

Calling the Ordinary General Meeting of Stalexport Autostrady S.A. with its seat in Myslowice

The Management Board of Stalexport Autostrady S.A. with its seat in Mysłowice, (hereinafter referred to as Stalexport Autostrady S.A. or Company), registered into the register of entrepreneurs of the National Court Register, run by the District Court Katowice - Wschód in Katowice, VIII Commercial Division of the National Court Register under the following KRS (hereinafter referred as KRS) number 0000016854, with a share capital of PLN 185.446.517,25, fully paid up, NIP: 634-013-42-11, acting pursuant to Art. 399§1, Art. 402¹ and Art. 402² of the Commercial Companies Code (hereinafter referred to as KSH) and §20 section 3 of the Company's Statutes, calls for the **3 April, 2014 (Thursday), at 11.00** o'clock – the Ordinary General Meeting of Stalexport Autostrady S.A., which shall take place in Mysłowice, Szyb Bończyk, ks. Norberta Bończyka 13, 41-400 Mysłowice, with the following agenda:

Agenda:

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 convened and has capacity to resolve resolutions.
5. Adopting the resolution on decision not to appoint the Scrutinisers.
6. Adopting the resolution on approval of agenda.
7. Consideration of the Management Board's Report on the activities of the Company and the financial statements of Stalexport Autostrady S.A. for the turnover year 2013.
8. Consideration of the Management Board's Report on the activities of Stalexport Autostrady Capital Group and the consolidated financial statements of Stalexport Autostrady S.A. Capital Group for the turnover year 2013.
9. Presenting the Supervisory Board Report for the turnover year 2013.
10. Adopting the resolution on the approval of the Management Board's report on the Company's performance for the turnover year 2013.
11. Adopting the resolution on approval of the separate financial statements of Stalexport Autostrady S.A. for the turnover year 2013.
12. Adopting the resolution on approval of the Management Board's Report on the activities of Stalexport Autostrady Capital Group for the turnover year 2013.
13. Adopting the resolution on approval of the consolidated financial statements of Stalexport Autostrady Capital Group for the turnover year 2013.
14. Adopting the resolution on the profit distribution for the turnover year 2013.
15. Adopting the resolutions on granting the discharge to the members of the Management Board in 2013.
16. Adopting the resolutions on granting the discharge to the members of the Supervisory Board in 2013.
17. Adopting the resolution on amendment to the Statutes of the Company.
18. Adopting the resolution on merger of Stalexport Autostrada S.A. and Stalexport Autostrada Dolnośląska S.A.
19. Closing of the Meeting.

Due planned changes to the Company's Statutes, the Management Board of the Issuer presents the content of present and planned changes:

Current wording of §2 of the Company's Statutes:

„§22
„The General Meetings are held at the seat of the Company.”

The proposed new wording of the §22 of the Company's Statutes:

„§22
„The General Meetings are held at the seat of the Company or in Katowice.”

The Management Board of Stalexport Autostrady S.A., pursuant to Art.402² of the Commercial Companies Code (KSH) hereby presents the following information:

- 1) pursuant to Art.406¹ §1 of KSH the right to participate in the General Meeting is enjoyed only by people who are shareholders of the Company on the day of registration of participation at the General Meeting, i.e. sixteen days prior to the date of the General Meeting. The day of participation registration at the Ordinary General Meeting of Stalexport Autostrady S.A. is on **18 March, 2014** (Tuesday),
- 2) pursuant to Art. 406³ §1 of KSH bearer shares in a form of a document give right to participate in the General Meeting of the Company, if the documents are deposited in the company not later than on the day of registration of participation at the General Meeting, i.e. on **18 March, 2014** (Tuesday) and they will not be withdrawn before the end of the day. Instead of shares, a certificate issued as a proof of depositing shares with a notary, a bank or an investment company, with their seats or branches established in the Polish Republic, 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 General Meeting,
- 3) pursuant to Art.406³ § 2 of KSH in order to ensure participation in the General Meeting , a shareholder entitled to dematerialised bearer's shares shall demand – not earlier than after the announcement of calling the General Meeting, i.e. not earlier than on 8 March, 2014 and not later than on a first working day after the registration of participation in the General Meeting , i.e. on 19 March, 2014 (Wednesday) – from an entity maintaining security account, to issue a certificate for a particular person regarding the right to participate in the General Meeting. The said certificate shall contain all information as mentioned in Art. 406³ §3 of KSH, i.e.:
 - 1) company (name), seat and address and seal of an issuer and certificate number,
 - 2) number of shares,
 - 3) kind and code of shares,
 - 4) company (name), seat and address of a public company that issued the shares,
 - 5) nominal value of shares,
 - 6) first name and family name or a company (name) of an entity entitled under shares,
 - 7) seat (place of residence) and address of a person entitled under shares,
 - 8) a purpose of a certificate,
 - 9) date and place of issuing the certificate,
 - 10) a signature of a person authorised to issue a certificate.

Certificates on the right to participate in the General Meeting shall constitute basis for preparing 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 financial instruments,

4) rules concerning participation in the 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. A shareholder having shares included in more than one account of securities, may appoint separate proxies to exercise rights resulting from shares included in each of the accounts.

Pursuant to Art.412¹ §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 in writing or in an electronic form (granting a power of attorney in an electronic form does not require a safe electronic signature verified by a valid qualification certificate).

A power of attorney shall be drawn up in the Polish language and it may be sent to the Company prior to the General Meeting in an electronic version (in PDF format) at the following e-mail: walne.zgromadzenie@stalexport-autostrady.pl. The Company explains that a shareholder using electronic communication means assumes exclusive risk related to the use of such a form.

We draw the attention to the fact that in case of discrepancies between the data of a shareholder as indicated in a power of attorney and data contained in the list of shareholders drawn up on the basis of a list from the entity maintaining the deposit of securities (Krajowy Depozyt Papierów Wartościowych S.A.), and handed over to the Company pursuant to Art.406³ of KSH, a proxy of a shareholder may not be allowed to participate in the General Meeting .

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

A notification of a shareholder on granting a power of attorney by them with use of electronic communications means shall take place via sending, to the Management Board of the Company, a file in PDF format at 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 organizational unit, mentioned in art. 33 of the Civil Code, the shareholder as a principal shall send additionally a copy of the register where the principal is registered.

Pursuant to Art.412¹ §5 of KSH the Company undertakes relevant actions aiming at identification of a shareholder or a proxy in order to verify the validity of a power of attorney granted in an electronic form. The verification may consist of a return question by means of a phone or electronic form addressed to a shareholder or a proxy in order to confirm the fact of granting a power of attorney.

Representatives of legal persons and also organizational units mentioned in art. 33 KSH or other foreign entities shall have an original or a copy certified by a notary public from a relevant register including the current data of the entity represented, and in case their right does not result from a register, they should have a written power of attorney (in original or a copy certified by a notary public) and a valid, as of the day of issuing the power of

attorney, extract from a relevant register in original or a copy certified by a notary public. The documents in foreign language shall be translated by a certified translator.

- 5) in relation to calling and participation in the General Meeting, shareholders enjoy the following powers:
- b) a shareholder or shareholders representing at least one twentieth of the share capital may demand certain issues to be included in the agenda of a nearest General Meeting. Such a demand shall be sent to the Company in writing or in an electronic form (PDF format) at the following e-mail: walne.zgromadzenie@stalexport-autostrady.pl – in the Polish language and it should include grounds or draft resolution concerning a proposed point of the agenda. Such a demand shall be reported to the Management Board not later than 21 days prior to the date of the Meeting i.e. till **13 March, 2014**,
 - c) a shareholder or shareholders 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 communication means (in PDF format) sent at the following e-mail: walne.zgromadzenie@stalexport-autostrady.pl, draft resolutions concerning issued included in the agenda of the General Meeting or issues that are to be introduced to the agenda,
 - d) shareholders should document their entitlements to exercise rights described in the above section a) and b), presenting relevant documents in writing,
 - e) In case of shareholders being legal entities and partnerships, the authorisation to act on behalf of a given entity shall be also confirmed by attaching a valid extract from National Court Register (KRS) or a copy of register from the other relevant for a shareholder register. In case of shareholders reporting a demand with use of electronic means of communications, documents needs to be scanned to PDF format and in such a way sent to the Company,
 - f) each shareholder may, during the General Meeting, report draft resolutions concerning issues introduced to the agenda during the General Meeting as well as the resolutions concerning the issues introduced to the agenda during the General Meeting.
- 6) The Company's Statutes and Regulations of the General Meeting do not include provisions enabling the shareholders to exercise their right to vote by postal ballot or with use of electronic communication means, thus the Management Board of Stalexport Autostrady S.A. in Mysłowice informs that during the General Meeting on **3 April, 2014** it will not be possible to:
- 1) participate in the General Meeting with use of electronic communication means,
 - 2) give one's opinion during the General Meeting with use of electronic communication means,
 - 3) exercise the right to vote by postal ballot or with use of electronic communication means.
- 7) A person entitled to participate in the General Meeting may receive a full text of documentation that is to be presented to the General Meeting jointly with draft resolutions at the seat of the Company.
- 8) The forms to exercise the right to vote by the proxy and also the information on the agenda of the General Meeting and documentation related to it is available on the

Company's internet website at the following address: www.stalexport-autostrady.pl in the following tab: Investors Relations/Corporate Governance/General Meetings.

- 9) Correspondence related to the General Meeting shall be sent to the following e-mail: walne.zgromadzenie@stalexport-autostrady.pl
- 10) Pursuant to Art.407 of KSH the list of shareholders entitled to participate in the General Meeting shall be presented at the Company Management Board's Office between 9.00 a.m. - 5.00 p.m. three working days prior to the date of the General Meeting.

Mysłowice, 6 March, 2014

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

VicePresident
Chief Financial Officer

Mariusz Serwa

President
General Director

Emil Wąsacz