



## **CURRENT REPORT 25 / 2014**

**22 May 2014**

*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 Spółka Akcyjna (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 Ordinary General Meeting will be held on 18 June 2014 at 10.00 in the premises of ZUE S.A. at ul. Kazimierza Czapieńskiego 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 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.



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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.
15. 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.

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 data specified in the



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preceding sentence referring to people 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 2 June 2014. The right to participate in the General Meeting is held only by the persons acting as shareholders on the participation registration date; i.e. 16 calendar days before the date of 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 at ul. Kazimierza Czapińskiego 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 provided by the office 3 working days before the General Meeting.

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

*Legal basis: § 38.1.1 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.*