

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 November 18th, 2020**.

by PROXY: _____
(first and last name, address, name, series and number of an identity document, expiry date and name of the issuing authority or PESEL No. if the power of attorney does not contain an identity document)

acting on behalf of

Shareholder: _____
(first and last name/firm; address /type of register and entry No., NIP/ name, series and number of an identity document, expiry date and name of the issuing authority)

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 November 18th, 2020**. 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 Extraordinary 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 seat in Myslowice
dated November 18th, 2020**

on election of the Chairman of the Extraordinary General Meeting

§1

The Extraordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice elects Mr./Mrs. _____ as the Chairman of the Extraordinary General Meeting.

§2

The resolution comes into force on the moment 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. 2
of the Extraordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated November 18th, 2020**

on approval of the agenda

§1

The Extraordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice approves the agenda as disclosed in the convocation of the Meeting.

§2

The resolution comes into force on the moment 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: _____
No. of Votes: _____ |
| | <input type="checkbox"/> OBJECTION | _____ |
| 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 seat in Mysłowice
dated November 18th, 2020

on determination of the number of members of the Supervisory Board of the tenth term of office

§ 1

According to art. 385 §1 of the Commercial Companies Code and §24 para. 1(1) of the Company's Statutes, the Extraordinary General Meeting decides that the Supervisory Board of the tenth term of the office will be composed of _____ members.

§ 2

The resolution comes into force on the moment 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: _____ |
| | | No. of Votes: _____ |
| | <input type="checkbox"/> OBJECTION | |
| 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 Nos. 4 - x
of the Extraordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated November 18th, 2020**

**on appointment of the member of the Supervisory Board
of the tenth term of office**

§ 1

According to art. 385 §1 of the Commercial Companies Code and §24 para. 4 of the Company's Statutes, the Extraordinary General Meeting of Stalexport Autostrady S.A. decides to appoint Mr./Mrs. _____ as the member of the Supervisory Board of Stalexport Autostrady S.A. of the tenth term of office.

§ 2

The resolution comes into force on the moment 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: _____
No. of Votes: _____ |
| | <input type="checkbox"/> OBJECTION | |
| 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. [5]
of the Extraordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated November 18th, 2020**

**on amendment of the Remuneration Policy for Members of the Management Board
and the Supervisory Board of Stalexport Autostrady S.A.**

§1

1. Acting on the basis of Article 90d (1) and 90e (4) of the Act of 29 July 2005 on public offer and the conditions for introducing financial instruments to the organised trading system and public companies (i.e. Journal of Laws of 2019, item 623, as amended), the Extraordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice resolves to amend the current Remuneration Policy for Members of the Management Board and Supervisory Board of the Stalexport Autostrady S.A. ("Remuneration Policy") by adding the paragraph 6 to §10, reading as follows:

"To avoid any doubts regarding the remuneration regime for the remuneration transitory period, the Supervisory Board can set the rewarded objectives for Annual Incentive Program or Three-year Incentive Program beginning in years 2019 or 2020 in accordance with internal practices applied in the Company before 1st June 2020 instead of applying the provisions referred to in § 7, in particular in section 13".

2. The consolidated text of the Remuneration Policy shall constitute Attachment No. 1 to this Resolution.

§2

The resolution comes into force on the moment 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)