

## PROXY FORM

for the Ordinary General Meeting of STALEXPORT AUTOSTRADY S.A. (hereinafter referred to as: „**Company**”) with its registered office in Myslowice, which will be held **on March 31, 2021**.

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 Ordinary General Meeting of the Company which will be held **on March 31, 2021**. 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 March 31<sup>th</sup>, 2021**

**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**

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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 March 31<sup>th</sup>, 2021**

**on approval of the agenda**

§1

The Ordinary 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**

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Casting a vote: \*

- |    |                                    |   |
|----|------------------------------------|---|
| 1) | <input type="checkbox"/> FOR       | No. of Shares: _____<br>No. of Votes: _____ |
| 2) | <input type="checkbox"/> AGAINST   | No. of Shares: _____<br>No. of Votes: _____ |
|    | <input type="checkbox"/> OBJECTION |   |
| 3) | <input type="checkbox"/> ABSTAIN   | No. of Shares: _____<br>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 Mysłowice  
dated March 31<sup>th</sup>, 2021**

**on approval of the separate financial statements of Stalexport  
Autostrady S.A. for the financial year 2020**

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 para. 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 the financial year 2020 including:

- a) **separate statement of financial position prepared as at December 31, 2020**, showing assets and liabilities in amount of **PLN 422,354,618.65** (say: four hundred twenty two million three hundred fifty four thousand six hundred eighteen zlotys sixty five groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2020 to December 31, 2020**, showing net profit in amount of **PLN 157,576,635.44** (say: one hundred fifty seven million five hundred seventy six thousand six hundred thirty five zlotys forty four groszy) and total comprehensive income of **PLN 157,434,485.26** (say: one hundred fifty seven million four hundred thirty four thousand four hundred eighty five zlotys twenty six groszy),
- c) **separate statement of changes in equity for the period from January 1, 2020 to December 31, 2020**, showing an increase of equity by the amount of **PLN 145,071,384.11** (say: one hundred forty five million seventy one thousand three hundred eighty four zlotys eleven groszy),
- d) **separate statement of cash flows for the period from January 1, 2020 to December 31, 2020**, showing a decrease in cash by the amount of **PLN 53,693,659.47** (say: fifty three million six hundred ninety three thousand six hundred fifty nine zlotys forty seven 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**

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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. 4  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated March 31<sup>th</sup>, 2021**

**on approval of the consolidated financial statements of the Capital Group of Stalexport Autostrady S.A. for the  
financial year 2020**

§1

According to art. 395 §5 of Commercial Companies Code and §24 para. 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 the financial year 2020**, including:

- a) **consolidated statement of financial position prepared as at December 31, 2020**, showing assets and liabilities in amount of **PLN 1,432,221 thousand** (say: one billion four hundred thirty two million two hundred twenty one thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from January 1, 2020 to December 31, 2020**, showing net profit in amount of **PLN 91,456 thousand** (say: ninety one million four hundred fifty six thousand zlotys) and total comprehensive income of **PLN 91,206 thousand** (say: ninety one million two hundred six thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2020 to December 31, 2020**, showing an increase in equity by the amount of **PLN 70,115 thousand** (say: seventy million one hundred fifteen thousand zlotys)
- d) **consolidated statement of cash flows for the period from January 1, 2020 to December 31, 2020**, showing a decrease in cash by the amount of **PLN 143,005 thousand** (say: one hundred forty three million, five 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**

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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 March 31<sup>th</sup>, 2021**

**on approval of Report of the Management Board on the activities of the Company and of the Stalexport Autostrady  
S.A. Group in 2020**

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 para. 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 Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group in 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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Casting a vote: \*

- |    |                                    |   |
|----|------------------------------------|---|
| 1) | <input type="checkbox"/> FOR       | No. of Shares: _____<br>No. of Votes: _____ |
| 2) | <input type="checkbox"/> AGAINST   | No. of Shares: _____<br>No. of Votes: _____ |
|    | <input type="checkbox"/> OBJECTION |   |
| 3) | <input type="checkbox"/> ABSTAIN   | No. of Shares: _____<br>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 Mysłowice  
dated March 31<sup>th</sup>, 2021**

**on distribution of net profit for the financial year 2020, payment of the dividend, setting out dividend day and the date for the payment of the dividend**

§1

According to art. 395 §2 item 2, 396 §5, 348 §1 and 1 of Commercial Company Code and §24 para. 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 the financial year 2020 in amount of **PLN 157,576,635.44** (say: one hundred fifty seven million five hundred seventy six thousand six hundred thirty five zlotys forty four groszy) in total for payment of dividend.

§2

According to art. 348 §2 and 396 §5 of Commercial Companies Code the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice decides to pay dividend to Company's shareholders in the total amount of **PLN 158,247,694.72** (say: one hundred fifty eight million two hundred forty seven thousand six hundred ninety four zlotys and seventy two groszy), which means that the dividend shall amount to **PLN 0.64 (say: sixty four groszy)** per one share, whereas the amount of payable dividend consists of:

1. funds from distribution of net profit for the financial year 2020 in the amount of **PLN 157,576,635.44** (say: one hundred fifty seven million five hundred seventy six thousand six hundred thirty five zlotys forty four groszy),
2. funds accumulated on retained earnings derived from the profit generated by the Company in previous years, in the amount of **PLN 671,059.28** (say: six hundred seventy one thousand fifty nine zlotys, twenty eight groszy).

§3

The Ordinary General Meeting of Stalexport Autostrady S.A. pursuant to art. 348 §3 of Commercial Companies Code and §28 paragraph 2 of the Statutes of the Company hereby resolves that dividend day shall be fixed on **9 April 2021** and the dividend payment day shall be on **20 April 2021**.

§4

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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Casting a vote: \*

- |    |  |   |
|----|--|---|
| 1) | <input type="checkbox"/> FOR   | No. of Shares: _____<br>No. of Votes: _____ |
| 2) | <input type="checkbox"/> AGAINST<br><input type="checkbox"/> OBJECTION | No. of Shares: _____<br>No. of Votes: _____ |
| 3) | <input type="checkbox"/> ABSTAIN                                       | No. of Shares: _____<br>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 March 31<sup>th</sup>, 2021**

**on granting discharge to the President of the Management Board, Mr. Emil Wąsacz  
for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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 entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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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 Mysłowice**  
**dated March 31<sup>th</sup>, 2021**

**on granting discharge to the Vice-President of the Management Board, Mr. Mariusz Serwa for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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 entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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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 March 31<sup>th</sup>, 2021**

**on granting discharge to the member of the Supervisory Board, Mr. Stefano Bonomolo**  
**for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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 Bonomolo**, for the entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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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 March 31<sup>th</sup>, 2021**

**on granting discharge to the member of the Supervisory Board, Mr. Nicola Bruno  
for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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. **Nicola Bruno**, for the entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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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 March 31<sup>th</sup>, 2021**

**on granting discharge to the member of the Supervisory Board, Mr. Massimo Di Casola for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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 Di Casola**, for the entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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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 March 31<sup>th</sup>, 2021**

**on granting discharge to the member of the Supervisory Board, Mr. Tomasz Dobrowolski**  
**for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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. **Tomasz Dobrowolski**, for the entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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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 March 31<sup>th</sup>, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Flavio Ferrari for the performance of his duties**  
**in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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 entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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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 March 31<sup>th</sup>, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Aleksander Galos  
for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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 entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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Casting a vote: \*

- |    |                                    |   |
|----|------------------------------------|---|
| 1) | <input type="checkbox"/> FOR       | No. of Shares: _____<br>No. of Votes: _____ |
| 2) | <input type="checkbox"/> AGAINST   | No. of Shares: _____<br>No. of Votes: _____ |
|    | <input type="checkbox"/> OBJECTION |   |
| 3) | <input type="checkbox"/> ABSTAIN   | No. of Shares: _____<br>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 March 31<sup>th</sup>, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Andrzej Kaczmarek**  
**for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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. **Andrzej Kaczmarek** for the performance of his duties for the entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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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 March 31<sup>th</sup>, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Roberto Mengucci  
for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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 entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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Casting a vote: \*

- |    |                                    |   |
|----|------------------------------------|---|
| 1) | <input type="checkbox"/> FOR       | No. of Shares: _____<br>No. of Votes: _____ |
| 2) | <input type="checkbox"/> AGAINST   | No. of Shares: _____<br>No. of Votes: _____ |
|    | <input type="checkbox"/> OBJECTION |   |
| 3) | <input type="checkbox"/> ABSTAIN   | No. of Shares: _____<br>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 March 31<sup>th</sup>, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Marco Pace for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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 entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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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 March 31<sup>th</sup>, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Krzysztof Rogala for the performance of his  
duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 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. **Krzysztof Rogala**, for the performance of his duties for the entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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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 Myslowice  
dated March 31<sup>th</sup>, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Stefano Rossi  
for the performance of his duties in the financial year 2020**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice grants discharge to the Member of the Supervisory Board, Mr. **Stefano Rossi**, for the performance of his duties for the entire term of office in the financial year 2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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Casting a vote: \*

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

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

**Resolution No. 20  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered office in Mysłowice  
dated March 31<sup>th</sup>, 2021**

**issuing an opinion on the "Report on remuneration of the members of the Management Board and the Supervisory Board of Stalexport Autostrady S.A." covering years 2019-2020**

§1

According to the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice has considered and positively assessed the "Report on the remuneration of members of the Management Board and Supervisory Board of Stalexport Autostrady S.A." covering years 2019-2020.

§2

The resolution comes into force on the moment of its adoption.

**SHAREHOLDERS INSTRUCTIONS FOR PROXY**

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Casting a vote: \*

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

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

\_\_\_\_\_  
**(Shareholder's signature)**