

(draft)

**Resolution No. 1
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated March 31, 2021**

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 Mysłowice elects Mr./Mrs. _____ as the Chairman of the Ordinary General Meeting.

§2

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

(draft)

**Resolution No. 2
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated March 31, 2021
on approval of the agenda**

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice 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. 3
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated March 31, 2021**

**on approval of the separate financial statements of Stalexport
Autostrady S.A. for the financial year 2020**

§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 Mysłówice has considered and approves the separate financial statements of the Company for the financial year 2020 including:

- a) **separate statement of financial position prepared as at December 31, 2020**, showing assets and liabilities in amount of **PLN 422,354,618.65** (say: four hundred twenty two million three hundred fifty four thousand six hundred eighteen zlotys sixty five groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2020 to December 31, 2020**, showing net profit in amount of **PLN 157,576,635.44** (say: one hundred fifty seven million five hundred seventy six thousand six hundred thirty five zlotys forty four groszy) and total comprehensive income of **PLN 157,434,485.26** (say: one hundred fifty seven million four hundred thirty four thousand four hundred eighty five zlotys twenty six groszy),
- c) **separate statement of changes in equity for the period from January 1, 2020 to December 31, 2020**, showing an increase of equity by the amount of **PLN 145,071,384.11** (say: one hundred forty five million seventy one thousand three hundred eighty four zlotys eleven groszy),
- d) **separate statement of cash flows for the period from January 1, 2020 to December 31, 2020**, showing a decrease in cash by the amount of **PLN 53,693,659.47** (say: fifty three million six hundred ninety three thousand six hundred fifty nine zlotys forty seven 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. 4
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated March 31, 2021**

**on approval of the consolidated financial statements of the Capital Group of Stalexport
Autostrady S.A. for the financial year 2020**

§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 Mysłówice has considered and approves the **consolidated financial statements of Capital Group of Stalexport Autostrady S.A. for the financial year 2020**, including:

- a) **consolidated statement of financial position prepared as at December 31, 2020**, showing assets and liabilities in amount of **PLN 1,432,221 thousand** (say: one billion four hundred thirty two million two hundred twenty one thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from January 1, 2020 to December 31, 2020**, showing net profit in amount of **PLN 91,456 thousand** (say: ninety one million four hundred fifty six thousand zlotys) and total comprehensive income of **PLN 91,206 thousand** (say: ninety one million two hundred six thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2020 to December 31, 2020**, showing an increase in equity by the amount of **PLN 70,115 thousand** (say: seventy million one hundred fifteen thousand zlotys)
- d) **consolidated statement of cash flows for the period from January 1, 2020 to December 31, 2020**, showing a decrease in cash by the amount of **PLN 143,005 thousand** (say: one hundred forty three million, five 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.

(draft)

**Resolution No. 5
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated March 31, 2021**

**on approval of Report of the Management Board on the activities of the Company and of
the Stalexport Autostrady S.A. Group in 2020**

§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 Mysłowice has considered and approves Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group in 2020.

§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 Mysłówice
dated March 31, 2021**

**on distribution of net profit for the financial year 2020, payment of the dividend, 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 Mysłówice decides to allocate net profit for the financial year 2020 in amount of **PLN 157,576,635.44** (say: one hundred fifty seven million five hundred seventy six thousand six hundred thirty five zlotys forty four groszy) in total for payment of dividend.

§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 Mysłówice decides to pay dividend to Company's shareholders in the total amount of **PLN 158,247,694.72** (say: one hundred fifty eight million two hundred forty seven thousand six hundred ninety four zlotys and seventy two groszy), which means that the dividend shall amount to **PLN 0.64 (say: sixty four groszy)** per one share, whereas the amount of payable dividend consists of:

1. funds from distribution of net profit for the financial year 2020 in the amount of **PLN 157,576,635.44** (say: one hundred fifty seven million five hundred seventy six thousand six hundred thirty five zlotys forty four groszy),
2. funds accumulated on retained earnings derived from the profit generated by the Company in previous years, in the amount of **PLN 671,059.28** (say: six hundred seventy one thousand fifty nine zlotys twenty eight 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 **9 April 2021** and the dividend payment day shall be on **20 April 2021**.

§4

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

(draft)

**Resolution No. 7
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated March 31, 2021**

**on granting discharge to the President of the Management Board, Mr. Emil Wąsacz
for the performance of his duties in the financial year 2020**

§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 entire term of office in the financial year 2020.

§2

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 Mysłówice
dated March 31, 2021**

**on granting discharge to the Vice-President of the Management Board, Mr. Mariusz Serwa
for the performance of his duties in the financial year 2020**

§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 Mysłówice grants discharge to the Vice-President of the Management Board, Mr. **Mariusz Serwa**, the, for the performance of his duties for the entire term of office in the financial year 2020.

§2

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

(draft)

**Resolution No. 9
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated March 31, 2021**

**on granting discharge to the member of the Supervisory Board, Mr. Stefano Bonomolo
for the performance of his duties in the financial year 2020**

§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 Mysłówice grants discharge to the Member of the Supervisory Board, Mr. **Stefano Bonomolo**, for the entire term of office in the financial year 2020.

§2

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

(draft)

**Resolution No. 10
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated March 31, 2021**

**on granting discharge to the member of the Supervisory Board, Mr. Nicola Bruno
for the performance of his duties in the financial year 2020**

§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 Mysłówice grants discharge to the Member of the Supervisory Board, Mr. **Nicola Bruno**, for the entire term of office in the financial year 2020.

§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 March 31, 2021**

**on granting discharge to the member of the Supervisory Board, Mr. Massimo Di Casola for
the performance of his duties in the financial year 2020**

§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 Di Casola**, for the entire term of office in the financial year 2020.

§2

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

(draft)

**Resolution No. 12
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated March 31, 2021**

**on granting discharge to the member of the Supervisory Board, Mr. Tomasz Dobrowolski
for the performance of his duties in the financial year 2020**

§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. **Tomasz Dobrowolski**, for the entire term of office in the financial year 2020.

§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 Mysłówice
dated March 31, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Flavio Ferrari for the
performance of his duties in the financial year 2020**

§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 Mysłówice grants discharge to the Member of the Supervisory Board, Mr. **Flavio Ferrari** for the performance of his duties for the entire term of office in the financial year 2020.

§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 March 31, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Aleksander Galos
for the performance of his duties in the financial year 2020**

§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 entire term of office in the financial year 2020.

§2

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

(draft)

**Resolution No. 15
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated March 31, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Andrzej Kaczmarek
for the performance of his duties in the financial year 2020**

§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. **Andrzej Kaczmarek** for the performance of his duties for the entire term of office in the financial year 2020.

§2

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

(draft)

**Resolution No. 16
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated March 31, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Roberto Mengucci
for the performance of his duties in the financial year 2020**

§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 Mysłówice grants discharge to the Member of the Supervisory Board, Mr. **Roberto Mengucci**, for the performance of his duties for the entire term of office in the financial year 2020.

§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 March 31, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Marco Pace for the
performance of his duties in the financial year 2020**

§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 entire term of office in the financial year 2020.

§2

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

(draft)

**Resolution No. 18
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated March 31, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Krzysztof Rogala for
the performance of his duties in the financial year 2020**

§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. Krzysztof Rogala**, for the performance of his duties for the entire term of office in the financial year 2020.

§2

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

(draft)

**Resolution No. 19
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated March 31, 2021**

**on granting discharge to the Member of the Supervisory Board, Mr. Stefano Rossi
for the performance of his duties in the financial year 2020**

§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 entire term of office in the financial year 2020.

§2

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

(draft)

**Resolution No. 20
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated March 31, 2021**

on issuing an opinion on the "Report on remuneration of the members of the Management Board and the Supervisory Board of Stalexport Autostrady S.A." covering years 2019-2020.

§1

According to art. 90 g item 6 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice has considered and positively assessed the "Report on the remuneration of members of the Management Board and Supervisory Board of Stalexport Autostrady S.A." covering years 2019-2020.

§2

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