

**Resolution No. 1
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 4, 2018**

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 Myslowice, 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 Myslowice
dated April 4, 2018**

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 §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 4, 2018**

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 4, 2018**

*on approval of Management Board Report on the activities of the Company
for turnover year 2017*

§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 turnover year 2017.

§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 Mysłowice
dated April 4, 2018**

*on approval of the separate financial statements of Stalexport
Autostrady S.A. for turnover year 2017*

§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 2017 including:

- a) **separate statement of financial position prepared as at December 31, 2017**, showing assets and liabilities amount of 419,487,993.55 zlotys (say: four hundred nineteen million four hundred eighty seven thousand nine hundred ninety three zlotys fifty five groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2017 to December 31, 2017**, showing net profit amount of 73,208,489.51 zlotys (say: seventy three million two hundred eight thousand four hundred eighty nine zlotys fifty one groszy) and total comprehensive income of 73,210,703.80 zlotys (say: seventy three million two hundred ten thousand seven hundred three zlotys eighty groszy),
- c) **separate statement of changes in equity for the period from January 1, 2017 to December 31, 2017**, showing an increase of equity by the amount of 28,741,691.16 zlotys (say: twenty eight million seven hundred forty one thousand six hundred ninety one zlotys sixteen groszy),
- d) **separate statement of cash flows for the period from January 1, 2017 to December 31, 2017**, showing an increase in cash by the amount of 25,268,484.87 zlotys (say: twenty five million two hundred sixty eight thousand four hundred eighty four zlotys eighty 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. 6
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 4, 2018**

*on approval of Management Board Report on the activities of Capital Group
of Stalexport Autostrady S.A. for turnover year 2017*

§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 Myslowice, has considered and approves the Management Board Report on the activities of Capital Group of Stalexport Autostrady S.A. for turnover year 2017.

§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 4, 2018**

*on approval of the consolidated financial statements of Capital Group of
Stalexport Autostrady S.A. for turnover year 2017*

§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 Capital Group of Stalexport Autostrady S.A. for turnover year 2017**, including:

- a) **consolidated statement of financial position prepared as at December 31, 2017**, showing assets and liabilities in amount of 1,438,346 thousand zlotys (say: one billion four hundred thirty eight million three hundred forty six thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from January 1, 2017 to December 31, 2017**, showing net profit in amount of 158,780 thousand zlotys (say: one hundred fifty eight million seven hundred eighty thousand zlotys) and total comprehensive income of 161,506 thousand zlotys (say: one hundred sixty one million five hundred six thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2017 to December 31, 2017**, showing an increase in equity by the amount of 111,345 thousand zlotys (say: one hundred eleven million three hundred forty five thousand zlotys),
- d) **consolidated statement of cash flows for the period from January 1, 2017 to December 31, 2017**, showing an increase in cash by the amount of 29,941 thousand zlotys (say: twenty nine million nine hundred forty one 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. 8
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 4, 2018**

on apportionment of net profit for turnover year 2017

§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 Myslowice, decides to apportion net profit for turnover year 2017 in amount of **73,208,489.51 zlotys** (say: seventy three million two hundred eight thousand four hundred eighty nine zlotys fifty one groszy) as follows:

- a) amount of **1,502,502.84 zlotys** (say: one million five hundred two thousand five hundred two zlotys eighty four groszy) to allocate for supplementary capital,
- b) amount of **71,705,986.67 zlotys** (say: seventy one million seven hundred five thousand nine hundred eighty six zlotys sixty seven groszy) to allocate for payment of dividend to the shareholders of the Company, which means that the dividend shall amount to 29 groszy (say: twenty nine 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 18 April 2018 and the dividend payment day shall be on 18 May 2018.

§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 4, 2018**

*on granting discharge to the President of the Management Board, Emil Wąsacz
for the performance of his duties in turnover year 2017*

§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 2017.

§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 Mysłowice
dated April 4, 2018**

*on granting discharge to the Vice President of the Management Board, Mariusz Serwa for
the performance of his duties in turnover year 2017*

§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 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 2017.

§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 Mysłowice
dated April 4, 2018**

*on granting discharge to the member of the Supervisory Board, Mr. Nicolò Caffo
for the performance of his duties in the turnover year 2017*

§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 Mysłowice, grants discharge to the Member of the Supervisory Board, Mr. **Nicolò Caffo**, for the whole period of the term of office in turnover year 2017.

§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 4, 2018

*on granting discharge to the Member of the Supervisory Board, Mr. Aleksander Galos for
the performance of his duties in the turnover year 2017*

§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 2017.

§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 4, 2018

*on granting discharge to the Member of the Supervisory Board, Roberto Mengucci
for the performance of his duties in the turnover year 2017*

§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. **Roberto Mengucci** for the performance of his duties for the whole period of the term of office in turnover year 2017.

§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 Myslowice
dated April 4, 2018**

*on granting discharge to the Member of the Supervisory Board, Mr. Marco Pace for the
performance of his duties in the turnover year 2017*

§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 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 2017.

§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 Myslowice
dated April 4, 2018

on granting discharge to the Member of the Supervisory Board, Mr. Stefano Rossi for the performance of his duties in the turnover year 2017

§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 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 2017.

§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 Myslowice
dated April 4, 2018**

*on granting discharge to the Member of the Supervisory Board, Mr. Massimo Sonogo for
the performance of his duties in the turnover year 2017*

§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 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 2017.

§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 4, 2018**

*on granting discharge to the Member of the Supervisory Board, Mr. Tadeusz Włudyka for
the performance of his duties in the turnover year 2017*

§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 2017.

§2

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