

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 13, 2017**.

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 13, 2017**. 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 13, 2017**

on 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. 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 | No. of Shares: | _____ |
| | <input type="checkbox"/> OBJECTION | No. of Votes: | _____ |
| 3) | <input type="checkbox"/> ABSTAIN | No. of Shares: | _____ |
| | | No. of Votes: | _____ |

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

Resolution No. 2
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 13, 2017

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 13, 2017**

on 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 OGM.

§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. 4
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 13, 2017**

on approval of Management Board Report on the activities of the Company for turnover year 2016

§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 Mysłowice, has considered and approves the Management Board Report on the activities of the Company for turnover year 2016.

§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 Mysłowice
dated April 13, 2017**

***on approval of the separate financial statements of Stalexport
Autostrady S.A. for turnover year 2016***

§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 Mysłowice, has considered and approves the separate financial statements of the Company for turnover year 2016 including:

- a) **separate statement of financial position prepared as at December 31, 2016**, showing assets and liabilities amount of 389.670.641,17 zlotys (say: three hundred eighty nine million six hundred seventy thousand six hundred forty one zlotys seventeen groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2016 to December 31, 2016** showing net profit amount of 180.747.149,87 zlotys (say: one hundred eighty million seven hundred forty seven thousand one hundred forty nine zlotys eighty seven groszy) and total comprehensive income of 180.749.279,27 zlotys (say: one hundred eighty million seven hundred forty nine thousand two hundred seventy nine zlotys twenty seven groszy),
- c) **separate statement of changes in equity for the period from January 1, 2016 to December 31, 2016** showing an increase of equity by the amount of 180.749.279,27 zlotys (say: one hundred eighty million seven hundred forty nine thousand two hundred seventy nine zlotys twenty seven groszy),
- d) **separate statement of cash flows for the period from January 1, 2016 to December 31, 2016** showing an increase in cash by the amount of 178.732.184,08 zlotys (say: one hundred seventy eight million seven hundred thirty two thousand one hundred eighty four zlotys eight groszy),
- e) notes to the separate financial statements comprising a summary of significant accounting policies and other explanatory information.

§2

The resolution comes into force on the 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 Myslowice
dated April 13, 2017**

***on approval of Management Board Report on the activities of Capital Group of Stalexport Autostrady
S.A. for turnover year 2016***

§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 Myslowice, has considered and approves the Management Board Report on the activities of Capital Group of Stalexport Autostrady S.A. for turnover year 2016.

§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. 7
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 13, 2017**

on approval of the consolidated financial statements of Capital Group of Stalexport Autostrady S.A. for turnover year 2016

§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 Myslowice, has considered and approves the **consolidated financial statements of Capital Group of Stalexport Autostrady S.A. for turnover year 2016**, including:

- a) **consolidated statement of financial position prepared as at December 31, 2016** showing assets and liabilities in amount of 1.446.646 thousand zlotys (say: one billion four hundred forty six million six hundred forty six thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from January 1, 2016 to December 31, 2016** showing net profit in amount of 165.294 thousand zlotys (say: one hundred sixty five million two hundred ninety four thousand zlotys) and total comprehensive income of 169.422 thousand zlotys (say: one hundred sixty nine million four hundred twenty two thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2016 to December 31, 2016** showing an increase in equity by the amount of 163.733 thousand zlotys (say: one hundred sixty three million seven hundred thirty three thousand zlotys),
- d) **consolidated statement of cash flows for the period from January 1, 2016 to December 31, 2016** showing an increase in cash by the amount of 178.952 thousand zlotys (say: one hundred seventy eight million nine hundred fifty two 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 | 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 seat in Myslowice
dated April 13, 2017

on apportionment of net profit for turnover year 2016

§1

According to art. 395 §2 item 2 of Commercial Company Code and §24 passage 1 item 2 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered seat in Myslowice, decides to apportion net profit for turnover year 2016 in amount of **180.747.149,87 zlotys** (say: one hundred eighty million seven hundred forty seven thousand one hundred forty nine zlotys eighty seven groszy) as follows:

- a) amount of 136.239.985,73 zlotys (say: one hundred thirty six million two hundred thirty nine thousand nine hundred eighty five zlotys seventy three groszy) to allocate for supplementary capital,
- b) amount of 44.507.164,14 zlotys (say: forty four million five hundred seven thousand one hundred sixty four zlotys fourteen groszy) to allocate for payment dividend for Company's shareholders, which means that the dividend recommended by the Company amounts to 18 groszy (say: eighteen groszy) per one share.

§2

Pursuant to art. 348 §3 of Commercial Companies Code and §28 of the Statutes of the Company the Ordinary General Meeting of Stalexport Autostrady S.A. hereby resolves that dividends day shall be fixed on 24 April 2017 and the dividends payout day shall be on 16 May 2017.

§3

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. 9
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 13, 2017**

on granting discharge to the President of the Management Board, Emil Wąsacz for the performance of his duties in turnover year 2016

§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 discharge to the President of the Management Board, Mr. Emil Wąsacz, for the performance of his duties for the whole period of the term of office in turnover year 2016.

§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. 10
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 13, 2017**

***on granting discharge to the Vice President of the Management Board, Mariusz Serwa for the
performance of his duties in turnover year 2016***

§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 discharge to the Vice President of the Management Board, Mr. Mariusz Serwa, the, for the performance of his duties for the whole period of the term of office in turnover year 2016.

§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 13, 2017

on granting discharge to the member of the Supervisory Board, Mr. Nicolás Caffo for the performance of his duties in turnover year 2016

§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 discharge to the Member of the Supervisory Board, Mr. Nicolás Caffo, for the performance of his duties for the whole period of the term of office in turnover year 2016.

§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. 12
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 13, 2017**

on granting discharge to the Member of the Supervisory Board, Mr. Michelangelo Damasco for the performance of his duties in turnover year 2016

§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 discharge to the Member of the Supervisory Board, Mr. Michelangelo Damasco for the performance of his duties in turnover year 2016, i.e. since January 1, 2016 till April 14, 2016.

§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. 13
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 13, 2017

on granting discharge to the Member of the Supervisory Board, Mr. Aleksander Galos for the performance of his duties in the turnover year 2016

§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 discharge to the Member of the Supervisory Board, Mr. Aleksander Galos for the performance of his duties for the whole period of the term of office in turnover year 2016.

§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. 14
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 13, 2017

on granting discharge to the Member of the Supervisory Board, Mr. Costantino Ivoi for the performance of his duties in the turnover year 2016

§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 Myslowice, grants discharge to the Member of the Supervisory Board, Mr. Costantino Ivoi, for the performance of his duties for the whole period of the term of office in turnover year 2016, i.e. since January 1, 2016 till April 14, 2016.

§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 13, 2017**

***on granting discharge to the Member of the Supervisory Board, Mr. Pietro La Barbera for the
performance of his duties in the turnover year 2016***

§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 wi

th its registered seat in Mysłowice, grants discharge to the Member of the Supervisory Board, Mr. Pietro La Barbera for the performance of his duties for the whole period of the term of office in turnover year 2016, i.e. since January 1, 2016 till April 14, 2016.

§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 Mystowice
dated April 13, 2017**

***on granting discharge to the Member of the Supervisory Board, Roberto Mengucci
for the performance of his duties in the turnover year 2016***

§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 Mystowice, grants discharge to the Member of the Supervisory Board, Mr. Roberto Mengucci for the performance of his duties for the whole period of the term of office in turnover year 2016.

§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. 17
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 13, 2017

on granting discharge to the Member of the Supervisory Board, Mr. Marco Pace for the performance of his duties in the turnover year 2016

§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 discharge to the Member of the Supervisory Board, Mr. Marco Pace, for the performance of his duties for the whole period of the term of office in turnover year 2016, i.e. since April 14, 2016 till December 31, 2016.

§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. 18
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 13, 2017**

on granting discharge to the Member of the Supervisory Board, Mr. Stefano Rossi for the performance of his duties in the turnover year 2016

§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 Myslowice, grants discharge to the Member of the Supervisory Board, Mr. Stefano Rossi, for the performance of his duties for the whole period of the term of office in turnover year 2016, i.e. since April 14, 2016 till December 31, 2016.

§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. 19
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 13, 2017**

on granting discharge to the Member of the Supervisory Board, Mr. Massimo Sonogo for the performance of his duties in the turnover year 2016

§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 Myslowice, grants discharge to the Member of the Supervisory Board, Mr. Massimo Sonogo, for the performance of his duties for the whole period of the term of office in turnover year 2016, i.e. since April 14, 2016 till December 31, 2016.

§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. 20
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 13, 2017**

on granting discharge to the Member of the Supervisory Board, Mr. Tadeusz Włudyka for the performance of his duties in the turnover year 2016

§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 discharge to the Member of the Supervisory Board, Mr. Tadeusz Włudyka, for the performance of his duties for the whole period of the term of office in turnover year 2016.

§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. 21
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 13, 2017**

on amendment 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 amend the Statutes of the Company in the way that **§ 18 section 3 point 18 of the Company's Statutes is amended as follows:**

“18) on the motion of the Management Board - to express a consent to sell the shares in the companies for which Stalexport Autostrady S.A. is a parent company,”

§2

The Ordinary General Meeting authorizes the Supervisory Board of the Company 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 passing, provided however, that the legal result of amendment in Statutes follows with moment of issuing a decision of the Registration Court to register Statutes' amendments in 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)