

(draft)

**Resolution No. 1
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019**

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.

**Resolution No. 2
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019**

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.

(draft)

**Resolution No. 3
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019**

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.

(draft)

**Resolution No. 4
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019**

***on approval of the separate financial statements of Stalexport
Autostrady S.A. for turnover year 2018***

§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 S.A. with its registered seat in Mysłowice has considered and approves the separate financial statements of the Company for turnover year 2018 including:

- a) **separate statement of financial position prepared as at December 31, 2018**, showing assets and liabilities in amount of **PLN 354,213,091.93** (say: three hundred fifty four million two hundred thirteen thousand ninety one zlotys ninety three groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2018 to December 31, 2018**, showing net profit in amount of **PLN 4,431,996.31** (say: four million four hundred thirty one thousand nine hundred ninety six zlotys thirty one groszy) and total comprehensive income of **PLN 4,838,745.01** (say: four million eight hundred thirty eight thousand seven hundred forty five zlotys one groszy),
- c) **separate statement of changes in equity for the period from January 1, 2018 to December 31, 2018**, showing a decrease of equity by the amount of **PLN 66,867,241.66** (say: sixty six million eight hundred sixty seven thousand two hundred and forty one zlotys sixty six groszy),
- d) **separate statement of cash flows for the period from January 1, 2018 to December 31, 2018**, showing a decrease in cash by the amount of **PLN 59,439,577.48** (say: fifty nine million four hundred thirty nine thousand five hundred seventy seven zlotys forty 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 moment of its adoption.

**Resolution No. 5
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated April 3rd, 2019**

***on approval of the consolidated financial statements of the Capital Group of Stalexport
Autostrady S.A. for turnover year 2018***

§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 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 turnover year 2018**, including:

- a) **consolidated statement of financial position prepared as at December 31, 2018**, showing assets and liabilities in amount of **PLN 1,320,904 thousand** (say: one billion three hundred twenty million nine hundred four zlotys),
- b) **consolidated statement of comprehensive income for the period from January 1, 2018 to December 31, 2018**, showing net profit in amount of **PLN 186,428 thousand** (say: one hundred eighty six million four hundred twenty eight thousand zlotys) and total comprehensive income of **PLN 188,804 thousand** (say: one hundred eighty eight million eight hundred four thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2018 to December 31, 2018**, showing an increase in equity by the amount of **PLN 111,735 thousand** (say: one hundred eleven million seven hundred thirty five thousand zlotys),
- d) **consolidated statement of cash flows for the period from January 1, 2018 to December 31, 2018**, showing a decrease in cash by the amount of **PLN 63,159 thousand** (say: sixty three million one hundred fifty nine 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 Mysłowice
dated April 3rd, 2019**

***on approval of Management Board's Report on the activities of the Company and the
Capital Group of Stalexport Autostrady S.A. in 2018***

§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 S.A. with its registered seat in Mysłowice has considered and approves the Management Board's Report on the activities of Company and the Capital Group of Stalexport Autostrady S.A. in 2018.

§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 April 3rd, 2019**

on apportionment of net profit for turnover year 2018

§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 S.A. with its registered seat in Mysłowice decides to allocate net profit for turnover year 2018 in amount of **PLN 4,431,996.31** (say: four million four hundred thirty one thousand nine hundred ninety six zlotys thirty one groszy) in total for supplementary capital.

§2

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

**Resolution No. 8
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 3rd, 2019**

on payment of the dividend to shareholders from the funds on supplementary capital

§1

According to art. 348 §2 of Commercial Companies Code the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice decides to pay dividend to Company's shareholders from the funds on supplementary capital in the amount of **PLN 91,486,948.51** (say: ninety one million four hundred eighty six thousand nine hundred forty eight zlotys fifty one groszy which means that the dividend shall amount to 37 groszy (say: thirty seven groszy) per one share.

§2

The Ordinary General Meeting of Stalexport Autostrady S.A. pursuant to art. 348 §3 of Commercial Companies Code and §28 of the Statutes of the Company hereby resolves that dividends day shall be fixed on 18 April 2019 and the dividends payout day shall be on 20 May 2019.

§3

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 Mysłowice
dated April 3rd, 2019**

***on granting discharge to the President of the Management Board, Mr. Emil Wąsacz
for the performance of his duties in turnover year 2018***

§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 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 turnover year 2018.

§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 Myslowice
dated April 3rd, 2019**

***on granting discharge to the Vice President of the Management Board, Mr. Mariusz Serwa
for the performance of his duties in turnover year 2018***

§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 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 turnover year 2018.

§2

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

**Resolution No. 11
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated April 3rd, 2019**

***on granting discharge to the member of the Supervisory Board, Mr. Tomasz Dobrowolski
for the performance of his duties in turnover year 2018***

§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 S.A. with its registered seat in Mysłówice grants discharge to the Member of the Supervisory Board, Mr. **Tomasz Dobrowolski**, for the whole period of the term of office in turnover year 2018.

§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 April 3rd, 2019**

***on granting discharge to the Member of the Supervisory Board, Mr. Flavio Ferrari for the
performance of his duties in turnover year 2018***

§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 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 turnover year 2018.

§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 April 3rd, 2019**

***on granting discharge to the Member of the Supervisory Board, Mr. Aleksander Galos
for the performance of his duties in turnover year 2018***

§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 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 turnover year 2018.

§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 Mysłówice
dated April 3rd, 2019**

***on granting discharge to the Member of the Supervisory Board, Mr. Roberto Mengucci
for the performance of his duties in turnover year 2018***

§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 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 whole period of the term of office in turnover year 2018.

§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 Mysłówice
dated April 3rd, 2019**

***on granting discharge to the Member of the Supervisory Board, Mr. Marco Pace for the
performance of his duties in turnover year 2018***

§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 S.A. with its registered seat in Mysłówice 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 2018.

§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 April 3rd, 2019**

***on granting discharge to the Member of the Supervisory Board, Mr. Stefano Rossi
for the performance of his duties in turnover year 2018***

§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 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 turnover year 2018.

§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 April 3rd, 2019**

***on granting discharge to the Member of the Supervisory Board, Mr. Massimo Sonogo
for the performance of his duties in turnover year 2018***

§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 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 turnover year 2018.

§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 April 3rd, 2019**

***on granting discharge to the Member of the Supervisory Board, Mr. Tadeusz Włudyka
for the performance of his duties in turnover year 2018***

§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 S.A. 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 2018.

§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 April 3rd, 2019**

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 §14 section 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. 20 - x
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 3rd, 2019**

***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 §14 section 4 of the Company's Statutes, the Ordinary General Meeting 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.