



## **CURRENT REPORT 12 / 2019**

**10 May 2019**

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

Subject: Convening of the Ordinary General Meeting.

Content:

The Management Board of ZUE S.A. with registered office in Cracow (the "Company") convenes the Company's Ordinary General Meeting (the "General Meeting") on the basis of Article 399 § 1, Article 402<sup>1</sup> and 402<sup>2</sup> and Article 395 § 1 of the Polish Companies Act (the "Act"). The General Meeting will be held on 6 June 2019 at 10.00 AM in the premises of ZUE S.A. in the Kazimierza Czapińskiego Street no. 3 in Cracow (conference room).

### **I. Agenda**

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 Counting 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 2018.
7. Review and approval of the directors' report of the Parent Company and the Capital Group for the financial year 2018.
8. Review and approval of the financial statements of ZUE S.A. for the financial year 2018.
9. Review and approval of the consolidated financial statements of the Capital Group for the financial year 2018.
10. Passing of resolution on the coverage of the Company's loss for the financial year 2018.

11. Passing of resolution on the coverage of the Company's undistributed loss of prior years.
12. Passing of resolutions on granting approval for the performance of duties in 2018 to the members of the Management Board and the Supervisory Board of ZUE S.A.
13. Passing of resolution on determining the number of members of the Supervisory Board of ZUE S.A. for the new term.
14. Passing of resolutions on the appointment of members 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 on determining the compensation of members of the Supervisory Board of ZUE S.A.
18. Closing of the General Meeting.

## **II. Ordinary General Meeting Participation Procedures.**

Shareholder(s) representing at least 1/20 of the share capital may demand that specific issues be included in the agenda of the General Meeting.

This demand should be reported to the Management Board not later than 21 days before the date of the General Meeting. The demand should be well-grounded and contain a draft resolution concerning a suggested item of the agenda. The demand may be reported electronically.

The Management Board announces such changes to the agenda immediately but not later than 18 days before the date of the General Meeting. The announcement is made according to the procedure for convening the General Meeting.

The Company's shareholder(s) representing at least 1/20 of the share capital may submit to the Company draft resolutions concerning issues included or to be included in the General Meeting's agenda before the date of the General Meeting. These draft resolutions may be submitted on paper or by e-mail. The Company will promptly publish the draft resolutions on its website.

If the abovementioned demand of the shareholder(s) representing at least 1/20 of the Company's share capital is sent by e-mail, it should be e-mailed at [zue@zue.krakow.pl](mailto:zue@zue.krakow.pl).



Shareholders may use the forms available on the Company's website before the date of the General Meeting.

Each shareholder of the Company may submit draft resolutions concerning the issues included in the agenda during the General Meeting.

Shareholders may participate in the General Meeting personally or through their proxies. A power of attorney authorizing a proxy to participate in the general meeting of a public company and exercise a voting right must be granted on paper or e-mailed at [zue@zue.krakow.pl](mailto:zue@zue.krakow.pl). A power of attorney granted by e-mail does not require an electronic signature verified by a valid qualified certificate. A template of the power of attorney is available on the website from the day this notice is published. A power of attorney granted by e-mail by a shareholder acting as an individual should contain identification data including the shareholder's name, address and ID number. A power of attorney granted by e-mail by a shareholder other than an individual should contain the details specified in the preceding sentence referring to persons granting the power of attorney on behalf of this shareholder. A notice of granting a power of attorney by e-mail should be accompanied by a scan of document(s) proving the identity of a shareholder or their representatives (if a shareholder is not an individual). The Company shall also undertake other relevant measures to identify a shareholder and a proxy to verify the validity of a power of attorney granted by e-mail. These measures should be proportional to their aim.

Pursuant to the Company's Articles of Association, shareholders cannot participate in or speak during the General Meeting, or exercise their voting rights electronically.

Pursuant to the Regulations of the General Meeting, voting rights cannot be exercised by mail.

The participation in the General Meeting is registered on 21 May 2019. The right to participate in the General Meeting is held only by the persons that are the shareholders on the participation registration date; i.e. 16 calendar days before the date of the General Meeting. Pursuant to Article 406<sup>3</sup> § 2 of the Act, in order to participate in the Ordinary General Meeting, a holder of paperless bearer shares should submit a request to the entity operating their securities account (not before the information about convening the Ordinary General Meeting; i.e. 10 May 2019 and not after the business day immediately following the registration of participation; i.e. 22 May 2019) for issuing a registered certificate of their eligibility to participate in the General Meeting.

A person authorized to participate in the General Meeting may obtain the complete documentation to be presented to the General Meeting and draft resolutions or remarks by the Management Board and the Supervisory Board from the office of the Company's Management Board in the Kazimierza Czapińskiego Street no. 3 in Cracow, from 7.00 AM to 3.00 PM. A list of shareholders authorized to participate in the General Meeting will also be available in the office three business days before the General Meeting. A shareholder may inspect the list of shareholders in the office of the board and request a copy of the list



after they have covered the cost of its preparation or demand that the list be e-mailed to them, free of charge, after they have provided relevant address the list should be sent to. A shareholder may request the supply of a copy of motions concerning the issues put on the agenda within one week before the General Meeting.

All information on the General Meeting will be available on the Company's website: [www.grupazue.pl](http://www.grupazue.pl).

*Legal basis: § 19.1.1 of the Regulation by the Minister of Finance of 29 March 2018 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.*