

PROXY FORM

for the Extraordinary General Meeting of STALEXPORT AUTOSTRADY S.A. (hereinafter referred to as: „**Company**”) with its registered office in Mysłowice, which will be held **on October 31, 2019**.

by PROXY: _____
(first and last name, address, type and No. of ID, PESEL No.)

acting on behalf of

Shareholder: _____
(first and last name/firm, address, PESEL No./type of register and entry No., NIP)

Explanations:

The use of this form by the Proxy and Shareholder is not compulsory and is not a condition of voting by proxy. This form does not replace the power of attorney. Shareholder and Proxy may use some of the parts of this form in their own discretion.

When the counting of votes at the General Meeting will take place by using electronic counting device, this form will not have its application and may be used only as a guide to voting in relations Shareholder - Proxy.

Please find below the drafts of the resolutions intended to be taken by the Extraordinary General Meeting of the Company which will be held **on October 31, 2019**. The Management Board notes that these drafts may differ from the resolutions voted directly at the Extraordinary General Meeting of the Company and recommends instructing Proxy about how to proceed in such case.

On the pages concerning the voting on particular resolutions there's a place for instructions on how the Proxy shall vote on behalf of the Shareholder, as well as brackets on which the Proxy should mark the type of vote and possible objection in case of voting against the resolution in particular matter.

In order to vote or object the Shareholder/Proxy shall mark the appropriate bracket in the column.

If the proxy votes differently from different stocks within the represented block of shares during particular ballot, then he should enter, in appropriate bracket, how many votes his stocks represent in the particular voting. He should also provide information on the actual number of shares.

Incorrectly filled form or submitted by the Proxy with unmarked fields explicitly specifying the type and number of votes will not be taken into consideration in the results of the vote.

Compliance with the content of voting instructions provided by the Shareholder will not be verified.

The form, after filling in by the Shareholder granting power of attorney, in case of open voting on Ordinary General Meeting, may constitute a voting form for the Proxy, and on the other hand in the case of a secret voting the filled form should be treated only as a written instruction on how the Proxy shall vote. The form shall be retained by him.

If the proxy votes using the form he shall deliver the form to the Chairman of the General Meeting during the vote on a particular resolution. Chairman of the General Meeting shall inform the General Meeting of voting using the form and on this basis such vote is taken into account when calculating the total number of votes cast for or against a given resolution. The form used in the voting will be attached to the minutes book of the General Meetings of the Company.

Resolution No. 1
of the Extraordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 31 October 2019
on the appointment of the Chairman of the Extraordinary General Meeting

§1

The Extraordinary General Meeting of Stalexport Autostrady S.A. hereby appoints Mr./Mrs. [●] as the Chairman of this Extraordinary General Meeting convened on 31 October 2019.

§2

This resolution enters into force on the date of its adoption.

SHAREHOLDERS INSTRUCTIONS FOR PROXY

Casting a vote: *

- | | | |
|----|------------------------------------|----------------------|
| 1) | <input type="checkbox"/> FOR | No. of Shares: _____ |
| | | No. of Votes: _____ |
| 2) | <input type="checkbox"/> AGAINST | No. of Shares: _____ |
| | <input type="checkbox"/> OBJECTION | No. of Votes: _____ |
| 3) | <input type="checkbox"/> ABSTAIN | No. of Shares: _____ |
| | | No. of Votes: _____ |

* please choose the correct field by ticking an "X" in the appropriate bracket

Resolution No. 2
of the Extraordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 31 October 2019
on the decision not to appoint the Scrutinisers

§1

The Extraordinary General Meeting of Stalexport Autostrady S.A. decides – according to the §10a of the Regulations of the General Meeting - not to appoint the Scrutinizers and to authorize the Chairman of the Extraordinary General Meeting to sign the printed results of the voting.

§2

This resolution enters into force on the date of its adoption.

SHAREHOLDERS INSTRUCTIONS FOR PROXY

Casting a vote: *

- | | | |
|----|------------------------------------|----------------------|
| 1) | <input type="checkbox"/> FOR | No. of Shares: _____ |
| | | No. of Votes: _____ |
| 2) | <input type="checkbox"/> AGAINST | No. of Shares: _____ |
| | <input type="checkbox"/> OBJECTION | No. of Votes: _____ |
| 3) | <input type="checkbox"/> ABSTAIN | No. of Shares: _____ |
| | | No. of Votes: _____ |

* please choose the correct field by ticking an "X" in the appropriate bracket

Resolution No. 3
of the Extraordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 31 October 2019
on the approval of the agenda

§1

The Extraordinary General Meeting of Stalexport Autostrady S.A. hereby adopts the following agenda of this Extraordinary General meeting, as specified in the announcement on convening of this Extraordinary General Meeting:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairman of the Extraordinary General Meeting.
3. Drawing up the Attendance List.
4. Confirmation that the Extraordinary General Meeting has been properly convened and is capable of adopting valid resolutions.
5. Adoption of a resolution on a decision not to appoint the Scrutinizers.
6. Adoption of the agenda.
7. Presentation of the information mentioned in Article 505 § 4 in relation to Article 516¹ of the Commercial Companies Code.
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 Extraordinary General Meeting.

§2

This resolution enters into force on the date of its adoption.

SHAREHOLDERS INSTRUCTIONS FOR PROXY

Casting a vote: *

- | | | |
|----|--|---|
| 1) | <input type="checkbox"/> FOR | No. of Shares: _____
No. of Votes: _____ |
| 2) | <input type="checkbox"/> AGAINST
<input type="checkbox"/> OBJECTION | No. of Shares: _____
No. of Votes: _____ |
| 3) | <input type="checkbox"/> ABSTAIN | No. of Shares: _____
No. of Votes: _____ |

* please choose the correct field by ticking an "X" in the appropriate bracket

**Resolution No. 4
of the Extraordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 31 October 2019**

on cross-border merger of Stalexport Autostrady S.A. with Stalexport Autoroute S.à r.l. with its registered office in Luxembourg

Acting pursuant to §24 sec. 1 item 10 of the Statutes of Stalexport Autostrady S.A. and Article 506 in relation to Article 516¹ of the Commercial companies code, having acquainted itself with the opinion of the Supervisory Board of Stalexport Autostrady S.A. expressed in the resolution of [●] 2019, No. [●], the Extraordinary General Meeting of Stalexport Autostrady S.A. hereby resolves as follows:

§1

1. Stalexport Autostrady Spółka Akcyjna, a Polish joint-stock company with its registered office in Mysłowice, address: ul. Piaskowa 20, 41-404 Mysłowice, Poland, 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 under KRS No. 0000016854, as the acquiring company (hereinafter referred to as: the **"Company"** or the **"Acquiring Company"**), hereby resolves to conduct a cross-border merger with **Stalexport Autoroute S.à r.l.**, a private limited company registered and operating in accordance with the laws of Luxembourg, address: 412 F, Route d'Esch, 1471 Luxembourg, Grand Duchy of Luxembourg, registered in the Luxembourg register of commerce and companies under No. B 113660 (hereinafter referred to as: **"Stalexport Autoroute"** or the **"Acquired Company"**)(hereinafter referred to as: the **"Merger"**),
2. The Merger shall be conducted in accordance with Article 492 § 1 item 1) in relation to Article 516¹ of the Commercial companies code and Article 278 of the Luxembourg act of 10 August 1915 on commercial companies, as amended, by acquisition of Stalexport Autoroute by the Company (merger through acquisition).
3. The Merger shall be conducted in accordance with the terms and conditions included in the Merger Plan agreed on by the Management Board of the Company and the sole member of the Management Board (*gérant unique*) of Stalexport Autoroute on 30 September 2019, whose copy constitutes Schedule 1 hereto (hereinafter referred to as: the **"Merger Plan"**).
4. The Extraordinary General Meeting of the Company hereby approves of the Merger Plan.
5. The Company is the sole shareholder of Stalexport Autoroute, holding all shares in it, and, therefore, in accordance with Article 515 para 1 in relation to Article 516¹ of the Commercial companies code and Article 516¹⁵ para 1 in relation to Article 516⁶ of the Commercial companies code, the Merger shall be conducted without an increase of the share capital of the Company and the Merger Plan shall not be examined by an expert auditor.
6. No amendments to the Statutes of the Company are planned in relation to the Merger.
7. As a result of the Merger, through universal succession, the Company, as the acquiring company, shall step into all rights and obligations of Stalexport Autoroute, as the acquired company, as of the Merger date, i.e. the day the Merger is registered in the register relevant for the registered office of the Company.
8. As a result of the Merger, Stalexport Autoroute shall be dissolved without a liquidation procedure and deregistered from the Luxembourg Register of Commerce and Companies, as well as all other public registers, in accordance with the provisions of the Luxembourg law.

§2

The Management of the Company is hereby authorized to undertake any and all actions in order to make the appropriate entries in the commercial register of the National Court Register and complete all other actions necessary for or useful in implementing this resolution.

§3

This resolution enters into force on the date of its adoption.

SHAREHOLDERS INSTRUCTIONS FOR PROXY

Casting a vote: *

- | | | | |
|----|------------------------------------|----------------|-------|
| 1) | <input type="checkbox"/> FOR | No. of Shares: | _____ |
| | | No. of Votes: | _____ |
| 2) | <input type="checkbox"/> AGAINST | No. of Shares: | _____ |
| | <input type="checkbox"/> OBJECTION | No. of Votes: | _____ |
| 3) | <input type="checkbox"/> ABSTAIN | No. of Shares: | _____ |
| | | No. of Votes: | _____ |

* please choose the correct field by ticking an "X" in the appropriate bracket

(Shareholders signature)