

## **Convocation of the Extraordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice**

**The Management Board of Stalexport Autostrady S.A. with its registered office in Mysłowice**, entered into the Commercial Register of the National Court Register maintained by the District Court Katowice – Wschód in Katowice, VIII Commercial Division of the National Court Register (hereinafter referred to as the “**KRS**”) under number 0000016854, tax identification number (NIP): 6340134211, statistical number (REGON): 27193636, with a share capital of PLN 185.446.517,25, fully paid up (hereinafter referred to as “**Stalexport Autostrady S.A.**” or the “**Company**”), acting pursuant to Article 399 § 1 of the Act of 15 September 2000 – Commercial Companies Code (hereinafter referred to as the “**KSH**”), Article 402<sup>1</sup> of the KSH and Article 402<sup>2</sup> of the KSH, as well as §20 sec. 3 of the Statutes of Stalexport Autostrady S.A., hereby **convenes on 31 October 2019, at 10.00 a.m., the Extraordinary General Meeting of the Company**, which shall take place in Katowice (40-085), ul. Mickiewiczza 29 (hereinafter referred to as the “**EGM**”).

### **I. Agenda of the EGM**

The Management Board of the Company convenes the EGM with the following agenda:

1. Opening of the EGM.
2. Election of the Chairman of the EGM.
3. Drawing up of the attendance list.
4. Confirmation of the EGM having been duly convened and having the capacity to adopt resolutions.
5. Adoption of a resolution not to appoint the Scrutinisers.
6. Adoption on a resolution on the approval of the agenda.
7. Presentation to the EGM of the information mentioned in Article 505 § 4 of the KSH in relation to Article 516<sup>1</sup> of the KSH.
8. Adoption of a resolution on the cross-border merger of Stalexport Autostrady S.A. with Stalexport Autoroute S.à r.l with its registered office in Luxembourg.
9. Closing of the EGM.

### **II. Information on participation in the EGM**

Pursuant to Article 402<sup>2</sup> of the KSH, the Management Board of the Company hereby informs that

1. In accordance with Article 406<sup>1</sup> § 1 of the KSH the right to participate in the EGM is reserved for the persons being the shareholders of the Company on the EGM registration day, i.e. on the day sixteen days prior to the date of the EGM. The EGM registration day shall be **15 October 2019 (Tuesday)**.
2. In accordance with Article 406<sup>3</sup> § 1 of the KSH, bearer shares in document form entitle their holders to participate in the EGM provided that the share documents are handed over to be kept by the Company no later than **on the EGM registration day, i.e. on 15 October 2019 (Tuesday)** and not withdrawn by the end of that day. Instead of the shares, one can also hand over a certificate confirming that the shares have been deposited by a notary public, bank, or an investment firm having their registered office or a branch in the Republic of Poland. The certificate shall indicate the numbers of share documents and expressly confirm that the share documents would not be handed back before the end of the EGM registration day.

3. Pursuant to Article 406<sup>3</sup> § 2 of the KSH, in order to ensure their participation in the EGM, a shareholder holding dematerialized bearer shares should – no earlier than on the day the convocation of the EGM is announced, **in not before 30 September 2019 (Monday), and not later than on the first business day after the EGM registration day, i.e. not after 16 October 2019 (Wednesday)** – request the entity maintaining the securities account in which the shares in the Company held by such a shareholder are registered, to issue a deposit certificate of a certificate confirming the right to participate in the EGM. Such certificate should include all required information listed in Article 406<sup>3</sup> § 3 of the KSH, namely:
  - a. business name, registered office, address, and stamp of the entity issuing the certificate, as well as the number of the certificate;
  - b. number of the shares in the Company to which the certificate refers;
  - c. type and code of the shares in the Company to which the certificate refers;
  - d. business name, registered office, and address of the Company;
  - e. nominal value of the shares in the Company to which the certificate refers;
  - f. registered office (place of residence) and address of the shareholder of the Company;
  - g. the purpose for which the certificate has been issued;
  - h. the date when and the place where the certificate has been issued;
  - i. signature of the person authorized to issue the certificate.
4. Certificates confirming the right to participate in the EGM shall be used to draw up the lists handed over to the central securities depository (Krajowy Depozyt Papierów Wartościowych S.A.), in accordance with the legal provisions applicable to trading in financial instruments.

### **III. Principles governing the participation in the EGM**

The Management Board of the Company informs about the following principles governing the participation in the EGM.

1. Neither the Statutes of the Company, nor the By-laws of the General Meeting of the Company include any provisions allowing the shareholders to perform their voting rights through postal ballot or with use of any means of electronic communication. Therefore, within the course of the EGM, it will not be possible to:
  - a. participate in the EGM with use of any means of electronic communication; or
  - b. express any opinions during the EMG via any means of electronic communication; or
  - c. perform any voting rights through postal ballot or by using any means of electronic communication.
2. Attorneys-in fact and representatives of the shareholders:
  - a. A shareholder can participate in the EGM and perform voting rights carried by the shares they hold either in person or through an attorney-in-fact. However, pursuant to Article 412<sup>1</sup> § 2 of the KSH, the power of attorney to participate in a General Meeting of a publicly listed company and to perform any voting rights must be given in writing (delivered to the address of such company's registered office) or in electronic form (granting such power of attorney in an electronic form does not require it to be appended with a qualified electronic signature).
  - b. The power of attorney shall be made in Polish and might be sent to the Company before the EGM in form of a printable electronic document (in PDF format) to the email address: [walne.zgromadzenie@stalexport-autostrady.pl](mailto:walne.zgromadzenie@stalexport-autostrady.pl). The notification by the shareholder of him or her granting a power of attorney in an electronic form shall be made by means of sending a PDF file to the Company to the email address:

[walne.zgromadzenie@stalexport-autostrady.pl](mailto:walne.zgromadzenie@stalexport-autostrady.pl). A shareholder using any means of electronic communication bears any and all risks relating to use of such methods to communicate with the Company.

- c. A shareholder holding shares in the Company registered in more than one securities account might authorize separate attorneys-in fact to perform the rights arising from the shares registered in each of such securities accounts.
  - d. Unless the power of attorney granted by the shareholder provides otherwise, the attorney-in-fact of a shareholder might perform all rights of that shareholder at the EGM. In particular, such attorney-in-fact might grant further powers of attorney to perform such rights of the shareholder being his or her principal.
  - e. Pursuant to Article 412<sup>1</sup> § 5 of the KSH, the Company implements appropriate measures to identify the shareholder and the attorney-in-fact in order to verify the validity of the power of attorney granted in electronic form. Such verification might consist in a telephone or electronic inquiry addressed to the shareholder or the attorney-in-fact in order to confirm that the power of attorney was granted.
  - f. Should a legal entity or an organizational unit mentioned in Article 33<sup>1</sup> of the Act of 23 April 1964 – Civil Code (hereinafter referred to as the “**KC**”) grant a power of attorney, the shareholder (as principal) should additionally send a scan of the excerpt from the register, in which such shareholder is registered.
  - g. Should any discrepancy appear between the data of the shareholder included in the power of attorney granted by such shareholder and the data included in the list drawn up by the central securities depository (Krajowy Depozyt Papierów Wartościowych S.A.) and handed over to the Company in accordance with Article 406<sup>3</sup> of the KSH, the attorney-in-fact authorized under such a power of attorney might be not allowed to participate in the EGM.
3. Identity check and confirmation of the participation rights:
- a. Shareholders, representatives of shareholders, and attorneys-in-fact of shareholders shall, upon arrival at the EGM, hold the original of their identity document. As regards the attorneys-in-fact, such identity document should be expressly indicated in the power of attorney granted to such attorney-in-fact.
  - b. Upon arrival at the EGM, but before signing the attendance list, the attorney-in-fact of a shareholder should demonstrate the original of the identity document indicated in the power of attorney granted to him or her.
  - c. Representatives and attorneys-in-fact of legal entities, as well as organizational units mentioned in Article 33<sup>1</sup> of the KC, and other similar foreign entities, should hold an original or a certified copy of an excerpt from the relevant register including up-to-date data of the entity they represent, and if their right to represent such entity is not confirmed or disclosed in such an excerpt, they should hold:
    - i. a written power of attorney (in original or a copy certified by notary public) and an up-to-date (as of the date the power of attorney is granted) original or copy (certified by notary public) of an excerpt from the relevant register confirming that the person who granted the power of attorney was authorized represent the shareholder;
    - ii. an original or a copy certified by notary public of the resolution of the competent corporate authority of the shareholder (or other corporate act equivalent to a resolution) confirming the authorization of such person to represent the shareholder, along with any other documents (in original or a copy certified by notary public) necessary to confirm that such resolution (or such other act) was adopted in a valid and binding manner; while
- in case any of the above documents is drawn up in any language other than Polish, such document should be translated to Polish by a sworn translator.

4. Rights of the shareholders relating to the agenda:
- a. A shareholder or shareholders representing at least one twentieth of the share capital of the Company might request that specific matters are introduced into the agenda of the EGM, but not later than 21 days prior to the planned date of the EGM, i.e. **until 10 October 2019 (Thursday)**. Such request must be made in Polish and sent to the Company in writing (to the address of the registered office) or in form of a printable electronic document (in PDF format) to the email address: [walne.zgromadzenie@stalexport-autostrady.pl](mailto:walne.zgromadzenie@stalexport-autostrady.pl). Additionally, such request should include a justification of a given matter being introduced into the agenda of the EGM, as well as a draft resolution of the EGM on such matter.
  - b. A shareholder or shareholders representing at least one twentieth of the share capital of the Company might, prior to the EGM date, submit to the Company in writing (delivered to the address of the registered office) or in form of a printable electronic document (in PDF format) to the email address: [walne.zgromadzenie@stalexport-autostrady.pl](mailto:walne.zgromadzenie@stalexport-autostrady.pl) draft resolutions on the matters already introduced into the agenda of the EGM, as well as on matters not introduced to such agenda yet.
  - c. Shareholders should document their right to perform the rights described in letters a) and b) above, by means of demonstrating the appropriate written documents.
  - d. Should a shareholder being a legal entity or an organizational unit mentioned in Article 33<sup>1</sup> of the KC, or another similar foreign entity, intend to perform any of the rights described in letters a) or b) above, such shareholder should submit to the Company an original or a copy certified by notary public of an excerpt from the relevant register including up-to-date data of the shareholder. Additionally, if the authorization of the person representing the shareholder in performance of the rights described in letters a) or b) above is not confirmed or disclosed in such excerpt, such person should hold a written power of attorney (in original or a copy certified by notary public) and an up-to-date (as of the date the power of attorney is granted) original or copy (certified by notary public) of an excerpt from the relevant register confirming that the person who granted the power of attorney was authorized represent the shareholder. In case any of the above documents is drawn up in any language other than Polish, such document should be translated to Polish by a sworn translator.
  - e. In case a shareholder or shareholders use any means of electronic communication in performing the rights described in letter a) or b) above, all required documents should be delivered to the Company in form of a printable electronic document (in PDF format).
  - f. During the EGM, each shareholder might propose draft resolutions on matters included in the agenda of the EGM, as well as the matters introduced into such agenda within the course of the EGM.

#### **IV. Additional information for shareholders**

Furthermore, the Management Board of the Company informs of the following circumstances relating to the EGM:

1. Every person entitled to participate in the EGM might receive full documentation that would be presented to the EGM (along with draft resolutions) in the registered office of the Company.
2. The forms required to perform voting rights through attorney-in-fact, information on the agenda of the EGM and the related documentation, as well as other information relating to the EGM published by the Company (in particular those indicated in Article 402<sup>3</sup> § 1 item 2) of the KSH) are available on the Company website in the tab "Investor Relations" / "Corporate Governance" / "General Meetings".
3. All correspondence relating to the EGM shall be made to the email address: **[walne.zgromadzenie@stalexport-autostrady.pl](mailto:walne.zgromadzenie@stalexport-autostrady.pl)**.
4. In accordance with Article 407 § 1 of the KSH, the list of shareholders entitled to participate in the EGM shall be made available in the Office of the Management Board located in the registered office of the company between 9:00 – 17:00 for three business days prior to the

EGM. In accordance with Article 407 § 1<sup>1</sup> of the KSH, each shareholder might request that the above shareholder list is sent to him or her, free of charge, over an email, by providing the email address to which such list should be sent.

**Mysłowice, 30 September 2019**

**Management Board of Stalexport Autostrady S.A.**

---

Emil Wąsacz  
President of the Management Board

---

Mariusz Serwa  
Vice-President of the Management Board