

PROXY FORM

for the Extraordinary General Meeting of Stalexport Autostrady S.A. (hereinafter referred to as: „**Company**”) with its registered office in Mysłowice, which will be held **on January 26, 2018**.

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 Extraordinary General Meeting of the Company which will be held **on January 26, 2018**. The Management Board notes that these drafts may differ from the resolutions voted directly at the Extraordinary General Meeting of the Company and recommends instructing Proxy about how to proceed in such case.

On the pages concerning the voting on particular resolutions there's a place for instructions on how the Proxy shall vote on behalf of the Shareholder, as well as brackets on which the Proxy should mark the type of vote and possible objection in case of voting against the resolution in particular matter.

In order to vote or object the Shareholder/Proxy shall mark the appropriate bracket in the column.

If the proxy votes differently from different stocks within the represented block of shares during particular ballot, then he should enter, in appropriate bracket, how many votes his stocks represent in the particular voting. He should also provide information on the actual number of shares.

Incorrectly filled form or submitted by the Proxy with unmarked fields explicitly specifying the type and number of votes will not be taken into consideration in the results of the vote.

Compliance with the content of voting instructions provided by the Shareholder will not be verified.

The form, after filling in by the Shareholder granting power of attorney, in case of open voting on 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 Extraordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated January 26th, 2018**

on election of the Chairman of the Extraordinary General Meeting

§1

The Extraordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered seat in Mysłowice, elects Mr./Mrs. as the Chairman of the Extraordinary General Meeting.

§2

The resolution shall come 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. 2
of the Extraordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated January 26th, 2018

on decision not to appoint the Scrutinisers

§1

The Extraordinary General Meeting of Stalexport Autostrady Joint Stock Company 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 Extraordinary General Meeting to sign the printed results of the voting.

§2

The resolution shall come 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 Extraordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated January 26th, 2018**

on approval of the agenda

§1

The Extraordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered seat in Mysłowice, approves the agenda as disclosed in the announcement of the convocation of the Extraordinary General Meeting.

§2

The resolution shall come into force on the moment of its adoption.

SHAREHOLDERS INSTRUCTIONS FOR PROXY

Casting a vote: *

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

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

Resolution No. 4
of the Extraordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated January 26th, 2018

on determination of the number of members of the Supervisory Board of its ninth term of office

§ 1

According to art. 385 §1 of the Commercial companies code and §24 section 1 item 11 of the Company's Statutes, the Extraordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered seat in Mysłowice decides that the Supervisory Board of the ninth term of office will be composed of ... (.....) members.

§ 2

The resolution shall come 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 Extraordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated January 26th, 2018

on appointment a member of the Supervisory Board of its ninth term of office

§ 1

According to art. 385 §1 of the Commercial companies code and §24 section 1 item 11 of the Company's Statutes, the Extraordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered seat in Myslowice decides to appoint Mr./Mrs. _____ as the member of the Supervisory Board of its ninth term of office.

§ 2

The resolution shall come 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 Extraordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated January 26th, 2018**

on amendment of the Statutes of the Company

§1

According to art. 430 §1 of Commercial Companies Code and §24 section 1 item 7 of the Statutes of the Company, the Extraordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, decides to amend the Statutes of the Company as follows:

1. § 11.2.5 of the Company's Statutes is deleted

2. new item 3 is added to § 16 of the Company's Statutes of the following wording:

"3. If the Chairman of the Supervisory Board or his deputy does not convene a meeting in accordance with section 2, the applicant may call it independently, indicating the date, place and proposed agenda. "

3. § 18.3.8 of the Company's Statutes is replaced by the following:

"8) to select an audit firm to audit financial statements,"

§2

The Extraordinary General Meeting authorizes the Supervisory Board to agree the consolidated text of the amended Statutes.

§3

The resolution on amendment of the Statutes of the Company shall come into force on the day of its adoption, provided however, that the legal result of amendments of the Statutes follows with the moment of issuing a decision of the relevant Registration Court upon registration of Statutes` amendments 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: _____ |
| | <input type="checkbox"/> OBJECTION | No. of Votes: _____ |
| 3) | <input type="checkbox"/> ABSTAIN | No. of Shares: _____ |
| | | No. of Votes: _____ |

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

(Shareholders signature)