

(draft)

**Resolution No. 1  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 13, 2017**

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

§1

The Ordinary General Meeting of Stalexport Autostrady Joint Stock Company 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 13, 2017**

*on decision not to appoint the Scrutinisers*

§1

The Ordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered seat in Myslowice, 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 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 13, 2017**

*on approval of the agenda*

§1

The Ordinary General Meeting of Stalexport Autostrady Joint Stock Company 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.

**Resolution No. 4  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 13, 2017**

*on approval of Management Board Report on the activities of the Company  
for turnover year 2016*

§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 Joint Stock Company with its registered seat in Myslowice, has considered and approves the Management Board Report on the activities of the Company for turnover year 2016.

§2

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

**Resolution No. 5  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 13, 2017**

*on approval of the separate financial statements of Stalexport  
Autostrady S.A. for turnover year 2016*

§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 Joint Stock Company with its registered seat in Mysłowice, has considered and approves the separate financial statements of the Company for turnover year 2016 including:

- a) **separate statement of financial position prepared as at December 31, 2016**, showing assets and liabilities amount of 389.670.641,17 zlotys (say: three hundred eighty nine million six hundred seventy thousand six hundred forty one zlotys seventeen groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2016 to December 31, 2016** showing net profit amount of 180.747.149,87 zlotys (say: one hundred eighty million seven hundred forty seven thousand one hundred forty nine zlotys eighty seven groszy) and total comprehensive income of 180.749.279,27 zlotys (say: one hundred eighty million seven hundred forty nine thousand two hundred seventy nine zlotys twenty seven groszy),
- c) **separate statement of changes in equity for the period from January 1, 2016 to December 31, 2016** showing an increase of equity by the amount of 180.749.279,27 zlotys (say: one hundred eighty million seven hundred forty nine thousand two hundred seventy nine zlotys twenty seven groszy),
- d) **separate statement of cash flows for the period from January 1, 2016 to December 31, 2016** showing an increase in cash by the amount of 178.732.184,08 zlotys (say: one hundred seventy eight million seven hundred thirty two thousand one hundred eighty four zlotys 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 day of its passing.

(draft)

**Resolution No. 6  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 13, 2017**

*on approval of Management Board Report on the activities of Capital Group  
of Stalexport Autostrady S.A. for turnover year 2016*

§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 Joint Stock Company with its registered seat in Myslowice, has considered and approves the Management Board Report on the activities of Capital Group of Stalexport Autostrady S.A. for turnover year 2016.

§2

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

**Resolution No. 7  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 13, 2017**

*on approval of the consolidated financial statements of Capital Group of  
Stalexport Autostrady S.A. for turnover year 2016*

§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 Joint Stock Company with its registered seat in Myslowice, has considered and approves the **consolidated financial statements of Capital Group of Stalexport Autostrady S.A. for turnover year 2016**, including:

- a) **consolidated statement of financial position prepared as at December 31, 2016** showing assets and liabilities in amount of 1.446.646 thousand zlotys (say: one billion four hundred forty six million six hundred forty six thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from January 1, 2016 to December 31, 2016** showing net profit in amount of 165.294 thousand zlotys (say: one hundred sixty five million two hundred ninety four thousand zlotys) and total comprehensive income of 169.422 thousand zlotys (say: one hundred sixty nine million four hundred twenty two thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2016 to December 31, 2016** showing an increase in equity by the amount of 163.733 thousand zlotys (say: one hundred sixty three million seven hundred thirty three thousand zlotys),
- d) **consolidated statement of cash flows for the period from January 1, 2016 to December 31, 2016** showing an increase in cash by the amount of 178.952 thousand zlotys (say: one hundred seventy eight million nine hundred fifty two 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.

**Resolution No. 8  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 13, 2017**

*on apportionment of net profit for turnover year 2016*

§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 Joint Stock Company with its registered seat in Myslowice, decides to apportion net profit for turnover year 2016 in amount of 180.747.149,87 **zlotys** (say: one hundred eighty million seven hundred forty seven thousand one hundred forty nine zlotys eighty seven groszy) as follows:

- a) amount of 136.239.985,73 zlotys (say: one hundred thirty six million two hundred thirty nine thousand nine hundred eighty five zlotys seventy three groszy) to allocate for supplementary capital,
- b) amount of 44.507.164,14 zlotys (say: forty four million five hundred seven thousand one hundred sixty four zlotys fourteen groszy) to allocate for payment dividend for Company's shareholders, which means that the dividend recommended by the Company amounts to 18 groszy (say: eighteen groszy) per one share.

§2

Pursuant to art. 348 §3 of Commercial Companies Code and §28 of the Statutes of the Company the Ordinary General Meeting of Stalexport Autostrady S.A. hereby resolves that dividends day shall be fixed on 24 April 2017 and the dividends payout day shall be on 16 May 2017.

§3

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 Mysłowice  
dated April 13, 2017**

***on granting discharge to the President of the Management Board, Emil  
Wąsacz for the performance of his duties in turnover year 2016***

§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 Joint Stock Company 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 2016.

§2

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

**Resolution No. 10  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 13, 2017**

***on granting discharge to the Vice President of the Management Board,  
Mariusz Serwa for the performance of his duties in turnover year 2016***

§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 Joint Stock Company with its registered seat in Mysłowice, 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 2016.

§2

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

**Resolution No. 11  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 13, 2017**

*on granting discharge to the member of the Supervisory Board, Mr. Nicolás Caffo for the performance of his duties in turnover year 2016*

§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 Joint Stock Company with its registered seat in Mysłowice, grants discharge to the Member of the Supervisory Board, Mr. Nicolás Caffo, for the performance of his duties for the whole period of the term of office in turnover year 2016.

§2

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

**Resolution No. 12  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 13, 2017**

***on granting discharge to the Member of the Supervisory Board,  
Mr. Michelangelo Damasco for the performance of his duties in turnover  
year 2016***

§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 Joint Stock Company with its registered seat in Mysłowice, grants discharge to the Member of the Supervisory Board, Mr. Michelangelo Damasco for the performance of his duties in turnover year 2016, i.e. since January 1, 2016 till April 14, 2016.

§2

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

**Resolution No. 13  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 13, 2017**

*on granting discharge to the Member of the Supervisory Board,  
Mr. Aleksander Galos for the performance of his duties in the turnover year  
2016*

§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 Joint Stock Company 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 2016.

§2

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

**Resolution No. 14  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 13, 2017**

***on granting discharge to the Member of the Supervisory Board, Mr.  
Costantino Ivoi for the performance of his duties in the turnover year 2016***

§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 Joint Stock Company with its registered seat in Mysłowice, grants discharge to the Member of the Supervisory Board, Mr. Costantino Ivoi, for the performance of his duties for the whole period of the term of office in turnover year 2016, i.e. since January 1, 2016 till April 14, 2016.

§2

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

**Resolution No. 15  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 13, 2017**

*on granting discharge to the Member of the Supervisory Board, Mr. Pietro La Barbera for  
the performance of his duties in the turnover year 2016*

§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 Joint Stock Company wi

th its registered seat in Myslowice, grants discharge to the Member of the Supervisory Board, Mr. Pietro La Barbera for the performance of his duties for the whole period of the term of office in turnover year 2016, i.e. since January 1, 2016 till April 14, 2016.

§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 13, 2017**

*on granting discharge to the Member of the Supervisory Board, Roberto Mengucci  
for the performance of his duties in the turnover year 2016*

§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 Joint Stock Company with its registered seat in Myslowice, 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 2016.

§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 its registered seat in Mysłowice  
dated April 13, 2017**

*on granting discharge to the Member of the Supervisory Board, Mr. Marco Pace for the  
performance of his duties in the turnover year 2016*

§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 Joint Stock Company 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 turnover year 2016, i.e. since April 14, 2016 till December 31, 2016.

§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.)*

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**Resolution No. 18**  
**of the Ordinary General Meeting**  
**of Stalexport Autostrady S.A. with its registered seat in Myslowice**  
**dated April 13, 2017**

*on granting discharge to the Member of the Supervisory Board, Mr. Stefano Rossi for the performance of his duties in the turnover year 2016*

§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 Joint Stock Company with its registered seat in Myslowice, 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 2016, i.e. since April 14, 2016 till December 31, 2016.

§2

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

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(draft)

**Resolution No. 19**  
**of the Ordinary General Meeting**  
**of Stalexport Autostrady S.A. with its registered seat in Myslowice**  
**dated April 13, 2017**

*on granting discharge to the Member of the Supervisory Board, Mr. Massimo Sonego for the performance of his duties in the turnover year 2016*

§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 Joint Stock Company with its registered seat in Myslowice, grants discharge to the Member of the Supervisory Board, Mr. Massimo Sonego, for the performance of his duties for the whole period of the term of office in turnover year 2016, i.e. since April 14, 2016 till December 31, 2016.

§2

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

**Resolution No. 20  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Myslowice  
dated April 13, 2017**

***on granting discharge to the Member of the Supervisory Board, Mr. Tadeusz  
Wludyka for the performance of his duties in the turnover year 2016***

§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 Joint Stock Company with its registered seat in Myslowice, grants discharge to the Member of the Supervisory Board, Mr. Tadeusz Wludyka, for the performance of his duties for the whole period of the term of office in turnover year 2016.

§2

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

(draft)

**Resolution No. 21  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated April 13, 2017**

*on amendment of 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 Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, decides to amend the Statutes of the Company as follows:

**§ 18 section 3 point 18 of the Company's Statutes is amended as follows:**

“18) on the motion of the Management Board - to express a consent to sell the shares in the companies for which Stalexport Autostrady S.A. is a parent company,”

§2

The Ordinary General Meeting authorizes the Supervisory Board of the Company to agree the consolidated text of the amended Statutes.

§3

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