

*(draft)*

**Resolution No. 1  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on the election of the Chairman of the Ordinary General Meeting*

§1

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

§2

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

(draft)

**Resolution No. 2  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on decision not to appoint the Scrutinisers*

§1

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

§2

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

*(draft)*

**Resolution No. 3  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on the approval of the agenda*

§1

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

§2

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

*(draft)*

**Resolution No. 4  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Katowice  
dated April 3, 2014**

*on the approval of Management Board Report on the activities of the  
Company for the turnover year 2013*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice has considered and approves the Management Board Report on the activities of the Company for the turnover year 2013.

§2

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

(draft)

**Resolution No. 5  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Mysłowice  
dated April 3, 2014**

*on the approval of separate financial statements of Stalexport  
Autostrady S.A. for the turnover year 2013*

§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 XXI 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 turnover year 2013 including:

- a) **separate financial statements of financial position prepared as at December 31, 2013**, showing assets and liabilities amount of 206.652.180,36 zlotys (say: two hundred and six million six hundred fifty two thousand one hundred and eighty zlotys 36/100),
- b) **separate statement of comprehensive income for the period from January 1, 2013 to December 31, 2013** showing net profit amount of 3.111.565,02 zlotys (say: three million one hundred eleven thousand five hundred and sixty five zlotys 02/100) and total comprehensive income of 3.008.839,02 zlotys (say: three million eighth hundred eight thousand thirty nine zlotys 02/100),
- c) **separate financial statements of changes in equity for the period from January 1, 2013 to December 31, 2013** showing an increase of equity by the amount of 3.008.839,02 zlotys (say: three million eighth hundred eight thousand thirty nine zlotys 02/100),
- d) **separate statements of cash flows for the period from January 1, 2013 to December 31, 2013** showing an increase in cash the amount to 13.761.765,90 zlotys (say: thirteen million seven hundred and sixty one thousand seven hundred and sixty five zlotys 90/100),
- 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.

*(This document is a free translation of the Polish original.  
The binding Polish original should be referred to in matters of interpretation.)*

*(draft)*

**Resolution No. 6  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on the approval of Management Board Report on the activities of Stalexport  
Autostrady Capital Group for the turnover year 2013*

§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 XXI 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 Stalexport Autostrady Capital Group for the turnover year 2013.

§2

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

(draft)

**Resolution No. 7**  
**of the XXI Ordinary General Meeting**  
**of Stalexport Autostrady S.A.**  
**with the seat in Mysłowice**  
**dated April 3, 2014**

*on the approval of consolidated financial statements of Stalexport  
Autostrady Capital Group for the turnover year 2013*

§1

According to art. 395 §5 of Commercial Companies Code and §24 passage 1 item 6 of the Statutes of the Company, the XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice has considered and approves the consolidated financial statements of Stalexport Autostrady Capital Group for the turnover year 2013, which includes:

- a) **consolidated financial statements of financial position prepared as at December 31, 2013** showing assets and liabilities amount of 1.247.345 thousand zlotys (say: one billion two hundred and fourty seven million three hundred and fourty five thousand zlotys),
- b) **consolidated financial statements of comprehensive income for the period from January 1, 2013 to December 31, 2013** showing net profit amount of 62.435 thousand zlotys (say: sixty two million four hundred and thirty five thousand zlotys) and total comprehensive income of 66.152 thousand zlotys (say: sixty six million one hundred and fifty two thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2013 to December 31, 2013** showing an increase in equity by the amount of 62.019 thousand zlotys (say: sixty two million and nineteen hundred thousand zlotys),
- d) **consolidated statement of cash flows for the period from January 1, 2013 to December 31, 2013** showing an increase in cash in the amount of 28.033 zlotys (say: twenty eight milion thirty three 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.

(draft)

**Resolution No. 8  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with the registered seat in Myslowice  
dated April 3, 2014**

*on distribution of net profit for the turnover year 2013*

§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 XXI Ordinary General Meeting of Autostrady S.A. with its registered seat in Myslowice decides to distribute net profit for the turnover year 2013 in amount of 3.111.565,02 zlotys (say: three milion one hundred eleven thousand five hundered and sixty five zlotys 02/100) as follows:

- a) to allocate the amount of 102.726,00 zlotys (say: one hundered two thousand seven hundred and twenty six zlotys 00/100) to cover previous years' losses,
- b) to allocate the amount of 3.008.839,02 zlotys (say: three million eight thousand eight hundered and thirty nine zlotys 02/100) to the supplementary capital of the Company.

§2

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



*(draft)*

**Resolution No. 9  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on granting the discharge to the President of the Management Board, Emil Wąsacz  
for the performance of his duties in the turnover year 2013*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, grants the discharge to the President of the Management Board, Emil Wąsacz, for the performance of his duties for the whole period of the office in the turnover year 2013.

§2

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

*(draft)*

**Resolution No. 10  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Mysłowice  
dated 03 April, 2014**

*on granting the discharge to the Vice President of the Management Board, Mariusz Serwa -  
for the performance of his duties in the turnover year 2013*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants the discharge to Mr. Mariusz Serwa, the Vice President of the Management Board, for the performance of his duties for the whole period of the office in the turnover year 2013.

§2

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

*(draft)*

**Resolution No. 11  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on granting the discharge to Mr. Nicoló Caffo - the member of the Supervisory Board -  
for the performance of his duties in the turnover year 2013*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, grants the discharge to Mr. Nicoló Caffo, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2013.

§2

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

*(draft)*

**Resolution No. 12  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on granting the discharge to Mr. Stefano Cusmai - the member of the Supervisory Board -  
for the performance of his duties in the turnover year 2013*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, grants the discharge to Mr. Stefano Cusmai, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2013.

§2

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

*(draft)*

**Resolution No. 13  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated 03 April, 2013**

*on granting the discharge to Mr. Michelangelo Damasco - the member of the Supervisory Board - for the performance of his duties in the turnover year 2012*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, grants the discharge to Mr. Michelangelo Damasco, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2013.

§2

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

*(draft)*

**Resolution No. 14  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on granting the discharge to Mr. Aleksander Galos - the member of the Supervisory Board -  
for the performance of his duties in the turnover year 2013*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, grants the discharge to Mr. Aleksander Galos, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2013.

§2

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

*(draft)*

**Resolution No. 15  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on granting the discharge to Mr. Costantino Ivoi - the Member of the Supervisory Board -  
for the performance of his duties in the turnover year 2013*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, grants the discharge to Mr. Costantino Ivoi, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2013.

§2

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

*(draft)*

**Resolution No. 16  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on granting the discharge to Mr. Roberto Mengucci - the Member of the Supervisory Board -  
for the performance of his duties in the turnover year 2013*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, grants the discharge to Mr. Costantino Ivoi, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2013.

§2

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



*(draft)*

**Resolution No. 17  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on granting the discharge to Mr. Pietro La Barbera - the member of the Supervisory Board -  
for the performance of his duties in the turnover year 2013*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, grants the discharge to Mr. Pietro La Barbera, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2013.

§2

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

*(draft)*

**Resolution No. 18  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with the seat in Mysłowice  
dated April 3, 2014**

*on granting the discharge to Mr. Tadeusz Władyka - the member of the Supervisory Board -  
for the performance of his duties in the turnover year 2013*

§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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants the discharge to Mr. Tadeusz Władyka, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2013.

§2

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

(draft)

**Resolution No. 19  
of the XXI Ordinary General Meeting  
of Stalexport Autostrady S.A.  
with its registered seat in Myslowice  
dated April 3, 2014**

*on amendment to 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 XXI Ordinary General Meeting of Stalexport Autostrady S.A. decides to change §22 of the Statutes of the Company to the following wording:

*“The General Meetings are at the seat of the Company  
or in Katowice ”.*

§2

The resolution to amend the Statutes of the Company shall come into force on the day of its passing, provided however, that the legal result of amendments in Statutes follows with moment of issuing a decision of the Registration Court to register Statutes' changes in the National Court Register.

*(This document is a free translation of the Polish original.  
The binding Polish original should be referred to in matters of interpretation.)*

(draft)

**Resolution No. 20  
of the XXI Ordinary General Meeting of  
Stalexport Autostrady S.A. with its registered office in Mysłowice  
of April 3, 2014**

**regarding merger of Stalexport Autostrady Spółka Akcyjna  
and Stalexport Autostrada Dolnośląska Spółka Akcyjna**

The Ordinary General Meeting of Stalexport Autostrady Spółka Akcyjna with its registered office in Mysłowice (hereinafter referred to as **Stalexport Autostrady S.A.** or the **Acquiring Company**), acting pursuant to article 492 §1(1) of the Polish Commercial Companies Code (hereinafter referred to as KSH) as well as article 506 of KSH, hereby decides as follows:

**§ 1**

1. Stalexport Autostrady Spółka Akcyjna shall be merged with Stalexport Autostrada Dolnośląska Spółka Akcyjna with its registered office in Katowice, entered in the National Court Registered maintained by the Katowice-Wschód District Court in Katowice, 8th Business Department of the National Court Register under KRS [National Court Register] 0000066811 (hereinafter referred to as: **Stalexport Autostrada Dolnośląska S.A.** or the **Company Being Acquired**).
2. The merger referred to in item 1 shall take place in line with the procedure provided for in article 492 §1(1) of KSH, i.e. through transfer of the whole property of the Company Being Acquired to **Stalexport Autostrady S.A.** pursuant to the principles specified in the Merger Plan of 28 November 2013 (hereinafter referred to as the "Merger Plan"). The Merger Plan has been appended hereto.

**§ 2**

In the face of the adopted merger, the Ordinary General Meeting of **Stalexport Autostrady S.A.** hereby approves the submitted Merger Plan.

**§ 3**

The date on which the merger has been recorded in the register maintained by the court competent for the registered office of Stalexport Autostrady S.A. shall be deemed the date of merger between **Stalexport Autostrady S.A.** and **Stalexport Autostrada Dolnośląska S.A.**

**§ 4**

The Management Board of Stalexport Autostrady S.A. shall undertake any practical and legal measures required for the purpose of performance of this Resolution.

**§ 5**

The Resolution shall come into force on the date it has been passed with the legal effect as at the date of registration by the competent court of registration.