

**Convocation of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice**

**The Management Board of Stalexport Autostrady S.A., with its registered seat in Myslowice** (hereinafter referred to as Stalexport Autostrady S.A. or the Company), registered in the register of companies of the National Court Register, kept by the District Court Katowice–Wschód in Katowice, 8<sup>th</sup> Business Division of the National Court Register, under the following KRS [National Court Register] (hereinafter referred as **KRS**) number 0000016854, with a share capital of PLN 185.446.517,25, fully paid up, VAT [NIP] No. 634-013-42-11, acting pursuant to Art. 399§1, Art. 402<sup>1</sup> and Art. 402<sup>2</sup> of the Code of Commercial Companies (hereinafter referred to as **KSH**) and §20 section 3 of the Company's Statutes, hereby **calls the Ordinary General Meeting of Stalexport Autostrady S.A.** (hereinafter referred to as **Ordinary General Meeting** or **General Meeting**), which shall take place in Katowice (40-085), ul. Mickiewicza 29 on **June 19<sup>th</sup>, 2020 (Friday) at 11.00 a.m. with the following agenda:**

**Agenda of the Ordinary General Meeting:**

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Making up the attendance list.
4. Determination of whether the Ordinary General Meeting has been duly called for and has the capacity to resolve resolutions.
5. Adoption of the resolution not to appoint the Scrutinisers.
6. Adoption of the resolution on approval of the agenda.
7. Consideration of the separate financial statements of the Company for the financial year 2019.
8. Consideration of the Management Board's Report on the activities of the Company and the Capital Group of Stalexport Autostrady S.A. in 2019 and the consolidated financial statements of the Capital Group Stalexport Autostrady S.A. for the financial year 2019.
9. Presentation of the Supervisory Board's Reports for the financial year 2019.
10. Adoption of the resolution on approval of the separate financial statements of Stalexport Autostrady S.A. for the financial year 2019.
11. Adoption of the resolution on approval of the consolidated financial statements of the Capital Group of Stalexport Autostrady for the financial year 2019.
12. Adoption of the resolution on approval of Management Board Report on the activities of the Company and the Capital Group of Stalexport Autostrady S.A. in 2019.
13. Adoption of the resolution on distribution of net profit for the financial year 2019 and payment of dividend.
14. Adoption of the resolutions on granting discharge to the members of the Management Board for the performance of their duties in the financial year 2019.
15. Adoption of the resolutions on granting discharge to the members of the Supervisory Board for the performance of their duties in the financial year 2019.

16. Adoption of the resolution on approval of the financial statements for financial year 2019 of the company Stalexport Autoroute S.à r.l. with its registered office in Luxembourg, acquired by the Company by way of a cross-border merger.
17. Adoption of the resolutions on adoption of the Remuneration Policy for Members of the Management Board and the Supervisory Board of Stalexport Autostrady S.A.
18. Adoption of the resolutions on changing the principles of remuneration for the members of the Supervisory Board.
19. Adoption of the resolutions on determination of the number of Supervisory Board's members of the tenth term of office.
20. Adoption of the resolutions on changing of the composition of the Supervisory Board.
21. Adoption of the resolution on changes of the current Rules and Regulations of the General Meeting of Stalexport Autostrady S.A.
22. Closing of the Ordinary General Meeting.

**Furthermore, the Management Board of Stalexport Autostrady S.A., pursuant to Art. 402<sup>2</sup> of the Code of Commercial Companies (hereinafter referred to as KSH) shall provide the following information:**

- 1) Pursuant to Art. 406<sup>1</sup> § 1 of KSH, the right to participate in the General Meeting is reserved only for those persons who are shareholders in the Company's on the day their participation in the General Meeting is registered, i.e. 16 days prior to the General Meeting date. Participants of the Ordinary General Meeting of Stalexport Autostrady S.A. shall be registered on **June 03<sup>rd</sup>, 2020 (Wednesday)**.
- 2) Pursuant to Art. 406<sup>3</sup> §1 of KSH, bearer shares in the form of a document give right to participate in the Ordinary General Meeting of the Company if the documents are deposited in the Company no later than on the day of registration of participation at the Ordinary General Meeting, i.e. **on June 03<sup>rd</sup>, 2020 (Wednesday)**, and they will not be withdrawn before the end of this day. Instead of shares, a certificate issued as a proof of depositing shares with a notary, a bank or an investment company having their seats or branches established in the Republic of Poland may be submitted. The certificate should indicate the numbers of share documents and it should state that the share documents will not be returned before the date of registration of participation in the Ordinary General Meeting.
- 3) Pursuant to Art.406<sup>3</sup> § 2 of KSH, in order to ensure participation in the Ordinary General Meeting, a shareholder entitled to dematerialised bearer shares shall request – **not earlier than after the General Meeting has been convened, i.e. not earlier than on May 22<sup>nd</sup>, 2020 (Friday) and not later than on a first working day after the registration of participation in the Ordinary General Meeting , i.e. June 4<sup>th</sup>, 2020 (Thursday)** – the entity maintaining the relevant security account to issue an individual certificate confirming the right to participate in the Ordinary General Meeting. The said certificate shall contain all the information as mentioned in Art. 406<sup>3</sup> §3 of KSH, i.e.:
  - a) company (name), seat, address and seal of the issuer and certificate number,
  - b) number of shares,

- c) type and code of shares,
- d) company (name), seat and address of the public company that issued the shares,
- e) nominal value of the shares,
- f) full name or company name of the shareholder,
- g) registered office (place of residence) and address of the shareholder,
- h) the purpose of the certificate,
- i) date and place of issue of the certificate,
- j) signature of the person authorised to issue the certificate.

Certificates on the right to participate in the Ordinary General Meeting shall constitute the basis to prepare lists that are handed over to the entity maintaining the deposit of securities (Krajowy Depozyt Papierów Wartościowych S.A.) in accordance with the regulations on trading in financial instruments.

#### 4) Rules of participation in the Ordinary General Meeting:

A shareholder may participate in the General Meeting and exercise their right to vote in person or via a proxy. A proxy performs all powers of a shareholder at the General Meeting unless otherwise stated in the power of attorney; the proxy may grant a further power of attorney if this is expressly specified in their power of attorney. A shareholder, having shares registered on a consolidated account, may appoint separate proxies to exercise rights resulting from shares registered in such an account. A shareholder, having shares included in more than one account of securities, may appoint separate proxies to exercise rights resulting from shares registered in each of the accounts.

Pursuant to Art.412<sup>1</sup> §2 of KSH, a power of attorney to participate in the General Meeting of a public company and to exercise the right to vote shall be granted in writing or in an electronic form (granting a power of attorney in an electronic form does not require a qualified electronic signature).

The power of attorney shall be drawn up in the Polish and it may be sent to the Company prior to the Ordinary General Meeting in an electronic version (in PDF format) to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl**. The company hereby informs that a shareholder using electronic means of communication bears exclusive risk related to their use.

Please note that in case of any discrepancies between the data of a shareholder as indicated in the power of attorney and data contained in the list of shareholders drawn up on the basis of a list obtained from the entity maintaining the deposit of securities (Krajowy Depozyt Papierów Wartościowych S.A.) handed over to the Company pursuant to Art.406<sup>3</sup> of KSH a proxy of a shareholder may not be allowed to participate in the Ordinary General Meeting.

Shareholders and proxies shall have an ID card on them. After arriving at the Ordinary General Meeting and prior to signing the attendance list, a proxy should present an original ID card as mentioned in the power of attorney in order to confirm their identity.

The shareholder shall notify the Company on granting a power of attorney via electronic means of communication by sending a file in PDF format to the Management Board of the Company, to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl**.

In case the power of attorney is granted by means of electronic communication by a legal entity or a business unit as specified in art. 33<sup>1</sup> of the Civil Code, the shareholder as a principal shall additionally send a scanned copy of an excerpt from the register where the principal is registered.

Pursuant to Art.412<sup>1</sup> §5 of KSH, the Company undertakes relevant actions aiming to identify the shareholder or the proxy in order to verify the validity of the power of attorney granted in an electronic form. The verification may consist in a telephone or electronic inquiry addressed to the shareholder or the proxy in order to confirm the fact of granting the power of attorney.

Representatives of legal persons and business units mentioned in art. 33<sup>1</sup> of the Civil Code or similar foreign entities shall have an original document or a copy certified by a notary public from a relevant register including the current data of the entity represented and, if their representation rights are not confirmed in the register, they should have a written power of attorney (original document or its true copy certified by notary public) and a valid, as at the day of issuing the power of attorney, excerpt from the relevant register (original or a true copy certified by a notary). Any documents drawn up in a foreign language shall be translated into Polish by a certified translator.

- 5) Possibility and method of participating in the General Meeting, of taking the floor during the General Meeting and of exercising the voting right using means of electronic communication.

**The Management Board of Stalexport Autostrady S.A. hereby informs you that the following will be possible during the Ordinary General Meeting on June 19<sup>th</sup>, 2020:**

- a) participation in the General Meeting using means of electronic communication,
- b) taking the floor during the General Meeting using means of electronic communication,
- c) exercising the voting right using means of electronic communication.

The specific rules of participation in the General Meeting using means of electronic communication are laid down in the **“Rules of participation in the General Meeting of Stalexport Autostrady S.A using means of electronic communication”**, adopted by the Supervisory Board on 21 May 2020, and in **Annex 1** to this notice.

**The Management Board of Stalexport Autostrady S.A. hereby informs you that during the Ordinary General Meeting on June 19<sup>th</sup> 2020 it will not be possible to exercise the voting right by correspondence.**

- 6) In relation to convocation and participation in the Ordinary General Meeting, shareholders shall enjoy the following powers:

- a) any shareholder(s) representing at least one twentieth of the share capital may demand certain issues to be included in the agenda of the nearest General Meeting. Such a demand shall be sent to the Company in writing or in an electronic form (PDF format) to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl** – in the Polish language, and it should include the rationale or a draft resolution concerning the proposed point of the agenda. Such a demand shall be reported to the Management Board no later than 21 days prior to the date of the Ordinary General Meeting, i.e. until **May 29<sup>th</sup>, 2020 (Friday)**.

- b) any shareholder(s) of the Company representing at least one twentieth of the share capital may, before the date of the General Meeting, submit to the Company in writing or by electronic means of communication (in PDF format) to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl**, draft resolutions concerning issues included in the agenda of the Ordinary General Meeting or issues that are to be introduced to the agenda.
  - c) during the General Meeting, any shareholder may submit draft resolutions on matters placed on the agenda.
  - d) the shareholders shall document their rights to exercise the powers described above in items **a)** and **b)** by producing suitable written documents.
  - e) in case of shareholders being legal entities and business units specified in Art. 33<sup>1</sup> of the Civil Code, the authorisation to act on behalf of a given entity shall be also confirmed by attaching a valid excerpt from the National Court Register (KRS) or an excerpt from another register as relevant for the shareholder. Shareholders being non-domestic entities shall produce the original or a true copy duly certified by a notary of a valid excerpt from the appropriate commercial register. If their right to represent the applicant is not registered therein, it should be accompanied by a written power of attorney (original or a copy certified by notary public), submitted together with the original or a notarised copy of the excerpt from the appropriate register. Any foreign language documents shall be translated into Polish by a certified translator. Any shareholders submitting their requests via electronic means of communication shall scan the relevant documents to PDF format and send them to the Company.
  - f) during the Ordinary General Meeting, each shareholder may propose draft resolutions concerning issues introduced to the agenda during the General Meeting.
- 7) Any person entitled to participate in the General Meeting may receive the full text of the documentation that is to be presented to the Ordinary General Meeting jointly with the relevant draft resolutions at the registered office of the Company.
- 8) The forms required in order to exercise the voting right by proxy, as well as information concerning the General Meeting, draft resolutions of the General Meeting and the documentation to be presented to the General Meeting are available on Company's website at **www.stalexport-autostrady.pl** under the tab Investor Relations/Corporate Governance/General Meetings.
- 9) The information clause for shareholders, their proxies authorised to participate and to exercise voting rights and other persons authorised to participate or to exercise voting rights at the General Meeting of Shareholders of Stalexport Autostrady S.A. with its registered office in Mysłowice is available on the Company's website at **www.stalexport-autostrady.pl** under the tab Investor Relations/Corporate Governance/General Meetings.
- 10) Correspondence related to the Ordinary General Meeting shall be sent to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl**.

- 11)** Pursuant to Art.407 of KSH, the list of shareholders entitled to participate in the Ordinary General Meeting shall be made available at the Company Management Board's Office between 8.00 a.m. – 4.00 p.m. three working days prior to the date of the Ordinary General Meeting.

Mysłowice, May 22<sup>nd</sup>, 2020

Management Board of Stalexport Autostrady S.A.

**Vice President  
of the Management Board  
Chief Financial Officer**

**President  
of the Management Board  
Chief Executive Officer**

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**/Mariusz Serwa/**

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**/Emil Wąsacz/**

**Annex No. 1 to the notice of 22 May 2020  
convening the Ordinary General Meeting of Shareholders  
of Stalexport Autostrady S.A. with its registered office in Mysłowice  
for 19 June 2020**

- I. **Information on the possibility, rules and method of the shareholder's participation in the General Meeting using means of electronic communication**
1. Participation in the General Meeting using means of electronic communication involves:
  - 1.1. real-time transmission of the General Meeting's session,
  - 1.2. real-time two-way communication, enabling the shareholders to take the floor during the General Meeting,
  - 1.3. exercising the right to vote personally or by proxy.
2. Participation in the General Meeting is possible using the dedicated IT platform enabling the shareholder to communicate verbally with the meeting room referred to in paragraph 1.2.
3. A shareholder using the possibility of participating in the General Meeting by means of electronic communication shall bear all the risks related thereto, including in particular those resulting from the potential inability to receive the transmission, communicate or exercise the voting right during the General Meeting as a result of failure or other technical defects.
4. In order to participate in the General Meeting using means of electronic communication, the shareholder should notify the Company of their intention to participate also in an electronic form. All communication coming from a shareholder wishing to participate in the General Meeting using means of electronic communication shall be sent to the following e-mail address: **walne.zgromadzenie@stalexport-autostrady.pl**.
5. **By 12 June 2020, 4 p.m.**, the shareholder should send the following to the Company, to the address indicated in paragraph 4 above:
  - 5.1. a statement filled in and signed by the shareholder, scanned to a PDF file, on the intention to participate in the General Meeting using means of electronic communication, drawn up in accordance with the template provided in Part III of this Annex (hereinafter referred to as the Statement),
  - 5.2. a scan of an identity document, containing exclusively the data necessary to identify the shareholder – given name, surname, series and number of the identity card/passport, expiry date of the identity document, name of the issuing authority. If the shareholder is a legal person or an organisational unit other than a legal person, they shall send a scan of a copy of the entry in the relevant register or a scan of another document confirming the authorisation of the persons acting on behalf of the respective entity,

- 5.3. documents confirming the possibility of exercising the voting right by proxy (if applicable),
6. The Company, on the basis of the list of shareholders authorised to participate in the General Meeting received from the Central Securities Depository of Poland (KDPW), shall verify the authorisation of each shareholder who sent the statement referred to in paragraph 5 to the Company.
7. The Company makes it clear that unless the shareholder remedies or explains all discrepancies, if any, by correspondence, within the deadline set by the Company, the Company may refuse to allow the shareholder the discrepancies concern to participate in the General Meeting using means of electronic communication.
8. After a positive result of the verification of the shareholder's authorisation and of any powers of attorney that may have been granted, the Company shall send to the shareholder or to their proxy, not later than **by 18 June 2020, 12 noon**, to the e-mail address indicated in the Statement, instructions concerning the method of signing up for and using the IT platform making it possible to participate in the General Meeting using means of electronic communication together with the necessary access credentials. The information will be sent in a password-protected file, and the password will be sent by SMS to the telephone number indicated in the Statement.
9. **On 18 June 2020, between 4 p.m. and 6 p.m.**, the shareholders will have the opportunity to test the appropriate functioning of the hardware, software and internet connection they are planning to use to participate in the General Meeting using means of electronic communication.
10. The risk related to the use of means of electronic communication to participate in the General Meeting, to take the floor and to vote at the General Meeting, as well as the risk related to improper or unauthorised use of the login name or password shall lie solely with the shareholder and the Company shall not bear any liability in this respect.



## II. Technical requirements

In order to use the dedicated IT platform to participate in the General Meeting using means of electronic communication, each person authorised to participate in the General Meeting using means of electronic communication should have the following available:

- a) a connection to the public Internet network with a minimum capacity of 1 Mbps (constant bandwidth when using the platform) – recommended capacity is above 3 Mbps,
- b) a computer with audio playback and video reception capabilities, operating under Windows 10 or macOS, with one of the following browsers installed: IE, Firefox (version 70 or later), Chrome (version 78.0.3904 or later) or Safari (version 13.1 or later) – all of which are available for download free of charge on the public Internet network.

Lower Internet bandwidth and older browser versions may make it difficult or impossible to communicate with the General Meeting room, delay the transmission and make it impossible to cast votes.

During the time when the user is using the platform, it is suggested that they should refrain from using other applications that put a significant load on the computer and on the communication link used by the platform.

### III. Statement on the intention to participate in the General Meeting using means of electronic communication (template)

#### SHAREHOLDER'S STATEMENT

I/We the undersigned, being a shareholder/representing a shareholder\* of Stalexport Autostrady S.A. with its registered office in Mysłowice (hereinafter referred to as the "Company") hereby declare as follows:

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*(data identifying the shareholder, i.e. in the case of natural persons – given name and surname, name, series and number of an identity document, expiry date and name of the issuing authority; in the case of legal persons and organisational units without legal personality – company, registered office and number of the entry in the relevant register, with an indication of the latter)*

(hereinafter referred to as the "Shareholder") registered \_\_\_\_\_ shares of the Company. I/We hereby express the will for the Shareholder's participation in the Ordinary General Meeting of Shareholders of the Company convened for 19 June 2020, 11:00 a.m., using means of electronic communication.

Number of the certificate on the right to participate in the General Meeting and name of the entity issuing the certificate:

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I hereby declare that I will participate in the General Meeting as a Shareholder in this form personally\*.

I hereby declare that I am authorised to represent the Shareholder, which is confirmed by documents submitted to the Company, and that I will participate in the General Meeting in this form personally\*.

I hereby declare that I will participate in the General Meeting with the following number of shares \_\_\_\_\_, which will be indicated in the list of shareholders authorised to participate in the Company's General Meeting, drawn up by the Central Securities Depository of Poland – Krajowy Depozyt Papierów Wartościowych S.A.\*

I/We accept all terms and consequences of participation in the General Meeting using means of electronic communication, announced and published by the Company.

Data of the Shareholder/person representing the Shareholder authorised to participate in the General Meeting using means of electronic communication\*:

Given name and surname \_\_\_\_\_

Address	_____
PESEL number**	_____
identity document name, series, number, expiry date, name of the issuing authority***	_____ _____ _____
E-mail address for contact and login transmission	_____
Telephone number for contact and password transmission	_____ _____

Signature(s) of the Shareholder/persons authorised to represent the Shareholder\*:

_____	_____
Given name and surname / function	Given name and surname / function
_____	_____
Place and date	Place and date

\* **delete as appropriate**

\*\* **refers to the data of the shareholder's proxy – enter if the power of attorney indicates the proxy's PESEL number instead of the name, series and number of an identity document,**

\*\*\* **enter in the case of a proxy, if the proxy's PESEL number was not included in the power of attorney**