



**Appendix to the Current Report 48/2013 – Resolutions Passed at the  
Extraordinary General Meeting of 6 December 2013**

**Resolution no. 1  
of the Extraordinary General Meeting of  
ZUE Spółka Akcyjna with registered office in Cracow  
of 6 December 2013  
on Appointment of the Chairperson of the Extraordinary General Meeting**

The Extraordinary General Meeting of ZUE Spółka Akcyjna with registered office in Cracow resolves as follows:

**§ 1**

On the basis of Art. 409 § 1 of the Polish Companies Act and § 13 of the Rules of the General Meeting of ZUE S.A. with registered office in Cracow, the Extraordinary General Meeting of ZUE S.A. appoints Mr. Piotr Kamiński the Chairperson of the Extraordinary General Meeting of ZUE S.A. with registered office in Cracow.

**§ 2**

This Resolution comes into force the moment it is passed.

*Valid votes attached to 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) shares representing 75.94% (seventy five and ninety four hundredth) of the Company's share capital and 75.94% (seventy five and ninety four hundredth) of votes were cast at the EGM. The total of 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) valid votes were cast including 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) "for" votes, 0 (zero) "against" votes and 0 "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.*

**Resolution no. 2**  
**of the Extraordinary General Meeting of**  
**ZUE Spółka Akcyjna with registered office in Cracow**  
**of 6 December 2013**  
**on Appointment of the Ballot Counting Committee**

The Extraordinary General Meeting of ZUE S.A. with registered office in Cracow resolves as follows:

**§ 1**

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

**§ 2**

This Resolution comes into force the moment it is passed.

*Valid votes attached to 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) shares representing 75.94% (seventy five and ninety four hundredth) of the Company's share capital and 75.94% (seventy five and ninety four hundredth) of votes were cast at the EGM. The total of 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) valid votes were cast including 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) "for" votes, 0 (zero) "against" votes and 0 "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in a secret ballot.*

**Resolution no. 3**  
**of the Extraordinary General Meeting of**  
**ZUE Spółka Akcyjna with registered office in Cracow**  
**of 6 December 2013**  
**on Adoption of Agenda**

The Extraordinary General Meeting of ZUE S.A. with registered office in Cracow resolves as follows:

**§ 1**

The Extraordinary General Meeting of ZUE S.A. adopts the following agenda of the Extraordinary General Meeting of ZUE S.A. (the “**Meeting**”):

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 pass binding resolutions.
4. Appointment of the Ballot Counting Committee.
5. Adoption of the agenda.
6. Presentation of major items of the Plan of Merger of ZUE Spółka Akcyjna with registered office in Cracow with Przedsiębiorstwo Robót Komunikacyjnych w Krakowie Spółka Akcyjna with registered office in Cracow, the Management Board Report and the Auditor’s Opinion.
7. Adoption of the resolution on the merger of ZUE S.A. (the “Acquiring Company”) and Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. (the “Acquired Company”), approval of the Plan of Merger and approval of the amendments to the Articles of Association of ZUE S.A.
8. Adoption of the resolution on the amendments to the Articles of Association of ZUE S.A.
9. Adoption of the resolution on the authorisation of the Supervisory Board of ZUE S.A. to determine a uniform text of the Articles of Association of ZUE S.A.
10. Adoption of the resolution on the application for the admission of Class C shares to trading on a regulated market, dematerialisation of Class C shares and the authorisation of the Management Board to conclude the

agreement with Krajowy Depozyt Papierów Wartościowych S.A. [Central Securities Depository of Poland].

11. Closing of the General Meeting.

## § 2

This Resolution comes into force the moment it is passed.

*Valid votes attached to 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) shares representing 75.94% (seventy five and ninety four hundredth) of the Company's share capital and 75.94% (seventy five and ninety four hundredth) of votes were cast at the EGM. The total of 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) valid votes were cast including 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) "for" votes, 0 (zero) "against" votes and 0 "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.*

**Resolution no. 4**  
**of the Extraordinary General Meeting of**  
**ZUE Spółka Akcyjna with registered office in Cracow**  
**of 6 December 2013**  
**on Merger of ZUE S.A. (the “Acquiring Company”) and Przedsiębiorstwo**  
**Robót Komunikacyjnych w Krakowie S.A. (the “Acquired Company”)**

Acting pursuant to Art. 506 of the Polish Companies Act (hereinafter referred to as the “**Act**”) and § 20.2(g) of the Company’s Articles of Association, having heard oral explanation of the Company’s Management Board concerning major items of the Plan of Merger, the Management Board Report and the Auditor’s Opinion:

**§ 1**  
**Merger**

1. The Extraordinary General Meeting of ZUE S.A. with registered office in Cracow entered into the Register of Entrepreneurs of 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, decide to pass the resolution on the merger of ZUE S.A. with registered office in Cracow with Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. with registered office in Cracow entered into the Register of Entrepreneurs of 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 0000150723 pursuant to Art. 492 § 1.1 of the Act; i.e. by a transfer of all the assets of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. to ZUE S.A. in exchange for the shares to be issued by ZUE S.A. to the shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A.
2. According to Art. 506 § 4 of the Act, the Extraordinary General Meeting of ZUE S.A. approves of the Plan of Merger with Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. available free of charge on ZUE S.A.’s website since 14 August 2013 in line with Art. 500 § 2<sup>1</sup> of the Act.

3. According to Art. 506 § 4 of the Act, the Extraordinary General Meeting of ZUE S.A. approves of the proposed amendments to the Articles of Association of ZUE S.A. specified in the Appendix no. 3 to the Plan of Merger.

## § 2

### **Increase of the Acquiring Company's Share Capital**

1. As a result of the Merger, the share capital of ZUE S.A. shall be increased from PLN 5,500,000 (five million and five hundred thousand złoty) to PLN 5,757,520.75 (five million seven hundred and fifty seven thousand five hundred and twenty 75/100 złoty); i.e. by PLN 257,520.75 (two hundred and fifty seven thousand five hundred and twenty 75/100 złoty) through the issue of 1,030,083 (one million thirty thousand and eighty three) new Class C shares with a par value of PLN 0.25 (twenty five grosz) each (hereinafter referred to as the "**Merger Shares**").
2. The Merger Shares will be offered to the Shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. taking account of Art. 514 of the Act whereby ZUE S.A., shareholder of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A., will not acquire own shares in exchange for the shares in Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A.
3. It has been determined for the purpose of the Merger that the value of the assets of ZUE S.A. is PLN 198,295,498.35 (one hundred and ninety eight million two hundred and ninety five thousand four hundred and ninety eight 35/100 złoty); i.e. a value of one share is PLN 9.01. This has been determined according to the following formula: PLN 198,295,498.35 (one hundred and ninety eight million two hundred and ninety five thousand four hundred and ninety eight 35/100 złoty) : 22,000,000 (twenty two million) shares = PLN 9.01 (nine złoty and 1/100). The value of the assets of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. is PLN 81,728,193.87 (eighty one million seven hundred and twenty eight thousand one hundred and ninety three 87/100 złoty); i.e. a value of one share is PLN 86.02. This has been determined according to the following formula: PLN 81,728,193.87 (eighty one million seven hundred and twenty

eight thousand one hundred and ninety three 87/100 złoty) : 950,000 (nine hundred and fifty thousand) shares = PLN 86.02 (eighty six złoty 2/100). Consequently, the exchange ratio (the “**Exchange Ratio**”) is 1:9.55 (one to nine and fifty-five hundredths). The value of ZUE S.A.’s assets has been determined as at 1 July 2013 using a sum-of-the-parts approach; i.e. as the product of the valuations of individual companies comprising the Group (the “**ZUE Group**”) and the parent’s interest in individual companies comprising the ZUE Group. 100% of equities of individual companies comprising the ZUE Group has been valued on the basis of an income approach and a comparative approach, and on the basis of the net assets value (NAV) of ZUE S.A. and Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. and on the basis of the net assets value (NAV) of Biuro Inżynierskich Usług Projektowych Sp. z o.o., Biuro Projektów Komunikacyjnych w Poznaniu Sp. z o.o. and Biuro Projektów Kolejowych w Gdańsku w likwidacji Sp. z o.o. The following weights have been adopted for the foregoing valuation methods: for ZUE S.A. and Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A., respectively: 50% for the income method, 0% for the comparative method and 50% for the net assets value (NAV); and for Biuro Inżynierskich Usług Projektowych Sp. z o.o. and Biuro Projektów Komunikacyjnych w Poznaniu Sp. z o.o., respectively: 0% for the income method, 50% for the comparative method and 50% for the net assets value (NAV). Since the formal liquidation of Biuro Projektów Kolejowych w Gdańsku w likwidacji Sp. z o.o. has started and it is assumed that the company will not continue its operation, 100% of its equity has been valued at PLN 0 (zero złoty). The value of the assets of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. has been determined as at 1 July 2013 using an income approach and a NAV approach. The following weights have been adopted for the foregoing valuation methods: 50% for the income approach and 50% for the NAV approach.

4. If the number of ZUE S.A.’s shares offered to a shareholder of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. is not integral it shall be rounded down to the nearest integral number. In such a case, a shareholder of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. shall receive an additional payment equivalent to a fraction of ZUE S.A.’s share that has not been given to such a shareholder. The additional payment shall be determined according to the following provisions.

5. The Merger Shares shall be received by entities that are the shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. on the Merger registration date (the “**Merger Date**”) taking account of Art. 514 of the Act whereby ZUE S.A., shareholder of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A., shall not acquire own shares in exchange for the shares in Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A.
6. A difference between the value of the assets of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. and the total par value of ZUE S.A.’s shares given in exchange for the assets resulting from the number of the Merger Shares determined pursuant to section 7 below shall be allocated to the reserve funds of ZUE S.A.
7. The number of the Merger Shares to be received by each eligible shareholder of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. shall be determined by multiplying a number of the shares in Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. held by the shareholder on the Merger Date by the Exchange Ratio. If the product is not integral it will be rounded down to the nearest integral number. The total number of the Merger Shares shall be determined as the total number of shares for all shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. entitled to receive the Merger Shares according to the Exchange Ratio.
8. The Merger Shares shall be given to the shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. through Dom Inwestycyjny BRE Banku S.A.
9. Every eligible shareholder of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. that has not been given a fractional part of the Merger Share as a result of the rounding referred to in section 7 above shall receive an additional payment in cash (the “**Additional Payment**”).
10. The amount of the Additional Payment payable to a shareholder of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. shall be computed according to the following formula:  $D = O \times W$  where D is the



amount of the Additional Payment denominated in PLN, O is the fraction by which the product specified in section 7 above has been rounded down and W is the value of one share of ZUE S.A. following from the valuation prepared in PLN for the purpose of the Merger.

11. The total amount of the Additional Payments payable to all shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. must not exceed 10% of the carrying value of the Merger Shares determined according to the statement referred to in Art. 499 § 2.4 of the Act (the amount must not exceed PLN 805,376.62). Should the total amount of the Additional Payments payable to all shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. exceed 10% of the carrying value of the Merger Shares determined according to the statement referred to in Art. 499 § 2.4 of the Act the amount of the Additional Payments payable to individual shareholders shall be proportionally reduced.
12. The Additional Payments shall be paid from the reserve funds of ZUE S.A. The Additional Payments shall be paid by ZUE S.A. to the eligible shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A.
13. If any Merger Shares remain following the allocation of the Merger Shares to all shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. such Shares shall be offered by the Management Board of ZUE S.A., at their discretion, to third parties for the price equal at least to the value of these Shares determined for the purpose of the Merger, or redeemed.
14. The Merger Shares shall participate in the profit of ZUE S.A. as of the financial year beginning on 1 January 2013 and ending on 31 December 2013.

### **§ 3**

#### **Miscellaneous**

1. This Resolution comes into force the moment it is passed.

2. The Company's Management Board is authorised to undertake any activities required in connection with the Merger.

*Valid votes attached to 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) shares representing 75.94% (seventy five and ninety four hundredth) of the Company's share capital and 75.94% (seventy five and ninety four hundredth) of votes were cast at the EGM. The total of 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) valid votes were cast including the "for" votes attached to 16,007,271 (sixteen million seven thousand two hundred and seventy one) shares representing 72.76% (seventy two and seventy six hundredth) of the Company's share capital and 72.76% (seventy two and seventy six hundredth) of votes, 0 (zero) "against" votes and the "abstention votes" attached to 700,000 (seven hundred thousand) shares representing 3.18% (three and eighteen hundredth) of the Company's share capital and 3.18% (three and eighteen hundredth) of votes. No objections were made. Consequently, the resolution was passed in an open vote.*

**Resolution no. 5**  
**of the Extraordinary General Meeting of**  
**ZUE Spółka Akcyjna with registered office in Cracow**  
**of 6 December 2013**  
**on Amendments to the Articles of Association of ZUE S.A.**

Acting pursuant to Art. 430 § 1 of the Polish Companies Act (hereinafter referred to as the “**Act**”) and § 20.2(d) of the Company’s Articles of Association in connection with the adoption by the Extraordinary General Meeting of ZUE S.A. of the Resolution no. 4 on the merger of ZUE S.A. with Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. according to Art. 492 § 1.1 of the Act; i.e. by a transfer of all the assets of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. to ZUE S.A. in exchange for the shares to be issued by ZUE S.A. to the shareholders of Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. and the resulting increase of the share capital of ZUE S.A.:

**§ 1**

**Amendments to the Acquiring Company’s Articles of Association**

The Extraordinary General Meeting of the Acquiring Company hereby resolves to amend the Articles of Association of ZUE S.A. in the following manner:

1. The new § 3 shall read as follows:

*“The Company’s core business is:*

- 1. 23.20.Z – Manufacture of fireproof products;*
- 2. 23.61.Z – Manufacture of concrete construction products;*
- 3. 23.63.Z – Manufacture of prefabricated concrete mass;*
- 4. 23.64.Z – Manufacture of mortar;*
- 5. 23.70.Z – Cutting, shaping and finishing of stones;*
- 6. 24.20.Z – Manufacture pipes, ducts, closed sections and connectors of steel;*
- 7. 24.31.Z – Manufacture of cold-rolled rods;*
- 8. 24.32.Z – Manufacture of flat cold-rolled products;*
- 9. 24.33.Z – Manufacture of cold formed products;*
- 10. 24.34.Z – Manufacture of wire;*
- 11. 25.11.Z – Manufacture of metal structures and their components;*
- 12. 25.12.Z – Manufacture of metal elements of joinery;*

13. 25.61.Z – *Treatment and coating of metals;*
14. 25.62.Z – *Mechanical processing of metal elements;*
15. 25.71.Z – *Manufacture of knives and cutlery;*
16. 25.93.Z – *Manufacture of wire products, chains and springs;*
17. 25.94.Z – *Manufacture of joints and bolts;*
18. 25.99.Z – *Manufacture of other ready-made metal products, n.e.c.;*
19. 26.11.Z – *Manufacture of electronic components;*
20. 26.30.Z – *Manufacture of (tele)communications equipment;*
21. 27.11.Z – *Manufacture of electric motors, generators and transformers;*
22. 27.12.Z – *Manufacture of electricity distribution and control apparatus;*
23. 27.33.Z – *Manufacture of wiring devices;*
24. 27.90.Z – *Manufacture of other electrical equipment;*
25. 30.20.Z – *Manufacture of railway engines and rolling stock;*
26. 33.11.Z – *Repair and maintenance of ready-made metal products;*
27. 33.12.Z – *Repair and maintenance of machines;*
28. 33.13.Z – *Repair and maintenance of electronic and optical equipment;*
29. 33.14.Z – *Repair and maintenance of electrical equipment;*
30. 33.17.Z – *Repair and maintenance of other transport equipment;*
31. 33.19.Z – *Repair and maintenance of other equipment and appliances;*
32. 33.20.Z – *Installation of industrial machinery, fittings and equipment;*
33. 38.31.Z – *Disassembly of used products;*
34. 38.32.Z – *Recovery of raw materials from sorted materials;*
35. 41.10.Z – *Execution of construction projects related to the erection of buildings;*
36. 41.20.Z – *Construction of residential and non-residential buildings;*
37. 42.11.Z – *Construction of roads and motorways;*
38. 42.12.Z – *Construction of railways and underground railways;*
39. 42.13.Z – *Construction of bridges and tunnels;*
40. 42.21.Z – *Construction of transmission pipelines and power distribution systems;*
41. 42.22.Z – *Construction of telecommunications and power lines;*

- 42. 42.91.Z – *Construction of water engineering facilities;*
- 43. 42.99.Z – *Construction of other civil engineering structures, n.e.c.;*
- 44. 43.11.Z – *Wrecking and demolition of buildings;*
- 45. 43.12.Z – *Site preparation;*
- 46. 43.13.Z – *Test drilling and boring;*
- 47. 43.21.Z – *Installation of electrical wiring and fittings;*
- 48. 43.22.Z – *Assembly of plumbing, heating, gas and air conditioning systems;*
- 49. 43.29.Z – *Other construction systems;*
- 50. 43.31.Z – *Plastering;*
- 51. 43.32.Z – *Joinery installation;*
- 52. 43.33.Z – *Floor finishing; paper-hanging and wall facing;*
- 53. 43.34.Z – *Painting and glazing;*
- 54. 43.39.Z – *Other building completion works;*
- 55. 43.91.Z – *Roofing activities;*
- 56. 43.99.Z – *Other specialized construction works, n.e.c.;*
- 57. 45.11.Z – *Wholesale and retail sale of cars and vans;*
- 58. 45.19.Z – *Wholesale and retail sale of other motor vehicles, excluding motorcycles;*
- 59. 45.20.Z – *Maintenance and repair of motor vehicles, excluding motorcycles;*
- 60. 45.32.Z – *Retail sale of automotive parts and accessories, excluding motorcycles;*
- 61. 46.44.Z – *Wholesale of porcelain, ceramic and glass products and cleansers;*
- 62. 46.71.Z – *Wholesale of fuels and derivative products;*
- 63. 46.73.Z – *Wholesale of wood, building materials and sanitary equipment;*
- 64. 46.77.Z – *Wholesale of waste and scrap;*
- 65. 47.19.Z – *Other retail sale in non-specialized stores;*
- 66. 47.30.Z – *Retail sale of automotive fuels at fuelling stations;*
- 67. 49.20.Z – *Rail goods transport;*
- 68. 49.31.Z – *Urban and suburban land passenger transport;*
- 69. 49.31.Z – *Urban and suburban land passenger transport;*
- 70. 49.39.Z – *Other land passenger transport, n.e.c.;*
- 71. 49.41.Z – *Freight transport by road;*
- 72. 49.42.Z – *Removal services;*
- 73. 52.10.A – *Warehousing and storage of gas fuels;*
- 74. 52.10.B – *Warehousing and storage of other goods;*
- 75. 52.21.Z – *Services supporting land transport;*
- 76. 55.10.Z – *Hotels and similar accommodation;*
- 77. 55.20.Z – *Tourist and short-stay accommodation;*

78. 61.20.Z – *Wireless telecommunications activities, excluding satellite communications;*
79. 62.01.Z – *Software activities;*
80. 62.02.Z – *IT consultancy activities;*
81. 62.03.Z – *IT equipment management activities;*
82. 62.09.Z – *Other information technology and computer service activities;*
83. 64.20.Z – *Activities of financial holding companies;*
84. 68.10.Z – *Buying and selling of real estate on own account;*
85. 68.20.Z – *Rental and management of own or leased real estate;*
86. 68.32.Z – *Management of real estate on a fee or contract basis;*
87. 70.10.Z – *Activities of head offices and holding companies, excluding financial holding companies;*
88. 71.11.Z – *Architectural activities;*
89. 71.12.Z – *Engineering activities and related technical consultancy;*
90. 71.20.B – *Other technical research and analyses;*
91. 72.19.Z – *Research and development in the field of other natural and technical sciences;*
92. 73.11.Z – *Activities of advertising agencies;*
93. 74.10.Z – *Specialized design activities;*
94. 74.90.Z – *Other professional, scientific and technical activities, n.e.c.;*
95. 77.11.Z – *Rental and lease of cars and vans;*
96. 77.12.Z – *Rental and lease of other motor vehicles, excluding motorcycles;*
97. 77.32.Z – *Rental and lease of construction machinery and equipment;*
98. 77.33.Z – *Rental and lease of office machinery and equipment, including computers;*
99. 77.39.Z – *Rental and lease of other machinery, equipment and goods, n.e.c.;*
100. 77.40.Z – *Lease of intellectual property and similar products, excluding copyrighted works;*
101. 78.30.Z – *Other activities related to the provision of employees;*
102. 80.20.Z – *Security systems service activities;*
103. 81.10.Z – *Activities related to keeping buildings tidy;*
104. 81.22.Z – *Specialist cleaning of buildings and industrial units;*
105. 81.29.Z – *Other cleaning;*

- 106. 81.30.Z – *Landscape service activities;*
- 107. 82.11.Z – *Services related to office administration;*
- 108. 82.19.Z – *Photocopying, preparing documents and other specialized office support activities;*
- 109. 82.30.Z – *Activities related to fairs, exhibitions and congress organization;*
- 110. 95.11.Z – *Repair and maintenance of computers and peripherals;*
- 111. 95.12.Z – *Repair and maintenance of (tele)communications equipment.”*

2. The new § 7 shall read as follows:

- 1. *“The Company’s share capital shall amount to PLN 5,757,520.75 (five million seven hundred and fifty seven thousand five hundred and twenty 75/100 zloty) and be divided into 23,030,083 (twenty three million thirty thousand and eighty three) shares with a par value of PLN 0.25 (twenty five grosz) each, including:
  - 1) 16,000,000 (sixteen million) Class A bearer shares;
  - 2) 6,000,000 (six million) Class B bearer shares;
  - 3) 1,030,083 (one million thirty thousand and eighty three) Class C bearer shares.*
- 2. *Class A shares were paid up in full prior to the registration of the Company. Class B shares were paid up in full prior to the registration of the Company. Class B shares were paid up in full prior to the registration of the increase of the Company’s share capital through the issue of Class B shares. Class C shares were issued in connection with the Company’s merger with Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. of Cracow pursuant to Art. 492 § 1.1 of the Polish Companies Act.”*

3. The new § 10 shall read as follows:

- 1. *“The Management Board shall comprise one or more members.*
- 2. *Members of the Management Board shall be appointed and dismissed by the Supervisory Board for a common three-year term.*

3. *The Supervisory Board shall appoint one member of the Management Board to the position of Management Board President and one or more members to the positions of Management Board Vice-Presidents.*
4. *The Supervisory Board shall define a number of the Management Board members for a given term.”*

**§ 2**  
**Miscellaneous**

This Resolution comes into force the moment it is passed.

*Valid votes attached to 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) shares representing 75.94% (seventy five and ninety four hundredth) of the Company’s share capital and 75.94% (seventy five and ninety four hundredth) of votes were cast at the EGM. The total of 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) valid votes were cast including 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) “for” votes, 0 (zero) “against” votes and 0 “abstention” votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.*



**Resolution no. 6  
of the Extraordinary General Meeting of  
ZUE Spółka Akcyjna with registered office in Cracow  
of 6 December 2013**

**on  
Authorising the Supervisory Board of ZUE S.A. to Prepare Uniform Text  
of the Articles of Association of ZUE S.A.**

In connection with the adoption by the Extraordinary General Meeting of ZUE S.A. of the Resolution no. 4 on the merger of ZUE S.A. (the “Acquiring Company”) and Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. (the “Acquired Company”) and the Resolution no. 5 on the amendments to the Articles of Association of ZUE S.A., the Extraordinary General Meeting of ZUE S.A. resolves as follows:

**§ 1**

The Extraordinary General Meeting of ZUE S.A. hereby authorises the Supervisory Board of ZUE S.A. to prepare a uniform text of the Articles of Association of ZUE S.A.

**§ 2**

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

*Valid votes attached to 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) shares representing 75.94% (seventy five and ninety four hundredth) of the Company’s share capital and 75.94% (seventy five and ninety four hundredth) of votes were cast at the EGM. The total of 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) valid votes were cast including 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) “for” votes, 0 (zero) “against” votes and 0 “abstention” votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.*

**Resolution no. 7**  
**of the Extraordinary General Meeting of**  
**ZUE Spółka Akcyjna with registered office in Cracow**  
**of 6 December 2013**

**on**

**Application for Admission of Class C Shares to Trading on Regulated  
Market, Dematerialisation of Class C Shares and Conclusion of Agreement  
with the Central Securities Depository of Poland**

In connection with the adoption by the Extraordinary General Meeting of ZUE S.A. of the Resolution no. 4 on the merger of ZUE S.A. with Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. and the Resolution no. 5 on the amendments to the Articles of Association of ZUE S.A. and in connection with the intended application for the admission to trading on the Warsaw Stock Exchange of 1.030.083 (one million thirty thousand and eighty three) ordinary Class C bearer shares with a par value of PLN 0.25 (twenty five grosz) each ("**Class C Shares**") issued in connection with the merger of ZUE S.A. with registered office in Cracow and Przedsiębiorstwo Robót Komunikacyjnych w Krakowie S.A. with registered office in Cracow, the Extraordinary General Meeting of ZUE S.A. resolves as follows:

**§1**

The Extraordinary General Meeting of ZUE S.A. hereby decides to apply for the admission of Class C Shares to trading on a regulated market – the Warsaw Stock Exchange (the "**WSE**"), provided that the conditions specified in the WSE regulations have been met, and to dematerialise Class C Shares.

2. The Management Board of ZUE S.A. is hereby authorised and obliged to:
  - (i) undertake any measures and activities to admit Class C Shares to trading on the WSE, to submit relevant applications and notices to the Polish Financial Supervision Authority and to submit applications to and conclude relevant agreements with the Central Securities Depository of Poland and the WSE;

- (ii) undertake any measures and activities necessary to dematerialise all Class C Shares and to conclude the agreement for the registration of Class C Shares in the securities register maintained by the Central Securities Depository of Poland in connection in order to dematerialise Class C Shares.

## §2

This Resolution comes into force the moment it is passed.

*Valid votes attached to 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) shares representing 75.94% (seventy five and ninety four hundredth) of the Company's share capital and 75.94% (seventy five and ninety four hundredth) of votes were cast at the EGM. The total of 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) valid votes were cast including 16,707,271 (sixteen million seven hundred and seven thousand two hundred and seventy one) "for" votes, 0 (zero) "against" votes and 0 "abstention" votes. No objections were made. Consequently, the resolution was passed unanimously in an open vote.*