

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 April 4, 2023**.

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 April 4, 2023**. 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 office in Mysłowice
of 04 April 2023**

on the election of the Chairperson of the Ordinary General Meeting

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice elects Mr./Ms. _____ as Chairperson of the Ordinary 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:	_____
		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. 2
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

on the approval of the agenda

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice 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 Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

**on the approval of the Report of the Supervisory Board of
Stalexport Autostrady S.A. for the financial year 2022**

§1

Pursuant to art. 395 §5 and 382 § 3 point 3 of the Commercial Companies Code the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice approves the Report of the Supervisory Board of Stalexport Autostrady for the financial year 2022.

§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. 4
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

on the approval of the separate financial statements of Stalexport Autostrady S.A. for the financial year 2022

§1

Pursuant to Article 395 § 2(1) of the Commercial Companies Code and to § 24(1)(1) of the Company's Articles of Association, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice has examined and approves the separate financial statements of the Company for the financial year 2022, including the following items:

- a) **separate statement of financial position as at 31 December 2022**, showing a total balance of assets and liabilities in the amount of **PLN 311,975,118.72** (three hundred eleven million nine hundred seventy-five thousand one hundred eighteen zlotys seventy-two groszy),
- b) **separate statement of comprehensive income for the period from 01 January 2022 to 31 December 2022**, showing a net profit of **PLN 48,977,202.72** (forty-eight million nine hundred seventy-seven thousand two hundred two zlotys seventy-two groszy) and total comprehensive income of **PLN 48,958,002.09** (forty-eight million nine hundred fifty-eight thousand two zlotys nine groszy),
- c) **separate statement of changes in equity for the period from 01 January 2022 to 31 December 2022**, showing a decrease in equity by the amount of **PLN 10,384,883.43** (ten million three hundred eighty-four thousand eight hundred eighty-three zlotys forty-three groszy),
- d) **separate statement of cash flows for the period from 01 January 2022 to 31 December 2022**, showing a decrease in cash by the amount of **PLN 9,293,437.42** (nine million two hundred ninety-three thousand four hundred thirty-seven zlotys forty-two groszy),
- e) **notes** to the separate financial statements including information about the accounting policy adopted and other explanatory information.

§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. 5
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023

on the approval of the consolidated financial statements of the Stalexport Autostrady S.A. Group for the financial year 2022

§1

Pursuant to Article 395 § 5 of the Commercial Companies Code and to § 24(1)(6) of the Company's Articles of Association, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice has examined and approves the **consolidated financial statements of the Stalexport Autostrady S.A. Group for the financial year 2022**, including the following items:

- a) **consolidated statement of financial position as at 31 December 2022**, showing a total balance of assets and liabilities in the amount of **PLN 1,430,877 thousand** (one billion four hundred thirty million eight hundred seventy-seven thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from 01 January 2022 to 31 December 2022**, showing a total net profit of **PLN 85,669 thousand** (eighty-five million six hundred sixty-nine thousand zlotys) and a total comprehensive income of **PLN 85,776 thousand** (eighty-five million seven hundred seventy-six thousand zlotys),
- c) **consolidated statement of changes in equity for the period from 01 January 2022 to 31 December 2022**, showing an increase in equity by the amount of **PLN 21,565 thousand** (twenty-one million five hundred sixty-five thousand zlotys),
- d) **consolidated statement of cash flows for the period from 01 January 2022 to 31 December 2022**, showing an increase in cash by the amount of **PLN 8,321 thousand** (eight million three hundred twenty-one thousand zlotys),
- e) **notes** to the consolidated financial statements including information about the accounting policy adopted and other explanatory information.

§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. 6
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023

on the approval of the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2022

§1

Pursuant to Article 395 § 2(1) the Commercial Companies Code and to § 24(1)(6) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice has examined and approves the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2022.

§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. 7
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

on distribution of the net profit for the financial year 2022, dividend payment, fixing the dividend date and the dividend payment date

§1

Pursuant to Article 395 § 2(2), Article 396 § 5, Article 348 § 1 and § 4 of the Code of Commercial Companies and Partnerships and to § 24(1)(2) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice decides to allocate net profit for the financial year 2022 in amount of **PLN 48,977,202.72** (forty-eight million nine hundred seventy-seven thousand two hundred two zlotys seventy-two groszy) **in total for payment of dividend.**

§2

Pursuant to Article 348 § 1 and to Article 396 § 5 of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice **decides to pay dividend to Company's shareholders in the total amount of PLN 49,452,404.60** (say: forty nine million four hundred fifty two thousand four hundred four zlotys and sixty groszy), which means that the dividend shall amount to **PLN 0.20** (say: twenty groszy) per one share, whereas the amount of payable dividend consists of:

- a) funds from distribution of net profit for the financial year 2022 in the amount of **PLN 48,977,202.72** (say: forty eight million nine hundred seventy seven thousand two hundred two zlotys seventy two groszy),
- b) funds accumulated on retained earnings derived from the profit generated by the Company in previous years, in the amount of **PLN 11,234.78** (say: eleven thousand two hundred thirty four zlotys seventy eight groszy),
- c) funds accumulated on supplementary capital in the amount of **PLN 463,967.10** (say: four hundred sixty three thousand nine hundred sixty seven zlotys ten groszy).

§3

Pursuant to Article 348 § 3 and § 5 of the Code of Commercial Companies and Partnerships and to § 28(2) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. sets **13 April 2023** as the dividend date and **25 April 2023** as the dividend payment date.

§4

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. 8
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

**on granting discharge to the President of the Management Board Mr. Emil Wąsacz, acknowledging the performance
of his duties in the financial year 2022**

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants discharge to the President of the Management Board **Mr. Emil Wąsacz**, acknowledging the performance of his duties for the whole time in office in the financial year 2022.

§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. 9
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

**on granting discharge to the Vice-President of the Management Board Mr. Mariusz Serwa, acknowledging the
performance of his duties in the financial year 2022**

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants the discharge to the Vice-President of the Management Board **Mr. Mariusz Serwa**, acknowledging the performance of his duties for the whole time in office in the financial year 2022.

§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. 10
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

**on granting discharge to the member of the Supervisory Board Mr. Stefano Bonomolo, acknowledging the
performance of his duties in the financial year 2022**

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants the discharge to the member of the Supervisory Board **Mr. Stefano Bonomolo**, acknowledging the performance of his duties for the whole time in office in the financial year 2022.

§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. 11
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

**on granting discharge to the member of the Supervisory Board Mr. Nicola Bruno, acknowledging the performance of
his duties in the financial year 2022**

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants discharge to the member of the Supervisory Board **Mr. Nicola Bruno**, acknowledging the performance of his duties for the whole time in office in the financial year 2022.

§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. 12
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023

on granting discharge to the member of the Supervisory Board Mr. Massimo Di Casola, acknowledging the performance of his duties in the financial year 2022

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants the discharge to the member of the Supervisory Board **Mr. Massimo Di Casola**, acknowledging the performance of his duties for the whole time in office in the financial year 2022.

§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. 13
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023

on granting discharge to the member of the Supervisory Board Mr. Tomasz Dobrowolski, acknowledging the performance of his duties in the financial year 2022

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants the discharge to the member of the Supervisory Board **Mr. Tomasz Dobrowolski**, acknowledging the performance of his duties for the whole time in office in the financial year 2022.

§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. 14
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023

on granting discharge to the member of the Supervisory Board Mr. Marco Stocchi Grava, acknowledging the performance of his duties in the financial year 2022

§1

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies and Partnerships and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants the discharge to the member of the Supervisory Board **Mr. Marco Stocchi Grava**, acknowledging the performance of his duties for the whole time in office in the financial year 2022.

§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. 15
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023

on granting discharge to the member of the Supervisory Board Mr. Andrzej Kaczmarek, acknowledging the performance of his duties in the financial year 2022

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants the discharge by the member of the Supervisory Board **Mr. Andrzej Kaczmarek**, acknowledging the performance of his duties for the whole time in office in the financial year 2022.

§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. 16
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

**on granting discharge to the member of the Supervisory Board Mr. Andrzej Kaczmarek, acknowledging the
performance of his duties in the financial year 2022**

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants the discharge by the member of the Supervisory Board **Mr. Andrzej Kaczmarek**, acknowledging the performance of his duties for the whole time in office in the financial year 2022.

§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. 17
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

**on granting discharge to the member of the Supervisory Board Mr. Roberto Mengucci, acknowledging the
performance of his duties in the financial year 2022**

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants the discharge to the member of the Supervisory Board **Mr. Roberto Mengucci**, acknowledging of the performance of his duties for the whole time in office in the financial year 2022.

§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. 18
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

on issuing of opinion concerning the "Report on remuneration of the members of the Management Board and of the Supervisory Board of Stalexport Autostrady S.A. in the financial year 2022"

§1

Pursuant to Article 90g(6) of the Act of 29 July 2005 on public offering, on the conditions governing the introduction of financial instruments to organised trading, and on public companies, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice has examined and evaluated positively the "Report on the remuneration of the members of the Management Board and of the Supervisory Board of Stalexport Autostrady S.A. in the financial year 2022" accepted by the Supervisory Board.

§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. 19
of the Ordinary General Meeting of Shareholders
Stalexport Autostrady S.A. with its registered office in Mysłowice
dated 4 April 2023

on: amendment to the Statutes of Stalexport Autostrady S.A. with its registered office in Mysłowice.

§ 1

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 24 clause 1 item 7 of the Company's Articles of Association, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice resolves to amend the Company's Statutes so that:

1. § Paragraph 10.3 of the Statutes shall have the following new wording:

"The members of the Management Board shall be appointed for a joint term of three years and their terms of office shall expire no later than on the date of the General Meeting approving the financial statements for the last full financial year in which they served as members of the Management Board."

2. §10.4 of the Company's Statutes shall have the new following wording:

"The term of office of the members of the Management Board is calculated in full financial years. Reappointment of the same person as a member of the Management Board is permitted, but not earlier than one year before the expiry of the current term of office".

3. §11.5 of the Company's Statutes shall have the following new wording:

"Management board resolutions are minuted. The minutes should include the agenda of the meeting, the names of the Management Board members participating in the vote and the number of votes cast for each resolution. The minutes shall also indicate the dissenting opinion of the member of the Management Board and the reasons for it, if any. The minutes shall be signed by at least the member of the Management Board chairing the meeting or managing the vote."

4. §14.2 of the Company's Statutes shall have the following new wording:

"The term of office of the Supervisory Board is three years. The term of office is calculated in full financial years. The terms of office of the members of the Supervisory Board shall expire on the date of the General Meeting approving the financial statements for the last full financial year in which they served as members of the Supervisory Board."

5. §15.1 of the Company's Statutes shall have the following new wording:

"The Supervisory Board shall elect a Chairman of the Supervisory Board, a Deputy Chairman of the Supervisory Board and a Secretary at its first meeting and shall hold a by-election at its next meeting if necessary."

6. §15.3 of the Company's Statutes shall have the following new wording:

"The Supervisory Board may dismiss the Chairperson, the Deputy Chairperson or the Secretary of the Board."

7. §16.1 of the Company's Statutes shall have the following new wording:

"Meetings of the Supervisory Board should be convened as required, but at least once in each quarter of the financial year."

8. A new paragraph 5 is added to § 17 of the Statutes with the following wording:

"Resolutions may only be passed on matters included in the agenda of the meeting, unless all members of the Supervisory Board are present at the meeting and agree to supplement the agenda and to vote on a matter not previously included in the agenda."

9. A new paragraph 6 is added to § 17 of the Statutes with the following wording:

"The performance by the board of directors of the disclosure obligations set out in Article 3801 § 1 and 2 of the Code of Commercial Companies is excluded. The Supervisory Board is authorised, by means of a resolution, to determine the rules for the provision of information to the Supervisory Board by the Management Board."

10. §18.2.3 of the Company's Statutes shall have the following new wording:

"preparing and submitting to the general meeting an annual written report for the previous financial year (report of the supervisory board) in accordance with Article 382 § 31 of the Code of Commercial Companies."

11. §18.3.2 of the Company's Statutes shall have the following new wording:

"appointment and dismissal of individual or all members of the Management Board".

12. §18.3.5 of the Company's Statutes shall have the following new wording:

"to suspend, for valid reasons, individual or all members of the Management Board."

13. §19.1 of the Company's Statutes shall have the following new wording:

"The Supervisory Board shall perform its duties collectively but may delegate its members to carry out specific supervisory activities independently, and may establish ad hoc or standing committees, consisting of members of the Supervisory Board, to carry out specific supervisory activities (Supervisory Board Committee)."

§ 2

The Ordinary General Meeting authorises the Supervisory Board to determine the consolidated text of the amended Articles of Association.

§ 3

The resolution on amending the Company's Statutes comes into force as of the date of its adoption, with the proviso, however, that the legal effect of amending the Statutes takes effect as of the date of the decision of the competent Registry Court on entering the amendments of the Statutes in the Register of Entrepreneurs of the National Court Register.

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. 20
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023**

on supplementing the composition of the Supervisory Board of Stalexport Autostrady S.A.

§1

Pursuant to Article 385 § 1 of the Commercial Companies Code and to § 24(1)(11) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice appoints Mr./Ms. _____ as a member of the Supervisory Board of Stalexport Autostrady S.A.

§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. 21
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated 04 April 2023**

**on amendment of the Remuneration policy of members of the Management Board and the Supervisory Board of
Stalexport Autostrady S.A.**

§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 Ordinary 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 adoption of the consolidated text of the Remuneration Policy in the wording contained in the annex 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: _____ |
| | | 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. 22
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 04 April 2023

on changing the principles of remuneration for the members of the Supervisory Board

§1

Pursuant to Article 392(§1) of the Commercial Companies Code, §24(1)(12) of the Company's Statutes and §5 (3-5) of the Remuneration policy of members of the Management Board and the Supervisory Board of Stalexport Autostrady S.A., the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice shall set forth the following principles of remuneration for the members of the Supervisory Board:

- 1) members of the Supervisory Board, who don't fulfill the criteria of independence defined in the Statutes of the Company or in the Regulations of the Supervisory Board of the Company will not receive the remuneration for the performed duties;
- 2) members of the Supervisory Board, fulfilling the criteria of independence defined in the Statutes of the Company or in the Regulations of the Supervisory Board of the Company shall receive monthly remuneration equal to 14.000 PLN (say: fourteen thousand zlotys).

§2

Resolution No. 20 of the Ordinary General Meeting of the Company dated 19 June 2020 changing the principles of remuneration for the members of the Supervisory Board shall be repealed.

§3

The resolution shall enter 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

(Shareholder's signature)