity and liabilities of PLN 731,695 thousand.
- 3) Consolidated statement of changes in equity showing an increase in equity by PLN 6,276 thousand.
- 4) Statement of cash flows showing the net cash flows in the reporting period of PLN (-) 171,345 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 10 June 2025
on Distribution of the Company's Profit for 2024

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 at the request of the Management Board of ZUE S.A., the Ordinary General Meeting resolves to allocate the entire net profit for the financial year 2024 from 1 January 2024 to 31 December 2024 of PLN 10,261,571.83 (ten million two hundred and sixty one thousand five hundred and seventy one 83/100) to reserve funds.

§ 2

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

Justification for the draft resolution on distribution of the Company's profit for the financial year 2024

The Management Board of ZUE S.A. recommend allocating the entire net profit for 2024 of PLN 10,261,571.83 to reserve funds thereby reinforcing the Group's self-financing capacity for operational activities.

DRAFT RESOLUTION NO. 9

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 10 June 2025
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 2024 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 01.01.2024 to 31.12.2024.

§ 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 10 June 2025
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 2024 to Magdalena Nowak – 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 10.06.2024 to 31.12.2024.

§ 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 10 June 2025
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 2024 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 01.01.2024 to 31.12.2024.

§ 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 10 June 2025
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 2024 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 01.01.2024 to 31.12.2024.

§ 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 10 June 2025
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 2024 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 01.01.2024 to 31.12.2024.

§ 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 10 June 2025
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 2024 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 01.01.2024 to 31.12.2024.

§ 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 10 June 2025
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 2024 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 01.01.2024 to 31.12.2024.

§ 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 10 June 2025
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 2024 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 01.01.2024 to 31.12.2024.

§ 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 10 June 2025
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 2024 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 01.01.2024 to 31.12.2024.

§ 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 10 June 2025
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 2024 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 01.01.2024 to 31.12.2024.

§ 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 10 June 2025
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 2024 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 01.01.2024 to 31.12.2024.

§ 2

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

DRAFT RESOLUTION NO. 20

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 10 June 2025
on Determining the Number of the Supervisory Board Members for the New Term

§ 1

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

§ 2

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

DRAFT RESOLUTION NO. 21

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 10 June 2025
on Dismissal of the Supervisory Board Member(s)

§ 1

Acting pursuant to Article 385 § 1 of the Polish Companies Act and § 13.1 of the Company's Articles of Association, the Ordinary General Meeting resolves to dismiss from the Company's Supervisory Board with effect as of today.

§ 2

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

DRAFT RESOLUTION NO. 22

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 10 June 2025
on Appointment of the Supervisory Board Member(s) for the New Term

§ 1

Acting pursuant to Article 385 § 1 of the Polish Companies Act and § 13.1 of the Company's Articles of Association, the Ordinary General Meeting resolves to appoint Mr/Ms to the Supervisory Board as

§ 2

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

DRAFT RESOLUTION NO. 23

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 10 June 2025
on Appointment of the Supervisory Board Chairperson

§ 1

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

§ 2

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

DRAFT RESOLUTION NO. 24

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 10 June 2025
on Appointment of the Supervisory Board Vice-Chairperson

§ 1

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

§ 2

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

Justification for the draft resolutions no. 20-24

According to the Company's Articles of Association, members of the Supervisory Board are appointed for a common three-year term. The current term started in 2022. Accordingly, there is a need to form the Supervisory Board for the next three-year term.

DRAFT RESOLUTION NO. 25

Resolution no.
of the Ordinary General Meeting of ZUE Spółka Akcyjna
with registered office in Cracow of 10 June 2025
on Opinion on the Report by the Supervisory Board of ZUE S.A.
on Remuneration of Members of the Management Board and the Supervisory Board
for the Financial Year 2024

§ 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 Remuneration of Members of the Management Board and the Supervisory Board of ZUE S.A. for the financial year 2024, give favourable opinion thereon and makes no comments on its content.

§ 2

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