

**Convening 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, 8th Business Division of the National Court Register, under the following KRS [National Court Register] (hereinafter referred to 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. 402¹ and Art. 402² of the Code of Commercial Companies (hereinafter referred to as **KSH**) and §20 section 3 of the Company’s Statutes, hereby **convenes to the Ordinary General Meeting of Stalexport Autostrady S.A.** (hereinafter referred to as **Ordinary Meeting of Shareholders**), on **14 April 2016 (Thursday) at 11.00 a.m.**, which shall take place in Katowice, ul. Mickiewicza 29 (conference room 239), **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 convened and has the capacity to adopt 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 Management Board’s Report on the activities of Stalexport Autostrady S.A. and the separate financial statements of the Company for the turnover year 2015.
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 2015.
9. Presentation of the Supervisory Board’s Report for the turnover year 2015.
10. Adoption of the resolution on approval of the Management Board’s Report on the Company’s activities for the turnover year 2015.
11. Adoption of the resolution on approval of the separate financial statements of Stalexport Autostrady S.A. for the turnover year 2015.
12. Adoption of the resolution on approval of the Management Board’s Report on the activities of Stalexport Autostrady S.A. Capital Group for the turnover year 2015.
13. Adoption of the resolution on approval of the consolidated financial statements of Stalexport Autostrady Capital Group for the turnover year 2015.

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The binding Polish original should be referred to in matters of interpretation.)*

14. Adoption of the resolution on apportionment of the net profit for the turnover year 2015.
15. Adoption of the resolutions on granting discharge to the members of the Management Board in 2015 for the performance of their duties.
16. Adoption of the resolutions on granting discharge to the members of the Supervisory Board in 2015 for the performance of their duties .
17. Adoption of the resolution on amendments of the Company's Statutes.
18. Adoption of the resolution on change of the rules of remuneration of the Supervisory Board's members.
19. Adoption of the resolution on the number of members of the Supervisory Board in its 9th term of office.
20. Adoption of the resolution on appointing the members of Supervisory Board of the 9th term.
21. Closing of the Ordinary General Meeting.

With respect to the intended amendments to the Company's Statutes, the Management Board of Stalexport Autostrady S.A. hereby presents the previous reading of this document together with the proposed amendments:

Previous reading § 14.6 of the Company's Statutes:	Proposed amendment § 14.6 of the Company's Statutes:
Some members of the Supervisory Board shall be independent, not bound by any relationships which may significantly impact their ability to make unbiased decisions.	At least two members of the Supervisory Board shall be independent, not bound by any relationships which may significantly impact their ability to make unbiased decisions.
Previous reading § 14.7 of the Company's Statutes:	Proposed amendment § 14.7 of the Company's Statutes:
1. Independent members as construed under section 6 shall have now connections with the following: <ol style="list-style-type: none"> a) the Company, which means that the member of the Supervisory Board is not bound with the Company, its affiliates or subsidiaries by any employment agreement or civil law contract causing their dependency; b) shareholders who own over 5% of shares in the Company equity capital, which means that a member of the Supervisory Board shall: <ul style="list-style-type: none"> ▪ not be bound with such a shareholder by an employment or civil law contract causing their dependency; ▪ not be appointed to any managing 	Independence criteria for members of the Supervisory Board and other related issues will be discussed in detail in the Regulations of the Supervisory Board.

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<p>or supervisory bodies of entities which are shareholders of the Company;</p> <ul style="list-style-type: none"> ▪ have no close family connections with members of the Company Management Board, by the fact that Supervisory Board's member is not a member of closest family of Company's Management Board. 	
<p>Previous reading § 18.3. 13 of the Company Statutes:</p>	<p>Proposed amendment § 18.3. 13 of the Company Statutes:</p>
<p>The Supervisory Board is also entitled to:</p> <p>13) give an opinion on the resolutions presented by the Management Board at General Meetings,</p>	<p>The Supervisory Board is also entitled to:</p> <p>13) consider and give an opinion on proposed subjects of General Meeting resolutions, specifically on draft resolutions presented by the Management Board to such General Meetings,</p>
<p>New item 19 added to § 18.3 of the Company's Statutes:</p>	
<p>19) Granting consent to the members of the Management Board for them to be appointed to management or supervisory boards of Companies outside the Company's capital group.</p>	

Furthermore, the Management Board of Stalexport Autostrady S.A., pursuant to Art. 402² of the Code of Commercial Companies (hereinafter referred to as KSH) shall provide the following information:

- 1) Pursuant to Art. 406¹ § 1 of KSH, only those who are the Company shareholders on the day their participation in the General Meeting is registered, i.e. 16 days prior to the General Meeting date, may participate in the General Meeting. Participants of the Ordinary General Meeting of Stalexport Autostrady S.A. shall be registered on **29 March 2016 (Tuesday)**.

- 2) Pursuant to Art. 406³ §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 29 March 2016 (Tuesday)**, 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 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 Ordinary General Meeting.

- 3) Pursuant to Art.406³ § 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 19 March 2016 (Saturday) and not later than on a first working day after the registration of participation in the Ordinary General Meeting, i.e. 30 March 2016 (Wednesday)* – the entity keeping 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. 406³ §3 of KSH, i.e.:
- a) company (name), seat, address and seal of the issuer and certificate number,
 - b) number of shares,
 - c) kind 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./National Depository of Securities) in accordance with the regulations on trading in financial instruments.

4) Rules concerning 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.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).

The power of attorney shall be drawn up in the Polish language 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. Please note that a shareholder using electronic means of communication bears the 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.406³ 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 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. 33¹ 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.412¹ §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. 33¹ 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 a notary) 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 in a foreign language shall be translated by a certified translator.

- 5) In relation to convening to 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 **24 March 2016 (Thursday)**.

- 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)** The shareholders shall document their rights to exercise the powers described above in items **a)** and **b)** by producing suitable written documents.
 - d)** In case of shareholders being legal entities and business units specified in Art. 33¹ 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 notarised copy), 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.
 - e)** During the Ordinary General Meeting, each shareholder may propose draft resolutions concerning issues introduced to the agenda during the General Meeting as well as resolutions concerning the issues introduced to the agenda during the Ordinary 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 by means of electronic communication systems; thus the Management Board of Stalexport Autostrady S.A. in Myslowice informs that during the Ordinary General Meeting on **14 April 2016 (Thursday)** it will not be possible to:
- a)** participate in the General Meeting by means of electronic forms of communication,
 - b)** express one's opinion during the General Meeting via electronic means of communication,
 - c)** exercise the right to vote by postal ballot or via electronic means of communication.

- 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 to exercise the right to vote through the proxy, information on the agenda of the General Meeting and the related documentation are available on the Company's website: **www.stalexport-autostrady.pl** in the following tab: Investor Relations/Corporate Governance/General Meetings.
- 9) Correspondence related to the Ordinary General Meeting should be sent to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl**.
- 10) 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 9.00 a.m. – 5.00 p.m. three working days prior to the date of the Ordinary General Meeting.

Mysłowice, 18 March 2016

Management Board of Stalexport Autostrady S.A.

**Vice-president of the Management
Board
Chief Financial Officer**

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

.....
/Mariusz Serwa/

.....
/Emil Wąsacz/