

Appendix no. 1 to the Regulations of the Remuneration Committee

Anna Gęsi, 8.01.2018
date

Tomasz D. Brodzki

first and last name

51060800011
PESEL

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

I hereby declare that I meet the independence criteria provided for an independent member of the Remuneration Committee referred to in Appendix II to Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board and recommendations included in the Best Practices of GPW Listed Companies 2016:

1. I am not an executive or managing director or member of the management board of the Company or an associated company and have not held such position in the last five years;
2. I am not an employee of the Company or an associated company; have not been in such situation in the last three years, except for cases where as a non-executive director or Supervisory Board member I do not belong to senior management or was appointed to the Supervisory Board within the scope of an employee representation system recognized by law and providing appropriate protection against an unjustified layoff or other forms of unfair treatment;
3. I do not receive or have not received any additional considerable remuneration from the Company or an associated company, apart from remuneration received as a non-executive director or Supervisory Board member. Such additional remuneration includes in particular participation in a share option scheme or other performance-related pay system; it does not include fixed remuneration amounts received under a pension program (including deferred remuneration) for previous employment in the Company (provided that continuation of employment is not a condition for the payment of such remuneration);
4. I am not a shareholder and I do not represent in any manner a shareholder(s) holding a controlling stock (where control is determined by reference to cases listed in Art. 1(1) of Council Directive 83/349/EEC);
5. I do not maintain or in the past year I have not maintained any significant commercial relations with the Company or an associated company, directly or as a partner, shareholder, director or senior officer in a body maintaining such relations. Commercial relations involve being a significant supplier of goods or services (including financial, legal, advisory or consulting services), or a significant client or organization which receives considerable contributions from the Company or its group;

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

6. I am not and in the last three years I have not been a shareholder or employee of the current or previous statutory auditor of the Company or an associated company;
7. I am not an executive or managing director or member of another company's management board in which a member of the Company's Management Board is a non-executive director or a Supervisory Board director, or I am not significantly related to members of the Company's Management Board by holding interests in other companies or bodies;
8. I have not been a member of the Company's Supervisory Board for more than three terms;
9. I am not a close relative of a Management Board member or a person in the cases described in letters a)-h);
10. I am not an employee of the Company, a subsidiary or associated entity, and I am not bound by a similar agreement;
11. I am not actually or materially related to a shareholder having at least 5% of the total number of votes in the Company.

I also undertake to inform STALEXPORT AUTOSTRADY S.A. of any changes in this regard.


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