

PROXY FORM

for the Ordinary General Meeting of STALEXPORT AUTOSTRADY S.A. (hereinafter referred to as: „Company”) with its registered office in Mysłowice, which will be held **on April 3, 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 Ordinary General Meeting of the Company which will be held **on April 3, 2019**. The Management Board notes that these drafts may differ from the resolutions voted directly at the Ordinary 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 Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019**

on election of the Chairman of the Ordinary General Meeting

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice elects Mr./Mrs. as the Chairman of the Ordinary 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 | 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 Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

on decision not to appoint the Scrutinisers

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice decides – according to the §10a of the Regulations of the General Meeting - not to appoint the Scrutinisers and to authorize the Chairman of the Ordinary General Meeting to sign the printed results of the voting.

§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

**Resolution No. 3
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 3rd, 2019**

on approval of the agenda

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice 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. 4
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019
on approval of the separate financial statements of Stalexport
Autostrady S.A. for turnover year 2018

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 passage 1 item 1 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice has considered and approves the separate financial statements of the Company for turnover year 2018 including:

- a) **separate statement of financial position prepared as at December 31, 2018**, showing assets and liabilities in amount of **PLN 354,213,091.93** (say: three hundred fifty four million two hundred thirteen thousand ninety one zlotys ninety three groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2018 to December 31, 2018**, showing net profit in amount of **PLN 4,431,996.31** (say: four million four hundred thirty one thousand nine hundred ninety six zlotys thirty one groszy) and total comprehensive income of **PLN 4,838,745.01** zlotys (say: four million eight hundred thirty eight thousand seven hundred forty five zlotys one grosz),
- c) **separate statement of changes in equity for the period from January 1, 2018 to December 31, 2018**, showing a decrease of equity by the amount of **PLN 66,867,241.66** (say: sixty six million eight hundred sixty seven thousand two hundred and forty one zlotys sixty six groszy),
- d) **separate statement of cash flows for the period from January 1, 2018 to December 31, 2018**, showing a decrease in cash by the amount of **PLN 59,439,577.48** (say: fifty nine million four hundred thirty nine thousand five hundred seventy seven zlotys forty eight groszy),
- e) **notes** to the separate financial statements comprising a summary of significant accounting policies and other explanatory information.

§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

Resolution No. 5
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

***on approval of the consolidated financial statements of the Capital Group of Stalexport Autostrady S.A.
for turnover year 2018***

§1

According to art. 395 §5 of Commercial Companies Code and §24 passage 1 item 6 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice has considered and approves the **consolidated financial statements of Capital Group of Stalexport Autostrady S.A. for turnover year 2018**, including:

- a) **consolidated statement of financial position prepared as at December 31, 2018**, showing assets and liabilities in amount of **PLN 1,320,904 thousand** (say: one billion three hundred twenty million nine hundred four zlotys),
- b) **consolidated statement of comprehensive income for the period from January 1, 2018 to December 31, 2018**, showing net profit in amount of **PLN 186,428 thousand** (say: one hundred eighty six million four hundred twenty eight thousand zlotys) and total comprehensive income of **PLN 188,804 thousand** (say: one hundred eighty eight million eight hundred four thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2018 to December 31, 2018**, showing an increase in equity by the amount of **PLN 111,735 thousand** (say: one hundred eleven million seven hundred thirty five thousand zlotys),
- d) **consolidated statement of cash flows for the period from January 1, 2018 to December 31, 2018**, showing a decrease in cash by the amount of **PLN 63,159 thousand** (say: sixty three million one hundred fifty nine thousand zlotys),
- e) **notes** to the consolidated financial statements comprising a summary of significant accounting policies and other explanatory information.

§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

**Resolution No. 6
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 3rd, 2019**

***on approval of Management Board's Report on the activities of the Company and the Capital Group of
Stalexport Autostrady S.A. in 2018***

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 passage 1 item 6 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice has considered and approves the Management Board's Report on the activities of Company and the Capital Group of Stalexport Autostrady S.A. in 2018.

§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. 7
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

on apportionment of net profit for turnover year 2018

§1

According to art. 395 §2 item 2 of Commercial Company Code and §24 passage 1 item 2 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice decides to allocate net profit for turnover year 2018 in amount of **PLN 4,431,996.31** (say: four million four hundred thirty one thousand nine hundred ninety six zlotys thirty one groszy) in total for supplementary capital.

§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

Resolution No. 8
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 3rd, 2019

on payment of the dividend to shareholders from the funds on supplementary capital

§1

According to art. 348 §2 of Commercial Companies Code the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice decides to pay dividend to Company's shareholders from the funds on supplementary capital in the amount of **PLN 91,486,948.51** (say: ninety one million four hundred eighty six thousand nine hundred forty eight zlotys fifty one groszy which means that the dividend shall amount to 37 groszy (say: thirty seven groszy) per one share.

§2

The Ordinary General Meeting of Stalexport Autostrady S.A. pursuant to art. 348 §3 of Commercial Companies Code and §28 of the Statutes of the Company hereby resolves that dividends day shall be fixed on 18 April 2019 and the dividends payout day shall be on 20 May 2019.

§3

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

**Resolution No. 9
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019**

***on granting discharge to the President of the Management Board, Mr. Emil Wąsacz
for the performance of his duties in turnover year 2018***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice grants discharge to the President of the Management Board, Mr. **Emil Wąsacz**, for the performance of his duties for the whole period of the term of office in turnover year 2018.

§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

Resolution No.10
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

on granting discharge to the Vice President of the Management Board, Mr. Mariusz Serwa for the performance of his duties in turnover year 2018

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice grants discharge to the Vice President of the Management Board, Mr. **Mariusz Serwa**, the, for the performance of his duties for the whole period of the term of office in turnover year 2018.

§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

Resolution No. 11
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

on granting discharge to the member of the Supervisory Board, Mr. Tomasz Dobrowolski
for the performance of his duties in turnover year 2018

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport S.A. with its registered seat in Mysłowice grants discharge to the Member of the Supervisory Board, Mr. **Tomasz Dobrowolski**, for the whole period of the term of office in turnover year 2018.

§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

Resolution No. 12
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

on granting discharge to the Member of the Supervisory Board, Mr. Flavio Ferrari for the performance of his duties in turnover year 2018

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice grants discharge to the Member of the Supervisory Board, Mr. **Flavio Ferrari** for the performance of his duties for the whole period of the term of office in turnover year 2018.

§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

Resolution No. 13
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

on granting discharge to the Member of the Supervisory Board, Mr. Aleksander Galos
for the performance of his duties in turnover year 2018

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice grants discharge to the Member of the Supervisory Board, Mr. **Aleksander Galos** for the performance of his duties for the whole period of the term of office in turnover year 2018.

§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

Resolution No. 14
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

on granting discharge to the Member of the Supervisory Board, Mr. Roberto Mengucci
for the performance of his duties in turnover year 2018

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice grants discharge to the Member of the Supervisory Board, Mr. **Roberto Mengucci**, for the performance of his duties for the whole period of the term of office in turnover year 2018.

§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

Resolution No. 15
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

on granting discharge to the Member of the Supervisory Board, Mr. Marco Pace for the performance of his duties in turnover year 2018

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice grants discharge to the Member of the Supervisory Board, Mr. **Marco Pace**, for the performance of his duties for the whole period of the term of office in turnover year 2018.

§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

Resolution No. 16
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

on granting discharge to the Member of the Supervisory Board, Mr. Stefano Rossi
for the performance of his duties in turnover year 2018

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice grants discharge to the Member of the Supervisory Board, Mr. **Stefano Rossi**, for the performance of his duties for the whole period of the term of office in turnover year 2018.

§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

Resolution No. 17
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

***on granting discharge to the Member of the Supervisory Board, Mr. Massimo Sonogo
for the performance of his duties in turnover year 2018***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice grants discharge to the Member of the Supervisory Board, Mr. **Massimo Sonogo**, for the performance of his duties for the whole period of the term of office in turnover year 2018.

§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

Resolution No. 18
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019

on granting discharge to the Member of the Supervisory Board, Mr. Tadeusz Włudyka
for the performance of his duties in turnover year 2018

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice grants discharge to the Member of the Supervisory Board, Mr. **Tadeusz Włudyka**, for the performance of his duties for the whole period of the term of office in turnover year 2018.

§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

**Resolution No. 19
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019**

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 §14 section 1 of the Company's Statutes, the Ordinary 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: | _____ |
| | <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 Nos. 20 - x
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019**

***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 §14 section 4 of the Company's Statutes, the Ordinary General Meeting 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

(Shareholders signature)