

## **DIVISION OF DUTIES AND RESPONSIBILITIES AMONG MEMBERS OF THE MANAGEMENT BOARD OF STALEXPORT AUTOSTRADY S.A.**

The division of duties and responsibilities among members of the Management Board of Stalexport Autostrady S.A. results from the Company's Organizational Regulations, provisions of which, concerning the operation of the Management Board, are given below in the form of an extract from the Regulations.

### **Extract from the Organisation Regulations of Stalexport Autostrady S.A. seated in Mysłowice<sup>1</sup>**

(...)

#### **§3**

##### **The Company managing bodies**

- 1) The Company managing bodies include: the General Assembly as well as the Supervisory and Management Boards acting pursuant to the regulations passed according to the relevant procedures.
- 2) The Management Board manages the Company operations and the right vested in each Member of the Board to represent the Company encompasses all judicial and non-judicial proceedings.
- 3) Where the Management Board consists of more than one person, the following individuals shall be authorised to make statements on behalf of the Company: singlehandedly – the President of the Management Board; jointly – two Members of the Management Board or a Member of the Management Board with a Proxy.
- 4) The Company's Management Board shall vest powers of attorney in the form of relevant resolutions in order to authorise its proxies to represent the Company and act on its behalf.

(...)

#### **§6**

##### **The principles regarding issuance of by-laws and granting powers of attorney**

- 1) By-law acts shall be issued by the President of the Management Board – Director General and, in the event of his absence, by another Member of the Management Board acting in his capacity. By-law acts shall include in particular the following:
  - a) internal ordinances, the subject of which is the structure and organisation, regulations and principles regarding signing letters and documents, etc.,
  - b) official orders related to efficient management and of individual character,
  - c) circular letters, announcements as well as regulatory information addressed to the business units or to all employees.
- 2) Powers of attorney to sign letters and documents as well as to make statements on behalf of the Company shall be granted and revoked pursuant to relevant resolutions of the Company's Management Board. The register of granted powers of attorney shall be kept by the Corporate Management Bureau.

---

<sup>1</sup> The consolidated text of 25 May 2018

(...)

## §9

### Management Board

- 1) The Management Board shall manage the Company's operations, coordinate and supervise the activities of all business units as well as represent the Company before third parties.
- 2) The Management Board shall have the following line-up: President of the Management Board and one Vice-President of the Management Board. The President of the Management Board shall also be the **Company's Director General – DG**. In terms of organisation, the following positions/bodies shall report to the Director General:
  - a) Corporate Governance Bureau – GZ,
  - b) Financial Director – GF,
  - c) Compliance Officer – GC,
  - d) Anti-Corruption Officer – GP,
  - e) Data Protection Officer – IOD.
- 3) The Vice-President of the Management Board shall also be the **Company's Financial Director – GF**. In terms of organisation, the following positions/bodies shall report to the Financial Director:
  - a) Finance Management Bureau – FF,
  - b) Accountancy Bureau – FK,
  - c) IT Bureau – FI.
- 4) The responsibilities of the Management Board shall include in particular the following:
  - a) identification of the strategy and directions of actions for the Company and the Group,
  - b) decisions regarding fundamental issues related to the economic policy and strategy of the Company and the Group,
  - c) management of and supervision over the Company in line with the applicable law, taking into account resolutions of the superordinate bodies of the Company, i.e. the Supervisory Board and the General Assembly,
  - d) identification of the organisational structure as well as principles of operation of the Company and the Group allowing for the tasks, objectives as well as the set directions of actions,
  - e) shaping the Company's financial policy,
  - f) management of the human resources policy and payroll,
  - g) supervision over the internal control system.