

Justification to draft Resolution no. 6 of the Extraordinary General Meeting of Shareholders of Stalexport Autostrady S.A. with its registered office in Mysłowice (the “**Company**”) of 26 January 2018, concerning Company Statute amendment:

(a) § 11 sec. 2 pt. 5) of the Company Statute is hereby deleted and shall read as follows:

*“The Management Board makes its decisions in the form of resolutions or without resolutions being passed. The resolution form is required for decisions concerning:
5) proposing the Supervisory Board the selection of a chartered auditor.”*

Justification for this amendment:

As of entry into force of Act of 11 May 2017 on chartered auditors, auditing companies and public supervision (Journal of Laws of 2017, item 1089), provisions which suggest that the Management Board of the Company initiates or interferes in the process of appointing a chartered auditor for the Company were proposed for removal. This activity is the sole responsibility of the Supervisory Board, which makes a pertinent decision in collaboration with the Audit Committee, considering the Regulations for the Operation of the Supervisory Board and the Audit Committee, effective in the Company.

(b) Sec. 3 shall be added to § 16 of the Company Statute and shall read as follows:

„3. If the Chairman of the Supervisory Board or his deputy does not convene a meeting in accordance with section 2, the applicant may call it independently, indicating the date, place and proposed agenda.”

Justification for the new provision:

§ 16 sec. 2 of the Company Statute includes a regulation modeled after article 389 § 1 of the Code of Commercial Companies (“CCC”), which states that the obligation to summon a Supervisory Board meeting lies with its Chairman or their Deputy, when the Management Board or a Supervisory Board Member proposed a pertinent motion.

At the same time, the Company Statute expressly describes – as modeled after article 389 § 1 of CCC – a procedure that should be followed when such motion is not invoked in a correct manner. Hence a decision was made to complete the Statute to include a provision to expressly stipulate – as modeled after article 389 § 1 of CCC – that if a Supervisory Board meeting is not summoned despite formulating a pertinent motion, as referred to in § 16 sec. 2 of the Company Statute, then the applicant shall be entitled to individually summon a meeting, stating its date, place and proposed agenda.

(c) § 18 sec. 3 pt. 8) of the Company Statute is hereby amended and shall read the following:

*“The competences of the Supervisory Board further include:
8) to select an audit firm to audit financial statements,*

Justification for this amendment:

This amendment stems from the same circumstances that determined the removal of § 11 sec. 2 pt. 5) of the Company Statute (see pt. (a) above). In the current version, the amended provision reads:

“The competences of the Supervisory Board further include:

8) to choose, upon the motion of the Management Board, an expert auditor in order to examine financial reports,

Therefore, an indication that the Supervisory Board initiates the subject action at the request of the Management Board was eliminated from the provision, in order to avoid any statutory provisions to suggest that the Management Board of the Company initiates or interferes in the process of appointing a chartered auditor for the Company, considering the standards imposed by Act of 11 May 2017 on chartered auditors, auditing companies and public supervision (Journal of Laws of 2017, item 1089).