



GRUPA ZUE

Appendix to the Current Report 30/2014 – Resolutions Passed at the Ordinary General Meeting of 18 June 2014

**Resolution no. 1
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Appointment of the Chairperson of the Ordinary General Meeting**

§ 1

On the basis of Art. 409 § 1 of the Polish Companies Act, the Ordinary General Meeting appoints Mr. Wiesław Nowak the Chairperson of the Ordinary General Meeting.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



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**Resolution no. 2
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Appointment of the Ballot Counting Committee**

§ 1

On the basis of § 22 of the Rules of the General Meeting of ZUE S.A., the Ordinary General Meeting appoints the Ballot Counting Committee comprising Justyna Marszowska, Karolina Żesławska, Justyna Marszowska and Bartosz Jakubik.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



Resolution no. 3
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Adoption of Agenda

§ 1

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

1. Opening of the General Meeting.
2. Appointment of the Chairperson.
3. Statement that the General Meeting has been convened properly and is able to adopt binding resolutions.
4. Appointment of the Ballot Counting Committee.
5. Adoption of the agenda.
6. Review of the report of the Supervisory Board of ZUE S.A.
7. Review and approval of 2013 report on activities of ZUE S.A.
8. Review and approval of the financial statements of ZUE S.A. for the financial year ended 31 December 2013.
9. Review and approval of 2013 report on activities of the Capital Group.
10. Review and approval of the consolidated financial statements of the Capital Group for the financial year ended 31 December 2013.
11. Adoption of resolution on the distribution of the Company's profit for the financial year 2013.
12. Adoption of resolution on granting approval for the performance of duties to the members of the Management Board and the Supervisory Board of ZUE S.A.
13. Adoption of resolution on granting approval for the performance of duties to the members of the Management Board and the Supervisory Board of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. with registered office in Cracow.
14. Adoption of resolution on a change in the remuneration of members of the Supervisory Board of ZUE S.A.



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15. Closing of the General Meeting.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.



GRUPA ZUE

**Resolution no. 4
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Review and Approval of 2013 Report on Activities of ZUE S.A.**

Acting pursuant to Art. 395 § 2.1 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 approves 2013 Report of the Supervisory Board of ZUE S.A.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.



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**Resolution no. 5
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Review and Approval of 2013 Report on Activities of ZUE S.A.**

Acting pursuant to Art. 395 § 2.1 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 approves 2013 Report on Activities of ZUE S.A.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.



Resolution no. 6
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Review and Approval of ZUE S.A. Financial Statements for Financial Year Ended
31 December 2013

Acting pursuant to Art. 393.1 and Art. 395 § 2.1 of the Polish Companies Act in connection with Art. 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 approves the Financial Statements of ZUE S.A. for the financial year ended 31 December 2013, which comprise:

- 1) Statement of comprehensive income showing a net profit of PLN 7,641,695.79 and the total comprehensive income of PLN 7,632,651.59.
- 2) Statement of financial position showing the total assets and liabilities of PLN 390,169,123.86.
- 3) Statement of changes in equity showing an increase in equity of PLN 22,043,489.79.
- 4) Statement of cash flows for the Company's financial year ended 31 December 2013 showing an increase in net cash during the financial year of PLN 39,402,192.10.
- 5) Notes to the financial statements including information on accounting policies and other explanatory information.



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§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.



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**Resolution no. 7
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Review and Approval of 2013 Report on Activities of ZUE Capital Group**

Acting pursuant to Art. 395.5 of the Polish Companies Act in connection with Art. 55 of the Polish Accountancy Act and § 20.2 (i) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

§ 1

Following the review, the Ordinary General Meeting approves 2013 Report on Activities of ZUE Capital Group.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.



Resolution no. 8
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Review and Approval of Consolidated Financial Statements of ZUE Capital Group
for Financial Year Ended 31 December 2013

Acting pursuant to Art. 395.5 of the Polish Companies Act in connection with Art. 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 approves the Consolidated Financial Statements of ZUE Capital Group for the financial year ended 31 December 2013, which comprise:

- 1) Consolidated statement of comprehensive income showing a net profit of PLN 5,606,998.24 and total comprehensive income of PLN 5,597,954.04.
- 2) Consolidated statement of financial position showing the total assets and liabilities of PLN 398,906,989.85.
- 3) Consolidated statement of changes in equity showing an increase in equity of PLN 3,228,396.55.
- 4) Consolidated statement of cash flows for the Company's financial year ended 31 December 2013 showing a decrease in net cash during the financial year of PLN 20,043,178.37.
- 5) Notes to the financial statements including information on accounting policies and other explanatory information.



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§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.



**Resolution no. 9
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Distribution of the Company's Profit for Financial Year 2013**

Acting pursuant to Art. 395.2.2 of the Polish Companies Act and § 20.2 (b) of the Company's Articles of Association, the Ordinary General Meeting resolves as follows:

§ 1

Acting pursuant to the request of the Management Board of ZUE S.A., the Ordinary General Meeting resolves to allocate the entire net profit for the financial year 2013 of PLN 7,641,695.79 (seven million six hundred and forty one thousand six hundred and ninety five 79/100) to reserve funds.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.



GRUPA ZUE

**Resolution no. 10
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 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 2013 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 01.01.2013 to 31.12.2013.

§ 2

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

Valid votes attached to 1.501.105 (one million five hundred and one thousand one hundred and five) shares representing 6.518% (six and five hundred and eighteen thousandth) of the Company's share capital and 6.518% (six and five hundred and eighteen thousandth) of votes were cast at the GM. The total of 1.501.105 (one million five hundred and one thousand one hundred and five) valid votes were cast including 1.501.105 (one million five hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Wiesław Nowak did not vote on the basis of Art. 413 of the Polish Companies Act. The resolution was passed in a secret ballot.



GRUPA ZUE

**Resolution no. 11
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 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 2013 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 01.01.2013 to 31.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 12
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 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 2013 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 01.01.2013 to 31.12.2013.

§ 2

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

Valid votes attached to 15.900.136 (fifteen million nine hundred thousand one hundred and thirty six) shares representing 69.041% (sixty nine and forty one thousandth) of the Company's share capital and 69.041% (sixty nine and forty one thousandth) of votes were cast at the GM. The total of 15.900.136 136 (fifteen million nine hundred thousand one hundred and thirty six) valid votes were cast including 15.900.136 136 (fifteen million nine hundred thousand one hundred and thirty six) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Marcin Wiśniewski did not vote on the basis of Art. 413 of the Polish Companies Act. The resolution was passed in a secret ballot.



GRUPA ZUE

**Resolution no. 13
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 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 2013 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 01.01.2013 to 31.12.2013.

§ 2

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

Valid votes attached to 15.900.969 (fifteen million nine hundred thousand nine hundred and sixty nine) shares representing 69.044% (sixty nine and forty four thousandth) of the Company's share capital and 69.044% (sixty nine and forty four thousandth) of votes were cast at the GM. The total of 15.900.969 (fifteen million nine hundred thousand nine hundred and sixty nine) valid votes were cast including 15.900.969 (fifteen million nine hundred thousand nine hundred and sixty nine) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Jerzy Czeremuga did not vote on the basis of Art. 413 of the Polish Companies Act. The resolution was passed in a secret ballot.



GRUPA ZUE

**Resolution no. 14
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 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 2013 to Anna Mroczek – Member of the Management Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of her office; i.e. the period from 24.12.2013 to 31.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 15
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 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 2013 to Mariusz Szubra – Chairman of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2013 to 31.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 16
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 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 2013 to Bogusław Lipiński – Member of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2013 to 31.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 17
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 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 2013 to Magdalena Lis – 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 01.01.2013 to 31.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 18
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 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 2013 to Piotr Korzeniowski – Member of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2013 to 31.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 19
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 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 2013 to Michał Lis – Member of the Supervisory Board of ZUE Spółka Akcyjna with registered office in Cracow for the term of his office; i.e. the period from 01.01.2013 to 31.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 20
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 395 § 3 sentence 1 in connection with Art. 494 § 1 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 2013 to Wojciech Więckowski – President of the Management Board of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. with registered office in Cracow for the term of his office; i.e. the period from 01.01.2013 to 20.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 1.500.969 (one million five hundred thousand nine hundred and sixty nine) "for" votes, 136 (one hundred and thirty six) "against" votes and 14.400.000 (fourteen million four hundred thousand) "abstention" votes. No objections were made. The resolution was passed in a secret ballot.



GRUPA ZUE

**Resolution no. 21
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 395 § 3 sentence 1 in connection with Art. 494 § 1 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 2013 to Henryk Niemczyk – Vice-President of the Management Board of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. with registered office in Cracow for the term of his office; i.e. the period from 01.01.2013 to 20.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 22
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 395 § 3 sentence 1 in connection with Art. 494 § 1 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 2013 to Anna Mroczek – Vice-President of the Management Board of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. with registered office in Cracow for the term of her office; i.e. the period from 01.01.2013 to 20.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 23
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 395 § 3 sentence 1 in connection with Art. 494 § 1 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 2013 to Wiesław Nowak – Chairman of the Supervisory Board of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. with registered office in Cracow for the term of his office; i.e. the period from 01.01.2013 to 20.12.2013.

§ 2

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

Valid votes attached to 1.501.105 (one million five hundred and one thousand one hundred and five) shares representing 6.518% (six and five hundred and eighteen thousandth) of the Company's share capital and 6.518% (six and five hundred and eighteen thousandth) of votes were cast at the GM. The total of 1.501.105 (one million five hundred and one thousand one hundred and five) valid votes were cast including 1.501.105 (one million five hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) "abstention" votes. No objections were made. Wiesław Nowak did not vote on the basis of Art. 413 of the Polish Companies Act. The resolution was passed in a secret ballot.



GRUPA ZUE

**Resolution no. 24
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 395 § 3 sentence 1 in connection with Art. 494 § 1 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 2013 to Maciej Nowak – Vice-Chairman of the Supervisory Board of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. with registered office in Cracow for the term of his office; i.e. the period from 01.01.2013 to 20.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 25
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 395 § 3 sentence 1 in connection with Art. 494 § 1 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 2013 to Arkadiusz Wierciński – Member of the Supervisory Board of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. with registered office in Cracow for the term of his office; i.e. the period from 01.01.2013 to 20.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

**Resolution no. 26
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Granting Approval for the Performance of Duties**

§ 1

Acting pursuant to Art. 395 § 3 sentence 1 in connection with Art. 494 § 1 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 2013 to Grażyna Kadula – Secretary of the Supervisory Board of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. with registered office in Cracow for the term of her office; i.e. the period from 01.01.2013 to 20.12.2013.

§ 2

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 0 (zero) (zero) "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.



GRUPA ZUE

Resolution no. 27
of the Ordinary General Meeting of
ZUE Spółka Akcyjna with registered office in Cracow
of 18 June 2014
on Change in Remuneration of Members of the Supervisory Board of ZUE S.A.

§ 1

Acting pursuant to Art. 392 § 1 of the Polish Companies Act, the Ordinary General Meeting resolves to increase the monthly gross remuneration of all members of the Supervisory Board of ZUE S.A. from PLN 500 (five hundred złoty) to PLN 1000 (one thousand złoty).

§ 2

The remuneration shall be paid in full for each started month of the service as of July 2014. The remuneration shall be paid at the end of each pay period by the fifth day of each subsequent month.

§ 3

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

Valid votes attached to 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) shares representing 69.045% (sixty nine and forty five thousandth) of the Company's share capital and 69.045% (sixty nine and forty five thousandth) of votes were cast at the GM. The total of 15.901.105 (fifteen million nine hundred and one thousand one hundred and five) valid votes were cast including 14.441.105 (fourteen million four hundred and forty one thousand one hundred and five) "for" votes, 0 (zero) "against" votes and 1.500.000 (one million and five hundred thousand) "abstention" votes. No objections were made. The resolution was passed in an open vote.