

PROXY FORM
AUTHORIZING THE EXERCISE OF VOTING RIGHTS BY A PROXY

at the Extraordinary General Meeting of STALEXPORT AUTOSTRADY S.A. (hereinafter referred to as: „**Company**”) with its registered office in Katowice, which will be held **on 5 August 2026**.

by **PROXY:** _____
(first and last name, place of residence, name, series and number of the ID document, date of issue and name of the issuing authority or PESEL No. if the power of attorney does not contain an ID document)

acting on behalf of

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

Explanations:

The use of this form by the Proxy and Shareholder is not mandatory and is not a condition of voting by proxy. This form does not replace the power of attorney. The Shareholder and Proxy may use only certain parts of this form at their own discretion.

When the counting of votes at the General Meeting will take place by using electronic vote counting devices, this form will not apply and may be used only as a voting instruction between Shareholder and 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 5 August 2026**. 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.

The voting cards for individual resolutions include a for instructions on how the Proxy shall vote on behalf of the Shareholder, as well as fields for marking the type of vote and possible objection if a specific resolution is voted against in a specific vote.

Casting a vote and filing an objection, if any, is done by checking the appropriate box in the box.

If the Proxy votes differently from different shares within the represented block of shares and on one vote he or she should enter, in appropriate field, how many votes and from what number of shares he or she casts in a given vote.

An incorrectly completed form or one 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, once completed 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 and the form shall be retained by the Proxy.

If the Proxy votes using the form he or she shall deliver the form to the Chairperson of the General Meeting during the vote on a particular resolution. Chairperson 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 Katowice
of 5 August 2026**

on election of the Chairperson of the Extraordinary General Meeting

§1

The Extraordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Katowice elects Mr./Ms. _____ as Chairperson of the Extraordinary General Meeting.

§2

The 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 Katowice
of 5 August 2026
on the approval of the agenda

§1

The Extraordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Katowice hereby approves the agenda as specified in the notice convening the Meeting.

§2

The 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: _____
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 office in Katowice
of 5 August 2026

on the reduction of the share capital and the amendment to the Articles of Association of Stalexport
Autostrady S.A. with its registered office in Katowice

The Extraordinary General Meeting of Stalexport Autostrady S.A. (the “**Company**”), acting pursuant to Art. 430 § 1 and Art. 455–458 of the Commercial Companies Code (the “**CCC**”) and § 24 sec. 1 item 7 of the Articles of Association of the Company (the “**Articles of Association**”), hereby resolves as follows:

§ 1

1. The share capital of the Company shall be reduced by the amount of PLN 182,973,897.02 (one hundred eighty-two million nine hundred seventy-three thousand eight hundred ninety-seven zlotys 2/100), i.e. from the amount of PLN 185,446,517.25 (one hundred eighty-five million four hundred forty-six thousand five hundred seventeen zlotys 25/100) to the amount of PLN 2,472,620.23 (two million four hundred seventy-two thousand six hundred twenty zlotys 23/100).
2. The reduction of the share capital of the Company shall be effected by decreasing the nominal value of shares by PLN 0.74 (seventy-four groszy), i.e. from PLN 0.75 (seventy-five groszy) to PLN 0.01 (one grosz).
3. The reduction of the share capital is effected for the purpose of distributing a portion of the cash held by the Company by way of a payment to the shareholders of the amount of PLN 182,973,897.02 (one hundred eighty-two million nine hundred seventy-three thousand eight hundred ninety-seven zlotys 2/100) in connection with the reduction of the share capital.

§ 2

1. In connection with the reduction of the share capital, the amount of PLN 182,973,897.02 (one hundred eighty-two million nine hundred seventy-three thousand eight hundred ninety-seven zlotys 2/100) shall be allocated for payment to the shareholders, i.e. PLN 0.74 (seventy-four groszy) per each share.
2. The reduction of the share capital shall be filed with the register of entrepreneurs upon the fulfilment of the conditions provided for in Art. 456 § 1 and 2 of the CCC.
3. The date for determining the list of shareholders entitled to receive payments in connection with the reduction of the share capital (the “C-Day”) shall fall on the first Business Day (whenever this Resolution refers to a “Business Day”, it shall mean any day other than Saturdays, Sundays and other public holidays in the Republic of Poland) following the last day of the six-month period counted from the date of the announcement of the entry of the reduction of the share capital of the Company in the register of entrepreneurs of the National Court Register. However, if by such Business Day, the entry of the reduction of the share capital of the Company in the register of entrepreneurs of the National Court Register, effected pursuant to this Resolution, has not become final, the C-Day shall be the first Business Day after such entry becomes final.
4. The payment of funds in connection with the reduction of the share capital to the shareholders (the “P-Day”) shall take place on the fifth Business Day following the C-Day.
5. The Management Board of the Company shall be obliged to make public announcements, in the manner provided for in Art. 456 of the CCC and other applicable regulations, regarding the reduction of the share capital and the determination of the C-Day and the P-Day.

§ 3

The Extraordinary General Meeting of the Company, in connection with the reduction of the share capital referred to in § 1, hereby resolves to amend § 6 and § 7 of the Articles of Association, by replacing their entire wording with the following:

“§6

The share capital of the Company amounts to PLN 2,472,620.23 (two million four hundred seventy-two thousand six hundred twenty zlotys 23/100).

§7

The share capital of the Company is divided into 247,262,023 (two hundred forty-seven million two hundred sixty-two thousand twenty-three) ordinary bearer shares with a nominal value of PLN 0.01 (one grosz) each, including 8,341,030 (eight million three hundred forty-one thousand thirty) series A shares numbered from A 000,000,001 to A 008,341,030, 492,796 (four hundred ninety-two thousand seven hundred ninety-six) series B shares numbered from B 008,341,031 to B 008,833,826, 4,000,000 (four million) series D shares numbered from D 008,833,827 to D 012,833,826, 94,928,197 (ninety-four million nine hundred twenty-eight thousand one hundred ninety-seven) series E shares numbered from E 012,833,827 to E 107,762,023, 50,000,000 (fifty million) series F shares numbered from F 107,762,024 to F 157,762,023, and 89,500,000 (eighty-nine million five hundred thousand) series G shares numbered from G 157,762,024 to G 247,262,023. All shares of the Company are bearer shares.”

§ 4

The remaining provisions of the Articles of Association shall remain unchanged.

§ 5

The Extraordinary General Meeting of Shareholders hereby authorizes the Supervisory Board to determine the consolidated text of the amended Articles of Association.

§ 6

The Extraordinary General Meeting of the Company hereby resolves to authorise and oblige the Management Board of the Company to take all factual and legal actions necessary to implement this Resolution, including, in particular, to carry out the reduction of the share capital of the Company, and specifically to register the reduction of the share capital and the C-Day and the P-Day with the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) and the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) and to file the amendment to the Articles of Association with the register of entrepreneurs of the National Court Register.

§ 7

This Resolution shall enter into force on the date of its adoption, subject to the effectiveness of the share capital reduction and the amendment to the Articles of Association as of the moment of registration of such amendment in the register of entrepreneurs of the National Court Register.

