

(draft)

**Resolution no 1
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

on the election of the Chairman of the Ordinary General Meeting

§1

The XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice elects as the Chairman of the Ordinary General Meeting.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 2
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

on the election of the Scrutinisers

§1

The XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice decides – *according to the § 10a of the Regulations of the General Meeting* - not to elect the Scrutinisers and to authorize the Chairman of the XIX Ordinary General Meeting to sign the printed results of the voting.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 3
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

on an approval of the agenda

§1

The XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice approves the agenda as disclosed in the announcement of the OGM.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 4
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

*on an approval of Management Board`s report on the activity of the
Company for the turnover year 2011*

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice considered and approves the Management Board`s report on the activity of the Company for the turnover year 2011.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 5
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

*on an approval of separate financial statements of Stalexport
Autostrady S.A. for the turnover year 2011*

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, considered and approves the separate financial statements of the Company for the turnover year 2011, which includes:

- a) separate statement of financial position, as at 31 December 2011, showing both in credit and debit side the sum of PLN 226,801,730.46 (say: two hundred and twenty six million eight hundred and one thousand seven hundred thirty 46/100 zlotys),
- b) separate statement of comprehensive income for the period from 01 January to 31 December 2011 with a net loss of PLN 5,118,501.80 (say: five million one hundred and eighteen thousand five hundred and one 80/100 zlotys) and total comprehensive income of PLN (-) 7,650,574.28 (say: seven million six hundred and fifty thousand five hundred and seventy four 28/100 zlotys),
- c) separate statement of changes in equity for the period from 01 January to 31 December 2011 with a decrease in equity of PLN 7,650,574.28 (say: seven million six hundred and fifty thousand five hundred and seventy four 28/100 zlotys),
- d) separate cash flow statement for the period from 01 January to 31 December 2011, with a decrease in net cash amounting to PLN 5,804,176.96 (say: five million eight hundred and four thousand one hundred and seventy six 96/100 zlotys),
- e) explanatory notes to the separate financial statements.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 6
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

*on an approval of Management Board`s report on the activity of
Stalexport Autostrady Group for the turnover year 2011*

§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 XIX Ordinary General Meeting of Stalexport Autostrady SA with the seat in Katowice considered and approves the Management Board report on the activity of Stalexport Autostrady Group for the turnover year 2011.

§2

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

(draft)

Resolution no 7
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012

*on an approval of consolidated financial statements of Stalexport
Autostrady Group for the turnover year 2011*

§1

According to art. 395 §5 of Commercial Companies Code and §24 passage 1 item 6 of the Statutes of the Company, the XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice considered and approves the consolidated financial statements of Stalexport Autostrady Group for the turnover year 2011, which includes:

- a) consolidated statement of financial position as at 31 December 2011, with total assets and total liabilities of PLN 1.368.002 thousand (say: one billion three hundred and sixty eight million two thousand zlotys),
- b) consolidated statement of comprehensive income for the period from 01 January to 31 December 2011 with a net profit of PLN 10,536 thousand (say: ten million five hundred and thirty six thousand zlotys) and total comprehensive income of PLN 4,077 thousand (say: four million seventy seven thousand zlotys),
- c) consolidated statement of changes in equity for the period from 01 January to 31 December 2011 with a decrease in equity by PLN 492 thousand (say: four hundred and ninety two thousand zlotys),
- d) consolidated cash flow statement for the period from 01 January to 31 December 2011 with a decrease in net cash by PLN 71,126 thousand (say: seventy one million one hundred and twenty six thousand zlotys),
- e) explanatory notes to the consolidated financial statements.

§2

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

(draft)

**Resolution no 8
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

on coverage of net loss for the turnover year 2011

§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 XIX Ordinary General Meeting of Autostrady S.A. with the seat in Katowice decides to cover the whole net loss for the turnover year 2011 amounting to PLN 5,118,501.80 (say: five million one hundred and eighteen thousand five hundred and one 80/100 zlotys) from the Capital from the issue of shares above their nominal value.

§2

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

(draft)

**Resolution no 9
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

*on granting the discharge to Mr Emil Wąsacz - President of the Management Board -
for the performance of his duties in the turnover year 2011*

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Emil Wąsacz, the President of the Management Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 10
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 04 April 2012**

*on granting the discharge to Mr Mieczysław Skołożyński - Vice-President of the
Management Board - for the performance of his duties
in the turnover year 2011*

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Mieczysław Skołożyński, the Vice-President of the Management Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 11
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

*on granting the discharge to Mr Wojciech Gębicki - Vice-President of the
Management Board, for the performance of his duties
in the turnover year 2011*

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Wojciech Gębicki, Vice-President of the Management Board, for the performance of his duties for the whole period of office in the turnover year 2011¹.

§2

The resolution comes into force on day of its passing.

1 from 01.01.2011 to 10.02.2011

(draft)

**Resolution no 12
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

*on granting the discharge to Mr Michelangelo Damasco - the member of the
Supervisory Board - for the performance of his duties in the turnover year 2011*

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Michelangelo Damasco, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 13
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

*on granting the discharge to Mr Aleksander Galos - the member of the Supervisory
Boar - for the performance of his duties in the turnover year 2011*

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Aleksander Galos, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 14
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

on granting the discharge to Mr Costantino Ivoi - the member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Costantino Ivoi, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 15
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

on granting the discharge to Mr Massimo Lapucci - the member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Massimo Lapucci, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 16
of the XVIII Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

on granting the discharge to Mr Christopher Melnyk - the Member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Christopher Melnyk, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 17
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

on granting the discharge to Mr Roberto Mengucci - the Member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Roberto Mengucci, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 18
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

on granting the discharge to Mr Tadeusz Włudyka - the Member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Tadeusz Włudyka, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2

The resolution comes into force on day of its passing.

(draft)

**Resolution no 19
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

*on determining the number of the VIIth term of office Supervisory Board's
members*

§ 1

According to art. 385 § 1 of the Commercial companies code and § 14 section 1 of the Company's Statutes, the XIX Ordinary General Meeting decides that the Supervisory Board of the seventh term of office will be composed of ...members.

§ 2

The resolution comes into force on day of its passing.

§ 3

The resolution No. 3 of the Extraordinary General Meeting of Stalexport Autostrady S.A. dated 22 December 2010 on determining the number of members of the Supervisory Board of the seventh term of office, expires.

(draft)

**Resolution no 20
of the XIX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 04 April 2012**

on appointing a member of the Supervisory Board of the VIIth term of office

§ 1

According to art. 385 § 1 of the Commercial companies code and § 14 section 4 of the Company's Statutes, the XIX Ordinary General Meeting decides to appoint ... as the member of the Supervisory Board of the VIIth term of office.

§ 2

The resolution comes into force on day of its passing.