

**Resolution No. 1
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated June 19th, 2020**

on election of the Chairman of the Ordinary General Meeting

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice elects Mr./Mrs. _____ as the Chairman of the Ordinary General Meeting.

§2

The resolution comes into force on the moment of its adoption.

**Resolution No. 2
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

on decision not to appoint the Scrutinisers

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. 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 moment of its adoption.

**Resolution No. 3
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated June 19th, 2020
on approval of the agenda**

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice approves the agenda as disclosed in the convocation of the Meeting.

§2

The resolution comes into force on the moment of its adoption.

**Resolution No. 4
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on approval of the separate financial statements of Stalexport
Autostrady S.A. for the financial year 2019**

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 para. 1 item 1 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice has considered and approves the separate financial statements of the Company for the financial year 2019 including:

- a) **separate statement of financial position prepared as at December 31, 2019**, showing assets and liabilities in amount of **274,086,346.15 zlotys** (say: two hundred seventy four million eighty six thousand three hundred forty six zlotys fifteen groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2019 to December 31, 2019**, showing net profit in amount of **10,396,725.91** (say: ten million three hundred ninety six thousand seven hundred twenty five zlotys ninety one groszy) and total comprehensive income of **10,266,900.34** (say: ten million two hundred sixty six thousand nine hundred zlotys thirty four groszy),
- c) **separate statement of changes in equity for the period from January 1, 2019 to December 31, 2019**, showing a decrease of equity by the amount of **81,220,048.17** (say: eighty one million two hundred twenty thousand forty eight zlotys seventeen groszy),
- d) **separate statement of cash flows for the period from January 1, 2019 to December 31, 2019**, showing a decrease in cash by the amount of **80,336,796.96** (say: eighty million three hundred thirty six thousand seven hundred ninety six zlotys ninety six 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 moment of its adoption.

**Resolution No. 5
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on approval of the consolidated financial statements of the Capital Group of Stalexport
Autostrady S.A. for the financial year 2019**

§1

According to art. 395 §5 of Commercial Companies Code and §24 para. 1 item 6 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice has considered and approves the **consolidated financial statements of Capital Group of Stalexport Autostrady S.A. for the financial year 2019**, including:

- a) **consolidated statement of financial position prepared as at December 31, 2019**, showing assets and liabilities in amount of **1,322,052 thousand zlotys** (say: one billion three hundred twenty two million fifty two thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from January 1, 2019 to December 31, 2019**, showing net profit in amount of **80.396 thousand zlotys** (say: eighty million three hundred ninety six thousand zlotys) and total comprehensive income of **82,580 thousand zlotys** (say: eighty two million five hundred eighty thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2019 to December 31, 2019**, showing an increase in equity by the amount of **8,907 thousand zlotys** (say: eight million nine hundred seven thousand zlotys)
- d) **consolidated statement of cash flows for the period from January 1, 2019 to December 31, 2019**, showing a decrease in cash by the amount of **39,127 thousand zlotys** (say: thirty nine million, one hundred twenty seven 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 moment of its adoption.

**Resolution No. 6
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated June 19th, 2020**

**on approval of Management Board Report on the activities of the Company and the
Capital Group of Stalexport Autostrady S.A. in 2019**

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 para. 1 item 6 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice has considered and approves the Management Board Report on the activities of Company and the Capital Group of Stalexport Autostrady S.A. in 2019.

§2

The resolution comes into force on the moment of its adoption.

**Resolution No. 7
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

on distribution of net profit for the financial year 2019, payment of the dividend, use of funds accumulated on supplementary capital, setting out dividend day and the date for the payment of the dividend

§1

According to art. 395 §2 item 2, 396 §5, 348 §1 and 1 of Commercial Company Code and §24 para. 1 item 2 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice decides to allocate net profit for the financial year 2019 in amount of 10,396,725.91 zlotys (say: ten million three hundred ninety six thousand seven hundred twenty five zlotys ninety one groszy) in total for payment of dividend to the shareholders of the Company.

§2

According to art. 348 §2 and 396 §5 of Commercial Companies Code the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice decides to pay dividend to Company's shareholders in the total amount of **12,363,101.15 zlotys** (say: twelve million three hundred sixty three thousand one hundred and one zlotys and fifteen groszy), which means that the dividend shall amount **to 5 groszy (say: five groszy)** per one share, whereas the amount of payable dividend consists of:

1. funds from distribution of net profit for the financial year 2019 in the amount of **10,396,725.91 zlotys** (say: ten million three hundred ninety six thousand seven hundred twenty five zlotys ninety one groszy),
2. funds accumulated on Company's supplementary capital from the profits of the Company in the amount of **1,966,375.24 zlotys** (say: one million nine hundred sixty six thousand three hundred seventy five zlotys twenty four groszy).

§3

The Ordinary General Meeting of Stalexport Autostrady S.A. pursuant to art. 348 §3 of Commercial Companies Code and §28 paragraph 2 of the Statutes of the Company hereby resolves that dividend day shall be fixed on **26 June 2020** and the dividend payment day shall be on **6 July 2020**.

§4

The resolution comes into force on the moment of its adoption.

(draft)

**Resolution No. 8
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on granting discharge to the President of the Management Board, Mr. Emil Wąsacz
for the performance of his duties in the financial year 2019**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. 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 the financial year 2019.

§2

The resolution comes into force on the moment of its adoption.

**Resolution No.9
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated June 19th, 2020**

**on granting discharge to the Vice-President of the Management Board, Mr. Mariusz Serwa
for the performance of his duties in the financial year 2019**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice 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 the financial year 2019.

§2

The resolution comes into force on the moment of its adoption.

**Resolution No. 10
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated June 19th, 2020**

**on granting discharge to the member of the Supervisory Board, Mr. Nicola Bruno
for the performance of his duties in the financial year 2019**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport S.A. with its registered seat in Mysłówice grants discharge to the Member of the Supervisory Board, Mr. **Nicola Bruno**, for the whole period of the term of office in the financial year 2019.

§2

The resolution comes into force on the moment of its adoption.

(draft)

**Resolution No. 11
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on granting discharge to the member of the Supervisory Board, Mr. Tomasz Dobrowolski
for the performance of his duties in the financial year 2019**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport S.A. with its registered seat in Mysłowice grants discharge to the Member of the Supervisory Board, Mr. **Tomasz Dobrowolski**, for the whole period of the term of office in the financial year 2019.

§2

The resolution comes into force on the moment of its adoption.

**Resolution No. 12
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on granting discharge to the Member of the Supervisory Board, Mr. Flavio Ferrari for the
performance of his duties in the financial year 2019**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice grants discharge to the Member of the Supervisory Board, Mr. **Flavio Ferrari** for the performance of his duties for the whole period of the term of office in the financial year 2019.

§2

The resolution comes into force on the moment of its adoption.

(draft)

**Resolution No. 13
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on granting discharge to the Member of the Supervisory Board, Mr. Aleksander Galos
for the performance of his duties in the financial year 2019**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. 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 the financial year 2019.

§2

The resolution comes into force on the moment of its adoption.

(draft)

**Resolution No. 14
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on granting discharge to the Member of the Supervisory Board, Mr. Roberto Mengucci
for the performance of his duties in the financial year 2019**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice 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 the financial year 2019.

§2

The resolution comes into force on the moment of its adoption.

**Resolution No. 15
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on granting discharge to the Member of the Supervisory Board, Mr. Marco Pace for the
performance of his duties in the financial year 2019**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. 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 the financial year 2019.

§2

The resolution comes into force on the moment of its adoption.

**Resolution No. 16
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on granting discharge to the Member of the Supervisory Board, Mr. Stefano Rossi
for the performance of his duties in the financial year 2019**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice 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 the financial year 2019.

§2

The resolution comes into force on the moment of its adoption.

(draft)

**Resolution No. 17
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on granting discharge to the Member of the Supervisory Board, Mr. Massimo Sonogo
for the performance of his duties in the financial year 2019**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 para. 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice 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 the financial year 2019.

§2

The resolution comes into force on the moment of its adoption.

**Resolution No. 18
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

on approval of the financial statement for financial year 2019 of the company Stalexport Autoroute S.à r.l. with its registered office in Luxembourg, acquired by the Company by way of a cross-border merger

§ 1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice (the “Company”) hereby, in accordance with Article 494 para. 1 of the Act of 15 September 2000 – Commercial Companies Code (the “CCC”) in relation to Article 516¹ of the CCC, approves the financial statement of the company Stalexport Autoroute S.à r.l. with its registered office in Luxembourg (acquired by the Company on 28 February 2020 through a cross-border merger indicated in Article 516¹⁵ para. 1 of the CCC and registered by the registry court competent for the Company on 28 February 2020), as of December 31, 2019 consisting of:

- (a) introduction to the statement
- (b) balance sheet with the total assets and liabilities each amounting to EUR 62,414,626.14 (say: sixty two million four hundred fourteen thousand six hundred twenty six twenty six 14/100 euro),
- (c) profit and loss account demonstrating the net loss in the amount of EUR 89,281.96 EUR (say: eighty nine thousand two hundred eighty one 96/100 euro), and
- (d) additional information and clarifications, as well as other components required by the applicable provisions of the Luxembourg law.

§ 2

The resolution comes into force on the moment of its adoption.

**Resolution No. 19
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on adoption of the Remuneration Policy for Members of the Management Board and the
Supervisory Board of the Stalexport Autostrady S.A.**

§ 1

1. Acting on the basis of Article 90d(1) 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 (consolidated text: Journal of Laws of 2019, item 623, as amended), the General Shareholders' Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice resolves to adopt the Remuneration Policy for Members of the Management Board and the Supervisory Board of the Stalexport Autostrady S.A., constituting Appendix No 1 to the Resolution (the "Remuneration Policy").
2. The Remuneration Policy shall constitute an integral part of the Resolution.

§ 2

The resolution comes into force on the moment of its adoption.

**Resolution No. 20
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered office in Mysłowice
dated June 19th, 2020**

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

§1

Pursuant to Article 392(§1) of the Commercial Companies Code and §24(1)(12) of the Company's Articles of Association, the Ordinary General Meeting of Stalexport Autostrady Spółka Akcyjna [joint stock company] 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 one average monthly remuneration in the production sector, inclusive of profit-based bonuses paid in the fourth quarter of the preceding year;
- 3) furthermore, 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 or in the Regulations of the Supervisory Board of the Company shall receive additional remuneration depending on their position:
 - a) The Chairman of the Supervisory Board shall receive monthly remuneration equal to 0.3 of average monthly remuneration in the production sector, inclusive of profit-based bonuses paid in the fourth quarter of the preceding year,
 - b) The Deputy Chairman of the Supervisory Board and the Secretary of the Supervisory Board shall receive monthly remuneration equal to 0.1 of average monthly remuneration in the production sector, inclusive of profit-based bonuses paid in the fourth quarter of the preceding year;
 - c) A member of the Audit Committee shall receive monthly remuneration equal to 0.2 of average monthly remuneration in the production sector, inclusive of profit-based bonuses paid in the fourth quarter of the preceding year;
 - d) A member of the Remuneration Committee shall receive monthly remuneration equal to 0.1 of average monthly remuneration in the production sector, inclusive of profit-based bonuses paid in the fourth quarter of the preceding year.

§2

Resolution No. 19 of the Ordinary General Meeting of the Company dated 14 April 2016 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.

**Resolution No. 21
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated June 19th, 2020**

**on determination of the number of members of the Supervisory Board of the tenth term of
office**

§ 1

According to art. 385 §1 of the Commercial Companies Code and §24 para. 1(1) of the Company's Statutes, the Ordinary General Meeting decides that the Supervisory Board of the tenth term of the office will be composed of _____ members.

§ 2

The resolution comes into force on the moment of its adoption.

**Resolution Nos. 22 - x
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

**on appointment of the member of the Supervisory Board
of the tenth term of office**

§ 1

According to art. 385 §1 of the Commercial Companies Code and §24 para. 4 of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. decides to appoint Mr./Mrs. _____ as the member of the Supervisory Board of Stalexport Autostrady S.A. of the tenth term of office.

§ 2

The resolution comes into force on the moment of its adoption.

**Resolution No. [23]
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated June 19th, 2020**

on change of the current Regulations of the General Meeting

§ 1

According to § 23 para 2 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice decides to change current Rules and Regulations of the General Meeting and amend as set out in **appendix 1** to the resolution.

§ 2

The resolution comes into force on the moment of its adoption.