

(draft)

**Resolution No. 1  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 2, 2015**

***on the 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. .... 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 Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 2, 2015**

*on decision not to appoint the Scrutinisers*

§1

The 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 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 Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 2, 2015**

*on the 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 announcement of the Meeting.

§2

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

*(draft)*

**Resolution No. 4  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 2, 2015**

***on the approval of Management Board Report on the activities of the  
Company for the turnover year 2014***

§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 Management Board Report on the activities of the Company for the turnover year 2014.

§2

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

(draft)

**Resolution No. 5  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 2, 2015**

*on the approval of separate financial statements of Stalexport  
Autostrady S.A. for the turnover year 2014*

§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 Myslowice, has considered and approves the separate financial statements of the Company for the turnover year 2014 including:

- a) **separate financial statements of financial position prepared as at December 31, 2014**, showing assets and liabilities amount of 204.705.030,90 zlotys (say: two hundred and four million seven hundred and five thousand thirty zlotys ninety groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2014 to December 31, 2014** showing net profit amount of 6.179.987,57 zlotys (say: six million one hundred seventy nine thousand nine hundred and eighty seven zlotys fifty seven groszy) and total comprehensive income of 6.175.187,57 zlotys (say: six million one hundred seventy five thousand one hundred eighty seven zlotys fifty seven groszy),
- c) **separate financial statements of changes in equity for the period from January 1, 2014 to December 31, 2014** showing an increase of equity by the amount of 6.175.187,57 zlotys (say: six million one hundred seventy five thousand one hundred eighty seven zlotys fifty seven groszy),
- d) **separate statements of cash flows for the period from January 1, 2014 to December 31, 2014** showing an decrease in cash the amount to 812.943,06 zlotys (say: eight hundred and twelve thousand nine hundred and forty three zlotys 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 day of its passing.

(draft)

**Resolution No. 6  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 2, 2015**

***on the approval of Management Board Report on the activities of Stalexport  
Autostrady S.A. Capital Group for the turnover year 2014***

§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 Report on the activities of Stalexport Autostrady S.A. Capital Group for the turnover year 2014.

§2

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

(draft)

**Resolution No. 7  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with the seat in Myslowice  
dated April 2, 2015**

***on the approval of consolidated financial statements of Stalexport  
Autostrady S.A. Capital Group for the turnover year 2014***

§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 Mysłowice has considered and approves the **consolidated financial statements of Stalexport Autostrady S.A. Capital Group for the turnover year 2014**, which includes:

- a) **consolidated financial statements of financial position prepared as at December 31, 2014** showing assets and liabilities amount of 1.315.875 thousand zlotys (say: one billion three hundred and fifteen million eight hundred and seventy five thousand zlotys),
- b) **consolidated financial statements of comprehensive income for the period from January 1, 2014 to December 31, 2014** showing net profit amount of 65.403 thousand zlotys (say: sixty five million four hundred and three thousand zlotys) and total comprehensive income of 60.928 thousand zlotys (say: sixty million nine hundred and twenty eight thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2014 to December 31, 2014** showing an increase in equity by the amount of 56.414 thousand zlotys (say: fifty six million and four hundred fourteen thousand zlotys),
- d) **consolidated statement of cash flows for the period from January 1, 2014 to December 31, 2014** showing an decrease in cash in the amount of 2.278 thousand zlotys (say: two million two hundred seventy eight 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 Ordinary General Meeting  
of Stalexport Autostrady S.A. with the registered seat in Myslowice  
dated April 2, 2015**

*on distribution of net profit for the turnover year 2014*

§1

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 Autostrady S.A. with its registered seat in Myslowice decides to distribute net profit for the turnover year 2014 in amount of 6.179.987,57 zlotys (say: six million one hundred seventy nine thousand nine hundred and eighty seven zlotys fifty seven groszy) as follows:

- a) to allocate the amount of 1.497.537 zlotys (say: one million four hundred ninety seven thousand and five hundred thirty seven zlotys zero groszy) to cover previous years' losses,
- b) to allocate the amount of 4.682.450,57 zlotys (say: four million six hundred eighty two thousand and four hundred fifty zlotys fifty seven groszy) to the supplementary capital of the Company.

§2

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



(draft)

**Resolution No. 9  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 2, 2015**

*on granting the discharge to the President of the Management Board, Emil Wąsacz  
for the performance of his duties in the turnover year 2014*

§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 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 2014.

§2

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

(draft)

**Resolution No. 10  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 2, 2015**

*on granting the discharge to the Vice President of the Management Board, Mariusz Serwa  
- for the performance of his duties in the turnover year 2014*

§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 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 2014.

§2

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

(draft)

**Resolution No. 11  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 2, 2015**

*on granting the discharge to Mr. Nicolás Caffo - the member of the Supervisory Board -  
for the performance of his duties in the turnover year 2014*

§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 the discharge to Mr. Nicolás Caffo, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

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

(draft)

**Resolution No. 12  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 2, 2015**

*on granting the discharge to Mr. Michelangelo Damasco - the member of the Supervisory Board - for the performance of his duties in the turnover year 2014*

§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 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 2014.

§2

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

*(draft)*

**Resolution No. 13  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 2, 2015**

*on granting the discharge to Mr. Aleksander Galos - the member of the Supervisory Board  
- for the performance of his duties in the turnover year 2014*

§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 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 2014.

§2

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

(draft)

**Resolution No. 14  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 2, 2015**

*on granting the discharge to Mr. Costantino Ivoi - the Member of the Supervisory Board -  
for the performance of his duties in the turnover year 2014*

§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 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 2014.

§2

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

(draft)

**Resolution No. 15  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 2, 2015**

*on granting the discharge to Mr. Roberto Mengucci - the Member of the Supervisory Board  
- for the performance of his duties in the turnover year 2014*

§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 the discharge to Mr. Roberto Mengucci, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

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

(draft)

**Resolution No. 16  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 2, 2015**

*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 2014*

§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 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 2014.

§2

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



(draft)

**Resolution No. 17  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with the seat in Mysłowice  
dated April 2, 2015**

*on granting the discharge to Mr. Tadeusz Włudyka - the member of the Supervisory Board  
- for the performance of his duties in the turnover year 2014*

§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 Włudyka, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

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