



CURRENT REPORT 27 / 2013

28 August 2013

Legal basis: Art. 56.1.2 of the Public Offering Act – Current and Periodic Reports.

Subject: Report Drawn Up by the Management Board of ZUE S.A. under Art. 501 of the Polish Companies Act Justifying the Merger of ZUE S.A. with Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A.

Content:

The Management Board of ZUE S.A. (“ZUE”) inform that a report drawn up by the Management Board of ZUE under Art. 501 of the Polish Companies Act of 15 September 2000 (Dz.U. of 2000, no. 94, item 1037, as amended – the “Act”) justifying the merger of ZUE S.A. with Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. (the “Acquired Company”) was approved of on 28 August 2013. The report has been attached hereto as an appendix (the “Management Board Report”).

The Management Board Report provides, *inter alia*, legal bases for ZUE’s merger with the Acquired Company, its economic grounds and, in particular, the grounds for the exchange ratio referred to in Art. 499 § 1.2 of the Act.

The decision about the intended merger of ZUE with the Acquired Company was communicated in the current report 23/2013 of 15 July 2013. The agreement of the plan of merger of ZUE and the Acquired Company and the fact that the plan had been published on ZUE’s website were published in the current report 25/2013 of 14 August 2013.

Legal basis: § 19.2.2 in connection with § 5.1.13 of the Ordinance by the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and the conditions for recognizing information required under the law of a non-member state as equivalent (Dz.U. of 2009, no. 33, item 259, as amended).