

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 14, 2016.

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 14, 2016. 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 14, 2016**

on the election of the Chairman of the Ordinary General Meeting

§1

The Ordinary General Meeting of Stalexport Autostrady Joint Stock Company 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 day of its passing.

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. 2
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 14, 2016**

on decision not to appoint the Scrutinisers

§1

The Ordinary 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 Ordinary General Meeting to sign the printed results of the voting.

§2

The resolution comes into force on the day of its passing.

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 Mysłowice
dated April 14, 2016**

on the approval of the agenda

§1

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

§2

The resolution comes into force on the day of its passing.

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. 4
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated April 14, 2016**

***on the approval of Management Board Report on the activities of the Company
for the turnover year 2015***

§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 Joint Stock Company with its registered seat in Mysłówice, has considered and approves the Management Board Report on the activities of the Company for the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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 Myslowice
dated April 14, 2016**

***on the approval of separate financial statements of Stalexport Autostrady S.A.
for the turnover year 2015***

§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 Joint Stock Company with its registered seat in Myslowice, has considered and approves the separate financial statements of the Company for the turnover year 2015 including:

- a) **separate statement of financial position prepared as at December 31, 2015**, showing assets and liabilities amount of 211,089,848.64 zlotys (say: two hundred eleven million eighty nine thousand eight hundred forty eight zlotys 64 groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2015 to December 31, 2015** showing net profit amount of 5,114,001.88 zł (say: five million one hundred fourteen thousand one zloty 88 groszy) and total comprehensive income of 5,118,103.61 zlotys (say: five million one hundred eighteen thousand one hundred three zlotys 61 groszy),
- c) **separate statement of changes in equity for the period from January 1, 2015 to December 31, 2015** showing an increase of equity by the amount of 5,118,103.61 zlotys (say: five million one hundred eighteen thousand one hundred three zlotys 61 groszy),
- d) **separate statement of cash flows for the period from January 1, 2015 to December 31, 2015** showing an increase in cash the amount to 6,369,910.26 zlotys (say: six million three hundred and sixty nine thousand nine hundred and ten zlotys 26 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 day of its passing.

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. 6
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated April 14, 2016**

***on the approval of Management Board Report on the activities of Capital Group of
Stalexport Autostrady S.A. for the turnover year 2015***

§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 Joint Stock Company with its registered seat in Mysłówice, has considered and approves the Management Board Report on the activities of Capital Group of Stalexport Autostrady S.A. for the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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 14, 2016**

***on the approval of consolidated financial statements of Capital Group of Stalexport Autostrady S.A.
for the turnover year 2015***

§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 Joint Stock Company with its registered seat in Mysłowice, has considered and approves **the consolidated financial statements of Stalexport Autostrady S.A. Capital Group for the turnover year 2015**, which includes:

- a) **consolidated statement of financial position prepared as at December 31, 2015** showing assets and liabilities amount of 1,375,297 thousand zlotys (say: one billion three hundred and seventy five million two hundred and ninety seven thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from January 1, 2015 to December 31, 2015** showing net profit amount of 119,410 thousand zlotys (say: one hundred nineteen million four hundred and ten thousand zlotys) and total comprehensive income of 123,117 thousand zlotys (say: one hundred twenty three million one hundred and seventeen thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2015 to December 31, 2015** showing an increase in equity by the amount of 118,171 thousand zlotys (say: one hundred eighteen million and one hundred seventy one thousand zlotys),
- d) **consolidated statement of cash flows for the period from January 1, 2015 to December 31, 2015** showing an increase in cash in the amount of 20,750 thousand zlotys (say: twenty million seven hundred fifty 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 day of its passing.

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. 8
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 14, 2016**

on apportionment of net profit for the turnover year 2015

§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 Autostrady Joint Stock Company with its registered seat in Mysłowice, decides to apportion net profit for the turnover year 2015 in amount of **5,114,001.88 zlotys** (say: five million one hundred fourteen thousand one zloty 88 groszy) in total to the supplementary capital of the Company.

§2

The resolution comes into force on the day of its passing.

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. 9
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 14, 2016**

***on granting the discharge to Mr. Emil Wąsacz, the President of the Management Board,
for the performance of his duties in the turnover year 2015***

§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 Joint Stock Company. with its registered seat in Mysłowice, grants the discharge to Mr. Emil Wąsacz, the President of the Management Board, for the performance of his duties for the whole period of the term of office in the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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 14, 2016**

***on granting the discharge to Mr. Mariusz Serwa, the Vice President of the Management Board,
for the performance of his duties in the turnover year 2015***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 section 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered seat in Mysłowice, grants the discharge to Mr. Mariusz Serwa, the Vice President of the Management Board, for the performance of his duties for the whole period of the term of office in the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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 seat in Mysłowice
dated April 14, 2016**

***on granting the discharge to Mr. Nicoló Caffo, the member of the Supervisory Board,
for the performance of his duties in the turnover year 2015***

§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 Joint Stock Company with its registered seat in Mysłowice, grants the discharge to Mr. Nicoló Caffo, the member of the Supervisory Board, for the performance of his duties for the whole period of the term of office in the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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. 12
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 14, 2016**

***on granting the discharge to Mr. Michelangelo Damasco, the member of the Supervisory Board,
for the performance of his duties in the turnover year 2015***

§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 Joint Stock Company with its registered seat in Mysłowice, grants the discharge to Mr. Michelangelo Damasco, the member of the Supervisory Board, for the performance of his duties for the whole period of the term of office in the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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 14, 2016**

***on granting the discharge to Mr. Aleksander Galos, the member of the Supervisory Board,
for the performance of his duties in the turnover year 2015***

§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 Joint Stock Company with its registered seat in Mysłowice, grants the discharge to Mr. Aleksander Galos, the member of the Supervisory Board, for the performance of his duties for the whole period of the term of office in the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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 seat in Mysłowice
dated April 14, 2016**

***on granting the discharge to Mr. Costantino Ivoi, the Member of the Supervisory Board,
for the performance of his duties in the turnover year 2015***

§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 Joint Stock Company with its registered seat in Mysłowice, grants the discharge to Mr. Costantino Ivoi, the member of the Supervisory Board, for the performance of his duties for the whole period of the term of office in the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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 14, 2016**

***on granting the discharge to Mr. Pietro La Barbera, the Member of the Supervisory Board,
for the performance of his duties in the turnover year 2015***

§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 Joint Stock Company with its registered seat in Mysłowice, grants the discharge to Mr. Pietro La Barbera, the member of the Supervisory Board, for the performance of his duties for the whole period of the term of office in the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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. 16
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 14, 2016**

***on granting the discharge to Mr. Roberto Mengucci the member of the Supervisory Board,
for the performance of his duties in the turnover year 2015***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 3 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered seat in Mysłowice, grants the discharge to Mr. Roberto Mengucci, the member of the Supervisory Board, for the performance of his duties for the whole period of the term of office in the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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 seat in Mysłowice
dated April 14, 2016**

***on granting the discharge to Mr. Tadeusz Włudyka, the member of the Supervisory Board,
for the performance of his duties in the turnover year 2015***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 3 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered seat in Mysłowice, grants the discharge to Mr. Tadeusz Włudyka, the member of the Supervisory Board, for the performance of his duties for the whole period of the term of office in the turnover year 2015.

§2

The resolution comes into force on the day of its passing.

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 seat in Mysłowice
dated April 14, 2016**

on amendments of the Statutes of the Company

§1

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

1. § 14.6 of the Company's Statutes:

“At least two members of the Supervisory Board shall be independent, not bound by any relationships which may significantly impact their ability to make unbiased decisions”.

2. § 14.7 of the Company's Statutes:

“Independence criteria for members of the Supervisory Board and other related issues will be discussed in detail in the Regulations of the Supervisory Board”.

3. § 18.3. 13 of the Company Statutes:

“13) examine and give an opinion on proposed subjects of General Meeting resolutions, specifically on draft resolutions presented by the Management Board to General Meetings”.

4. New item 19 added to § 18.3 of the Company's Statutes:

“19) Granting consent to members of the Management Board for them to be appointed to management or supervisory boards of Companies outside the Company’s capital group”.

§2

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

§3

The resolution to amend the Statutes of the Company shall come into force on the day of its passing, provided however, that the legal result of amendments in Statutes follows with moment of issuing a decision of the relevant Registration Court to register Statutes changes in the National Court Register.

SHAREHOLDERS INSTRUCTIONS FOR PROXY

Casting a vote: *

- 1) FOR
No. of Shares: _____
No. of Votes: _____

- 2) AGAINST
No. of Shares: _____
No. of Votes: _____
 OBJECTION

- 3) 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 14, 2016**

on change of the rules of remunerations of the Supervisory Board's members

§1

According to art. 392 § 1 of Commercial Companies Code and §24 passage 1 item 12 of the Company's Statutes, Ordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered office in Mysłowice, establishes the following rules of remunerations for 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 will not receive the remuneration for the performed duties;
- 2) members of the Supervisory Board, fulfilling the criteria of independence will receive the remuneration depending on the performed function amounting to:
 - a) President of the Supervisory Board, Deputy Chairman of the Supervisory Board and Secretary of the Supervisory Board receives the monthly remuneration amounting to 3,167 zloty gross (say: three thousand one hundred sixty seven zloty);
 - b) the other members of the Supervisory Board receive the monthly remuneration amounting to 2,667 zloty gross (say: two thousand six hundred sixty seven zloty).

§2

The resolution No. 23 of Ordinary General Meeting of the Company convened on 30 March 2010 on determination of the rules of remuneration of the Supervisory Board becomes invalid.

§3

The resolution enters into force on day of its passing.

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. 20
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 14, 2016**

on determining the number of members of the Supervisory Board of the IXth 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 Ordinary General Meeting decides that the Supervisory Board of the ninth term of office will be composed of ___ (_____) members.

§ 2

The resolution comes into force on the day of its passing.

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. 21
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 14, 2016**

on appointment a member of the Supervisory Board of the IXth 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 Ordinary General Meeting decides to appoint Mr./Mrs. _____ as the member of the Supervisory Board of the ninth term of office.

§ 2

The resolution comes into force on the day of its passing.

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)