

Appendix no. 3 to the Regulations of the Audit Committee

Arzbieg 8.01.2018
date

Tomasz Pienkowski
first and last name

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STATEMENT ON THE INDEPENDENCE OF A CANDIDATE FOR THE AUDIT COMMITTEE OF THE SUPERVISORY BOARD OF STALEXPORT AUTOSTRADY S.A.

I hereby declare that I fulfill the independence criteria required of an independent Audit Committee member, as referred to in Art. 129(3) of the Act on Statutory Auditors, Audit Firms and Public Supervision dated 11 May 2017 (Dz. U. of 2017, item 1089) and § 3(5) of the Regulations of the Audit Committee:

1. I am not and in the last five years I have not been a senior officer, and I am not and I have not been a member of the management board or any other managing body of the Company or an entity related to the Company;
2. I am not and in the last three years since appointment I have not been an employee of the Company or an entity related to the Company, except for cases where a Committee member is an employee other than a senior officer who has been appointed to the Supervisory Board or other supervisory or controlling body of the Company as an employee representative;
3. I do not exercise any supervision within the meaning of Art.3 (1)(37)(a-e) of the Accounting Act and I do not represent any persons or entities exercising control over the Company;
4. I do not receive and have not received any additional considerable remuneration from the Company or an entity related to the Company, except for remuneration which I received as a member of the Supervisory Board or other supervising or controlling body, including the Committee;
5. I do not maintain and within the last year since appointment I have not maintained any significant business relations with the Company or an entity related to the Company, directly or as an owner, shareholder, member of the Supervisory Board or another supervisory or controlling body, or a person being a senior officer, including a member of the management board or other supervisory body of an entity maintaining such relations,

6. I am not and in the last two years since appointment I have not been:
- (a) an owner or shareholder (including a general partner) in the current or previous audit firm auditing financial statements of the Company or an entity related to the Company;
 - (b) a member of the supervisory board or other supervisory or controlling body in the current or previous audit firm auditing financial statements of the Company or an entity related to the Company;
 - (c) an employee or a senior officer, including a member of the management board or other managing body in the current or previous audit firm auditing financial statements of the Company or an entity related to the Company, or
 - (d) another natural person who provides services to or was supervised by the current or previous audit firm or a statutory auditor acting on the audit firm's behalf;
7. I am not a member of the management board or other managing body of an entity in which a member of the Management Board or other managing body of the Company is a member of the supervisory board or other supervisory body;
8. I have not been a member of the Supervisory Board or other supervisory or controlling body of the Company for longer than 12 years;
9. I am not a spouse, partner, or relative by birth or marriage in a straight line or in a collateral line up to the fourth degree of a member of the Management Board or other managing body of the Company or a person referred to in items 1 - 8;
10. I am not related by adoption, custody or guardianship to any member of the Management Board or other managing body of the Company or with a person referred to in items 1 - 8.

I also undertake to inform STALEXPORT AUTOSTRADY Spółka Akcyjna of any changes in that regard.


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