

Current report: 4/2016

Date: 14.03.2016

Subject: Draft resolutions of the Extraordinary General Meeting ZETKAMA SA convened on 21 April 2016.

Legal Basis: Art. 56 sec. 1 point 2 of the Act on Public Offering - current and periodic information.

Contents of the report:

Acting on the basis of § 38 sec. 1 point 3) Regulation of the Minister of Finance of 19 February 2009 regarding current and periodic information published by issuers of securities and conditions for recognizing as equivalent information required by laws of a non-member state the Board ZETKAMA SA with headquarters in Ścinawka Średnia encloses the draft resolutions, to be discussed at the Extraordinary General Meeting ZETKAMA SA convened on 21 April 2016.

### **The Proposed Resolutions of the Extraordinary General Shareholders Meeting of ZETKAMA S.A. on 21 April 2016.**

#### **Resolution No. \***

of the Extraordinary General Shareholders Meeting of ZETKAMA S.A. dated 21 April 2016.

Regarding: on the election of the Chairman of the General Shareholders Meeting.

1. On the basis of art. No. 409 § 1 Commercial Partnership and Companies Code, the Extraordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, hereby elect ..... as a Chairman of the General Shareholders Meeting.
2. This resolution comes into force on the date it is taken.

#### **Resolution No. \***

of the Extraordinary General Shareholders Meeting of ZETKAMA S.A. dated 21 April 2016.

Regarding: on election of the Ballot Counting Committee.

1. The Extraordinary General Shareholders Meeting of ZETKAMA S.A elect ..... and ..... to the Ballot Counting Committee.
2. This resolution comes into force on the date it is taken.

#### **Resolution No. \***

Regarding: Approval of the meeting agenda

## **§ 1. [Approval of the meeting agenda]**

The Extraordinary General Shareholders Meeting of ZETKAMA S.A. approves the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Adoption of a resolution on the election of the Chairman.
3. Validation of convening the General Meeting and its ability to adopt resolutions.
4. Adoption of a resolution on the election of the Tellers Committee.
5. Adoption of a resolution on the adoption of the agenda.
6. Election of the Supervisory Board ZETKAMA SA by voting in separate groups (ie. under Art. 385 § 3 - § 9 of the Code of Commercial Companies):
  - a) determining the number of members of the Supervisory Board ZETKAMA S.A .;
  - b) to choose the members of the Supervisory Board ZETKAMA SA by voting in separate groups;
  - c) designation by the group of members of the Supervisory Board delegated to exercise permanent individual supervision over the activities of ZETKAMA S.A .;
  - d) the appointment of the remaining members of the Supervisory Board ZETKAMA SA
7. Adoption of a resolution on determining the separate remuneration payable to the members of the Supervisory Board ZETKAMA SA delegated to permanent individual supervision over the activities of ZETKAMA SA
8. Adoption of a resolution on the incurred costs of convening and holding the Extraordinary General Meeting.
9. Miscellaneous.
10. Closing of the Meeting ZETKAMA SA

## **§ 2. [Resolution comes into force]**

This resolution comes into force on the date it is taken

### **Resolution No. \***

of the Extraordinary General Shareholders Meeting of ZETKAMA S.A. dated 21 April 2016.  
regarding: the number of members of the Supervisory Board ZETKAMA SA

## **§ 1. [Setting the number of members of the Supervisory Board]**

The Extraordinary General Meeting ZETKAMA SA based in Ścinawka Średnia, acting pursuant to the provisions of § 18 paragraph. 1 point 5 of the Articles of Association of the Company determines that the Supervisory Board ZETKAMA SA It will consist of .....members

## **§ 2. [Coming into force of the resolution]**

This resolution comes into force on the date it is taken

**Resolution No. \***

of the Extraordinary General Shareholders Meeting of ZETKAMA S.A. dated 21 April 2016.  
regarding: elect a member of the Supervisory Board by voting in groups

**§ 1. [The Supervisory Board member by group voting]**

The Extraordinary General Meeting ZETKAMA SA based in Ścinawka Średnia, acting pursuant to art. 385 § 3 of the Commercial Companies Code and § 18 paragraph. 1 point 5 of the Articles of Association of the Company, appointed by voting in the group to act as a Supervisory Board member Mr / Ms ..... (PESEL: .....).

**§ 2. [Coming into force of the resolution]**

This resolution comes into force on the date it is taken

**Resolution No. \***

of the Extraordinary General Shareholders Meeting of ZETKAMA S.A. dated 21 April 2016.  
regarding: delegate a member of the Supervisory Board to individually perform supervisory activities

**§ 1. [Delegation member of the Supervisory Board to individually perform supervisory functions]**

The Extraordinary General Meeting ZETKAMA SA based in Ścinawka Średnia, acting pursuant to art. 390 § 2 of the Commercial Companies Code and § 18 paragraph. 1 point 5 of the Articles of Association, delegates to individually perform supervisory Mr / Ms .....

**§ 2. [Coming into force of the resolution]**

This resolution comes into force on the date it is taken

**Resolution No. \***

of the Extraordinary General Shareholders Meeting of ZETKAMA S.A. dated 21 April 2016.  
regarding: determining the amount of individual remuneration of members of the Supervisory Board  
ZETKAMA SA delegated to individual supervision

**§ 1. [The findings of the value of separate remuneration]**

The Extraordinary General Meeting ZETKAMA SA based in Ścinawka average, acting pursuant to art. 390 § 3 of the Commercial Companies Code and §131 paragraph. 2 Articles of Association of the Company resolves to set the amount of a separate monthly / quarterly / annual salary in the amount

of ..... gross (in words: .....) payable to each member of the Supervisory Board ZETKAMA SA delegated to individually perform supervisory duties.

**§ 2. [Coming into force of the resolution]**

This resolution comes into force on the date it is taken

**Resolution No. \***

of the Extraordinary General Shareholders Meeting of ZETKAMA S.A. dated 21 April 2016.  
regarding: cost of convening and holding the Extraordinary General Meeting

**§ 1. [The costs of meeting]**

The Extraordinary General Meeting ZETKAMA SA based in Ścinawka Śrdnia, acting pursuant to art. 400 § 4 of the Code of Commercial Companies decides that the costs of convening and holding of the Extraordinary General Meeting ZETKAMA SA borne by the Company.

**§ 2. [Coming into force of the resolution]**

This resolution comes into force on the date it is taken