

**REGULATIONS¹ OF THE
SUPERVISORY BOARD OF STALEXPORT AUTOSTRADY S.A.
WITH ITS REGISTERED OFFICE IN MYSŁOWICE**

I. GENERAL PROVISIONS

§ 1

The Supervisory Board of Stalexport Autostrady S.A. (hereinafter referred to as the Supervisory Board or the Board) acts pursuant to the Company's Articles of Association, resolutions of the Shareholders' Meeting and binding provisions of law, in particular the Commercial Companies Code.

§ 2

The Supervisory Board exercises permanent supervision over the Company's activities in all fields of its operation, as specified in detail in § 18 of the Company's Articles of Association.

§ 3

The Supervisory Board performs its tasks and powers at meetings, as well as through activities of a supervisory and control nature in all areas of the Company's operations, including taking ad hoc measures to verify the correctness of the Company's operations.

II. COMPOSITION AND ELECTION OF THE SUPERVISORY BOARD

§ 4

The Supervisory Board is composed of 5 to 9 members chosen in the manner specified in the Company's Articles of Association, and Supervisory Board members exercise their rights and obligations personally.

§ 5

1. Supervisory Board members serve for a joint term of office of three years. The term of office is calculated in full fiscal years.
2. The mandates of Supervisory Board members expire:
 - a) on the day of the Ordinary Shareholders' Meeting that approves the Company's financial statements for the last full financial year in which they serve as Supervisory Board members,
 - b) as a result of resignation from office,
 - c) as a result of dismissal by the Shareholders' Meeting,
 - d) as a result of the death of a member of the Supervisory Board.

¹ adopted by the Supervisory Board on March 12, 2024 by Resolution No. 08/03/2024

3. The Supervisory Board will include two members meeting the criteria of independence referred to in Article 129(3) of the Act on Auditors, Audit Firms and Public Supervision and Section 2.3 of the Best Practices for Listed Companies 2021.
4. Supervisory Board member will present a statement on meeting criteria for independence to the other Supervisory Board members and Management Board of the Company. The statement should contain the Supervisory Board member's obligation to immediately inform the Company about losing even one of the traits proving his independence.
5. Supervisory Board members should avoid undertaking any professional or non-professional actions that could create a conflict of interests or negatively impact his reputation as a member of a Company body, and if a conflict of interests arises, the Supervisory Board member should disclose it immediately.
6. A Supervisory Board member shall, in the performance of his or her duties, exercise the diligence inherent in the professional nature of his or her activities and maintain loyalty to the Company. A Supervisory Board member may not disclose the Company's secrets, even after the expiration of his or her mandate.
7. Supervisory Board members and persons closely related to them as defined in Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, are required to inform the Company and the Financial Supervision Authority about any acquisition or disposal of Company shares, derivative rights regarding Company shares and other derivative instruments regarding Company shares, and other financial instruments connected with those securities performed by those persons on their own account.
8. The Supervisory Board will determine whether there are any connections or circumstances that might impact a Supervisory Board member's fulfillment of the independence criteria. The assessment of the fulfillment of the criteria of independence by Supervisory Board members will be presented in the Supervisory Board's annual report.
9. The Supervisory Board shall prepare and present to the Ordinary Shareholders' Meeting:
 - a) an assessment of the Company's situation, taking into account an assessment of the internal control systems, risk management, compliance and an internal audit; the assessment will cover all essential control mechanisms, including in particular with regard to financial reports and operations;
 - b) a report on the activities of the Supervisory Board for the last fiscal year, including at least the information referred to in Article 382 § 3¹ of the Commercial Companies Code, including information on:
 - composition of the Board and its committees,
 - the fulfillment of independence criteria by Board members,
 - the number of Board and committee meetings in the reported period,
 - a self-evaluation of the work of the Supervisory Board;
 - c) an assessment of the manner of the Company's fulfillment of reporting obligations concerning the application of the rules of corporate governance specified in the Rules of the Warsaw Stock Exchange and regulations on current and periodic information

presented by issuers of securities;

- d) an assessment of the rationality of the Company's policy on versatility and diversity of the Company's bodies, among others, with regard to sex, education, age and professional experience or information of the lack of such policy.
10. The Supervisory Board prepares reports on remuneration referred to in Article 90g of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, dated July 29, 2005.

§ 6

At its first meeting, the Supervisory Board will elect a Chairman, Vice-chairman and Secretary in an open ballot, and will elect any other officers as needed at the next meeting.

III. MANNER OF CONVENING AND CONDUCTING MEETINGS

§ 7

1. Meetings of the Supervisory Board are held as needed, but at least once in each quarter of the fiscal year.
2. The Chairman of the Supervisory Board or his Deputy is obliged to convene a meeting of the Board at the request of the Management Board or a member of the Board containing the proposed agenda, within two weeks of receiving the request. If the Chairman of the Supervisory Board fails to convene a meeting in accordance with the preceding sentence, the Management Board or a member of the Supervisory Board may convene a meeting of the Supervisory Board independently.

§ 8

1. Meetings of the Supervisory Board shall be convened by invitations, which shall be sent at least 7 days before its date by registered mail, fax or e-mail. The invitations shall indicate the date, time and place of the meeting and the proposed agenda, as well as the use of means of direct remote communication during the meeting. In justified cases, the Chairman of the Board may shorten the period referred to in the first sentence.
2. Supervisory Board members who cannot attend a meeting are required to inform the Chairman of the Supervisory Board about the reason for their absence in writing or by telephone, fax, or electronic mail.
3. The Management Board is responsible for the preparation and technical support of the Supervisory Board meeting.

§ 9

1. The agenda for the meeting shall be determined by the person convening the meeting or, upon his authorization, by the Secretary of the Board, taking into account requests for convening the meeting submitted in accordance with § 7(2) of the Regulations.
2. The resolutions of Supervisory Board may be passed only in matters covered by the agenda,

unless all members of the Board are present at the meeting and agree to supplement the agenda and to vote on the matter that had not been included in agenda.

§ 10

1. Work of the Supervisory Board will be led by the Chairman of the Board, who convenes and chairs Board meetings. The Vice-chairman or another person appointed by the Supervisory Board members will fulfill this role in the Chairman's absence.
2. The Supervisory Board Chairman of the preceding term of office will convene the first meeting of the newly elected Board and will chair the meeting until a new Chairman is elected.

§ 11

1. The Supervisory Board adopts resolutions with an absolute majority of votes, i.e., the number of votes exceeding half of the valid votes cast with the presence of half of the properly notified members of the Board.
2. Supervisory Board members can participate in adopting Board resolutions by proxy by casting their votes in writing via another Supervisory Board member, except for matters added to the agenda at a Board meeting.
3. The voting shall be open. The Board may hold secrets ballots on any matter with an absolute majority of votes of the members present at a meeting.

§ 12

The members of the Supervisory Board may participate in passing resolutions by the Board, casting their votes in writing or by means of direct distant communication provided that all members of the Board are notified of the resolution draft (circular course).

§ 13

Meetings and resolutions of the Supervisory Board are minuted. The minutes of the meeting should state the date and agenda of the meeting, the names of those who participated in the voting, state whether the Board is capable of adopting resolutions and whether all members have been notified of the meeting, the number of votes cast for each resolution and dissenting opinions, along with their motivation, if any.

§ 14

The minutes of the meeting shall be signed by the Chairman of the Supervisory Board or, in his absence, by another member of the Board presiding over the meeting.

§ 15

1. The Supervisory Board is required to keep a book of meeting minutes.
2. The Supervisory Board will keep a separate book of resolutions which will contain only resolutions adopted by the Board. Resolutions will be signed by the Supervisory Board Chairman or the Vice- chairman and the Secretary (or possibly by the Board member who drafts the minutes).

3. The Secretary of the Supervisory Board will be responsible for preparing the minutes and maintaining the Book of Minutes and Book of Resolutions.

§ 16

1. The Management Board of the Company may participate in meetings of the Supervisory Board at the invitation of the Chairman of the Supervisory Board.
2. The Supervisory Board Chairman can also invite other persons to a Supervisory Board meeting.
3. The persons indicated in Sec. 1 and 2 may also participate in the meetings of the Supervisory Board in case the Supervisory Board makes a decision in this regard, subject to the conditions referred to in § 11(1) of the Regulations.
4. The Management Board may request the Chairman of the Board to invite proxies or attorneys, or other persons whose participation is warranted by the subject matter of the meeting, to the meeting for specific agenda items. The decision on this issue is made by the Chairman or Vice-chairman of the Board. In the event of a refusal of the aforementioned members of the Supervisory Board the Management Board may reapply to the Supervisory Board for approval.

IV. TASKS SCOPE OF ACTIVITY OF THE SUPERVISORY BOARD

§ 17

1. The Supervisory Board shall exercise day-to-day supervision over all of the Company's activities.
2. Specific duties of the Supervisory Board include:
 - a) evaluation of the Management Board's reports on the Company's operations and financial statements for the past fiscal year, in terms of their compliance with the books and documents, as well as with the facts,
 - b) evaluation of the Management Board's proposals for distribution of profit or coverage of loss,
 - c) submitting an annual written report to the Shareholders' Meeting on the results of the evaluations referred to in (a) and (b).
3. The powers of the Supervisory Board further include:
 - a) approving the bylaws of the Company's Management Board,
 - b) appointing and dismissing individual or all members of the Management Board,
 - c) concluding contracts with members of the Management Board, including determining the remuneration and other terms and conditions for performing the functions of a member of the Management Board,
 - d) determining remuneration for a Board member delegated to permanently perform individual supervision in the event that the General Meeting entrusts such authority,
 - e) suspending, for valid reasons, individual or all members of the Management Board,
 - f) delegating members of the Supervisory Board to temporarily perform the activities of members of the Management Board unable to perform their duties,
 - g) granting permission for a reduction in employment if it is in the nature of a so-called group

- layoff as defined by the regulations,
- h) selecting a statutory auditor/audit firm to audit financial statements based on a recommendation of the Audit Committee. If the Supervisory Board decision on the selection of a statutory auditor/audit firm varies from the recommendation of the Audit Committee, within 14 days from the date of making the decision the Supervisory Board will justify the reasons for not complying with the Audit Committee's recommendation and will submit the justification to the Shareholders' Meeting. The justification will be presented to the next Shareholders' Meeting,
 - i) notifying, at least one week in advance, the key auditor who audited the Company's financial statements of the date of the meeting of the Supervisory Board, the subject of which is the matters referred to in § 5(8)(b), and ensuring that he or another representative of the auditing firm attends the meeting of the Supervisory Board,
 - j) granting permission for the acquisition and disposal of real estate, perpetual usufruct or a share in real estate with a value exceeding five million zlotys,
 - k) granting permission to the Management Board to acquire and take up shares in other companies, the value of which at one time exceeds one million zlotys or 25% in the share capital of such company,
 - l) granting permission to establish a branch or representative office abroad,
 - m) confirming the investment plan for the Company and the Stalexport Autostrady S.A. Capital Group,
 - n) providing opinions of draft resolutions presented by the Management Board to the Shareholders' Meeting,
 - o) consenting to the granting of guarantees or sureties, as well as to the incurring of other off-balance sheet liabilities, the value of which exceeds PLN five million at one time,
 - p) at the request of the Management Board, granting consent to the issuance of bonds other than convertible bonds and bonds with priority rights,
 - q) at the request of the Management Board, granting consent for the transfer of rights and obligations arising from permits and concessions granted to the Company by relevant administrative authorities,
 - r) at the request of the Management Board, expressing an opinion on the sale and lease of an enterprise and a set of tangible and intangible components, as well as the establishment of a right of usufruct thereon,
 - s) at the Management Board's request, granting consent for the disposal of shares of companies for which Stalexport Autostrady S.A. with its seat in Mysłowice is the dominant company.

§ 18

1. The Supervisory Board may, by resolution, order, at the Company's expense, the examination of a specific matter relating to the Company's business or its assets by a selected advisor (Supervisory Board Advisor) or the preparation of certain analyses and opinions. In the contract between the Company and the Supervisory Board Advisor, the Company is represented by the

Supervisory Board.

2. Notwithstanding the powers set forth in Sec. 1, the Supervisory Board may also request the Management Board to commission for its needs, at the Company's expense, expert reports, analyses and other studies necessary to carry out the statutory objectives of the Supervisory Board.
3. Members of the Supervisory Board, at the invitation of the President of the Management Board, may participate in meetings of the Management Board.

§ 19

When implementing decisions of the Supervisory Board, the Chairman of the Supervisory Board may request that a meeting of the Company's Management Board be convened with an indication of specific matters to be the subject of the agenda for the Management Board meeting.

§ 20

1. The Supervisory Board or individual members acting based on a delegation from the Supervisory Board are entitled to supervise the full scope of the Company's operations, and in particular can:
 - a) review all documents of the Company,
 - b) demand that the Management Board, proxies and persons employed by the Company under an employment contract or performing certain activities for the Company on a regular basis under a contract for work, a contract of mandate or any other contract of a similar nature prepare or submit immediately, no later than within two weeks from the date of the demand, any information, documents, reports or explanations concerning the Company, in particular its operations or assets, as well as its subsidiaries and affiliated companies,
 - c) review the state of the Company's assets.
2. The Supervisory Board is authorized to establish ad hoc or standing committees to perform specific supervisory activities and to require them to provide information on supervisory activities undertaken and their results at least once in each quarter of the fiscal year.
3. In particular, the following committees operate within the Board: Audit Committee and Remuneration Committee, acting as advisory and opinion-giving bodies to the Supervisory Board, based on the Regulations, which constitute **attachments** to these Regulations.
4. The Supervisory Board will appoint committee members from among its own members.
5. The Audit Committee will be composed of at least three members of whom at least one will possess knowledge and experience in the area of accounting or auditing financial statements. At least one member of the Audit Committee or individual members in specified scopes will possess knowledge and skills in the sector in which the Company operates. Most members of the Audit Committee, including the Chairman, should meet the criteria for independence listed in Art. 129, sec. 3 of the Act on Statutory Auditors, Audit Firms and Public Supervision dated 11 May 2017 (Dz. U. of 2017, item 1089) mentioned in §3(5) of the Audit Committee Regulations. The number of Audit Committee members will be determined by the Supervisory Board.
6. The Remuneration Committee will be composed of at least three members. Most of the

Remuneration Committee members should meet the criteria for independence listed in §5(3) of the Supervisory Board Regulations.

7. The committees will select a Chairman from among their members. The work of the committees will be directed by the committee Chairmen. They will also supervise the preparation of meeting agendas, the distribution of documents, and drafting of minutes of committee meetings using the Company's resources.
8. The Supervisory Board regulations concerning the convening of meetings and adoption of resolutions will apply to the convening of committee meetings and adoption of committee resolutions unless the committee regulations determine otherwise.
9. Persons who are not committee members can participate in committee meetings only on the basis of an invitation.
10. Committees may invite or request the participation in meetings of certain members of the Company's bodies or experts.
11. The committees are authorized to request, in particular from Management Board members, all necessary information or independent professional advice on matters falling within their competence.

§ 21

Information obtained by members of the Supervisory Board in the performance of their duties is an official secret.

§ 22

1. The Supervisory Board may delegate its members to independently perform specific supervisory activities.
2. Supervisory Board members delegated to perform supervisory activities as stated above may receive additional remuneration in an amount determined by the Shareholders' Meeting on the basis of a request from the Supervisory Board.

§ 23

The Supervisory Board is entitled to convene an Ordinary Shareholders' Meeting if the Management Board does not convene the meeting within the deadline specified in the Articles of Association, or an Extraordinary Shareholders' Meeting if it believes that such a meeting is needed.

§ 24

Supervisory Board members will receive remuneration in the amounts and on the principles determined in resolutions of the Shareholders' Meeting.

§ 25

1. The Company will pay the costs of the Supervisory Board's activities.
2. The Supervisory Board will use the Company's office premises, equipment and materials.
3. The Company will provide administrative and technical services to the Supervisory Board.

APPENDIX NO. 1

to the Supervisory Board Regulations Stalexport Autostrady S.A. in Mysłowice

REGULATIONS OF THE SUPERVISORY BOARD'S AUDIT COMMITTEE STALEXPORT AUTOSTRADY SPÓŁKA AKCYJNA

I. GENERAL PROVISIONS

§1

These Regulations specify the composition, manner of appointment, tasks, scope of activities and mode of work of the Audit Committee of the Supervisory Board (the "**Committee**") of STALEXPORT AUTOSTRADY Spółka Akcyjna (the "**Company**").

§2

1. The Committee operates based on Art. 128(1) of the Act on Statutory Auditors, Audit Firms and Public Supervision dated 11 May 2017 (consolidated text: Dz.U. [Journal of Laws] of 2023, item 1015), ("Act on Statutory Auditors"), Art. 390 (1) § 1 point 2 of the Commercial Companies Code and §20 (3) of the Regulations of the Company's Supervisory Board.
2. The Committee operates based on:
 - (a) The Act on Statutory Auditors,
 - (b) Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC ("**Regulation 537/2014**"),
 - (c) Commission Recommendation (2005/162/EC) of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board,
 - (d) Recommendations and rules applied by the Company which are included in the Best Practice of WSE Listed Companies 2021 and were adopted by Resolution no. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange dated 29 March 2021,
 - (e) These Regulations.
3. The Committee is a permanent advisory committee of the Supervisory Board.
4. The Committee is appointed to increase the efficiency of supervisory activities performed by the Supervisory Board in relation to auditing the accuracy of the Company's financial reports, the Company's financial results, the efficiency of an internal control system, including internal audits, and a risk management system.

II. COMPOSITION AND APPOINTMENT OF THE COMMITTEE

§3

1. The Committee is composed of at least 3 members, including the Chairman and the Deputy Chairman of the Committee, who are appointed and dismissed by the Supervisory Board for the period of its term, from among members of the Supervisory Board. The Supervisory Board determines the number of the Committee members.

2. The Chairman and the Deputy Chairman of the Audit Committee are elected by the members of the Committee at their first meeting of a given term of office.
3. At least one member of the Committee must have knowledge and skills in accounting or auditing of financial statements.
4. At least one member of the Committee or individual members in a specified scope must have knowledge and skills in the sector in which the Company operates.
5. The majority of the Committee members, including the Chairman, are independent from the Company. A Committee member is considered to be independent from the Company if he fulfills the criteria referred to in Art. 129(3) of the Act on Statutory Auditors:
 - (a) is not and in the last five years has not been a senior officer, and is not or has not been a member of the management board or any other managing body of the Company or an entity related to the Company;
 - (b) is not and in the last three years since appointment has 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;
 - (c) does not exercise any supervision within the meaning of Art.3 (1)(37)(a-e) the Accounting Act of September 29, 1994 (consolidated text: Dz.U. [Journal of Laws] of 2023, item 120, "**Accounting Act**") and does not represent persons or entities exercising control over the Company;
 - (d) does not receive and has not received any additional considerable remuneration from the Company or an entity related to the Company, except for remuneration which he received as a member of the Supervisory Board or other supervising or controlling body, including the Committee;
 - (e) does not maintain and within the last year since appointment has 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;
 - (f) is not and in the last two years since appointment has not been:
 - (i) 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, or
 - (ii) 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, or
 - (iii) 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
 - (iv) 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;

- (g) is 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 or controlling body;
 - (h) has not been a member of the Supervisory Board or other supervisory or controlling body of the Company for longer than 12 years;
 - (i) is 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 in section 5 letter a-h;
 - (j) is 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 in section 5 letter a-h.
6. Committee member candidates are obliged to submit:
- (a) a statement on possessed knowledge and skills in accounting and auditing of financial statements, in accordance with the model attached as **Appendix no. 1** hereto;
 - (b) a statement on possessed knowledge and skills in the sector in which the Company operates, in accordance with the model attached as **Appendix no. 2** hereto;
 - (c) a statement on independence from the Company, in accordance with the model attached as **Appendix no. 3** hereto.
7. If the mandate of a Supervisory Board member appointed to the Committee expires before the end of the entire Supervisory Board's term of office or if a member resigns from the Committee, the Supervisory Board will fill the vacancy by selecting a new Committee member for a period until the end of the Supervisory Board's term of office.
8. If upon the expiration of the mandate of a Supervisory Board member appointed to the Committee the Committee does not have a member meeting the requirements referred to in § 3, sec. 3 and 4 of these Regulations, such person will be selected immediately after the holding of a General Meeting resolving to change the Supervisory Board's composition.

III. THE COMMITTEE'S TASKS AND SCOPE OF ACTIVITY

§4

1. The Committee acts collectively.
2. The basic scope of the Committee's activity involves providing advice and support to the Supervisory Board regarding the Supervisory Board's performance of its statutory controlling and supervisory obligations, in particular with respect to:
 - (a) monitoring the process of financial reporting;
 - (b) monitoring the effectiveness of internal audit systems and risk management systems, compliance and internal audits, including in the scope of financial reporting,
 - (c) monitoring the performance of financial audit activities, in particular the audit firm's performance of the audit, taking into account any conclusions and findings of the Polish Agency for Audit Oversight (**PANA**) resulting from the audit carried out in the audit firm,

- (d) inspecting and monitoring the independence of the statutory auditor and the audit firm, in particular if the audit firm provides services to the Company other than auditing,
- (e) informing the Supervisory Board of the audit's results and providing clarifications on the manner in which the audit contributed to the accuracy of the Company's financial statements and the role the Committee played in the audit,
- (f) assessing the independence of a statutory auditor and giving consent to the statutory auditor's performance of permitted services other than auditing the Company, after the Committee assesses the risks and measures securing the statutory auditor's independence,
- (g) developing a policy for the selection of the audit firm to conduct the audit,
- (h) developing the policy referred to in § 5(1)(c) on the provision of permitted services other than auditing by the audit firm, by affiliates of the audit firm and by a member of the audit firm's network as referred to in § 5(1)(c),
- (i) determining the procedure for selecting an audit firm to conduct the audit,
- (j) providing the Supervisory Board with recommendations in cases relating to the appointment of statutory auditors or audit firms, in accordance with the policies and procedure referred to in §5(1)(a-b),
- (k) submitting recommendations to ensure the accuracy of the financial reporting process in the Company.

§5

1. The Committee prepares and adopts:
 - (a) "Policy on selecting a statutory auditor/audit firm to audit financial statements of Stalexport Autostrady Spółka Akcyjna",
 - (b) "Procedure for selecting a statutory auditor/audit firm to audit financial statements of Stalexport Autostrady Spółka Akcyjna", and
 - (c) "Policy on the provision of additional permitted services by a statutory auditor/audit firm selected to audit financial statements of Stalexport Autostrady Spółka Akcyjna",
2. If the Company intends to select a statutory auditor/audit firm, the Committee will provide the Supervisory Board with a recommendation which should:
 - (a) indicate the audit firm to which it plans to assign a statutory audit,
 - (b) declare that the recommendation has not been influenced by third parties;
 - (c) confirm that the Company has not entered into any agreements including the clauses referred to in Art. 66, sec. 5 of the Accounting Act.
3. If the selection of a statutory auditor/audit firm does not concern the extension of the contract for auditing financial statements:
 - (a) the Audit Committee's recommendation should include at least two possible audit firms, together with a justification and indication of the Audit Committee's justified preference with respect to one of them,

- (b) and be drawn up as a result of the selection procedure organized by the Company, which meets the following criteria:
- (i) The Company can invite any audit firms to submit offers for the provision of services involving statutory auditing provided that:
 - the invitation does not violate the maximum duration periods of an assignment, as specified in Art. 17(3) of Regulation 537/2014,
 - the organization of the tender procedure does not exclude from the selection procedure audit firms whose fees obtained from auditing public-interest entities, listed in a register of audit firms, as referred to in Art. 91 of the Act on Statutory Auditors, in a given European Union country in the previous calendar year constituted less than 15% of the total fees.
 - (ii) The Company prepares tender documentation for invited audit firms, which:
 - makes it possible for such firms to learn about the Company's activity,
 - includes an indication of the financial statements to be audited,
 - includes a list of required documents that should be submitted together with the offer,
 - includes transparent and non-discriminatory selection criteria applied by the Company to assess offers submitted by audit firms,
 - specifies quality standards if under (EU or Polish) law the relevant authorities (PANA or Komisja Nadzoru Finansowego [The Polish Financial Supervision]) require that statutory auditors/audit firms comply with specified quality standards.
 - (iii) The Company is free to specify a selection procedure and can carry out direct negotiations with interested bidders,
 - (iv) The Company assesses offers submitted by audit firms in accordance with the selection criteria specified in tender documentation and prepares a report including conclusions from the selection procedure approved by the Audit Committee,
 - (v) The Company and the Committee take into consideration all findings or conclusions included in the annual report referred to in Art. 90, sec. 5 of the Act on Statutory Auditors, which may affect the selection of an audit firm.
4. The Supervisory Board can assign other supervisory tasks to the Committee than those specified in sec. 2.

IV. MANNER OF THE COMMITTEE'S PERFORMANCE OF ACTIVITIES

§6

1. The Committee's meetings should be held as needed, but at least two times a year, on dates determined by the Chairman of the Committee.

2. Dates of the Committee's meetings should be determined in a manner allowing the proper performance of its duties, in particular in relation to the recommendation with respect to the selection of a statutory auditor.
3. The Committee's meetings will be held at the Company's registered office or other place indicated by the person convening the Committee's meeting in accordance with §6 (4).
4. The Committee's meetings are convened by the Chairman or, if the Chairman is absent, the Deputy Chairman or other member of the Committee designated by the Chairman.
5. Requests for convening Committee meeting, including the proposed agenda, can be made only by a Committee member or Supervisory Board member on his own initiative or at the request of the President of the Company's Management Board or the Company's statutory auditor. The meeting will be convened on a day falling no later than within fourteen days from the receipt of the request.
6. The agenda of a Committee meeting is determined by the person convening the meeting, taking into account requests for convening the meeting.
7. The Committee's meetings are convened by way of invitations sent by mail, fax or email. A notification on the Committee's planned meeting with the agenda and materials related to the meeting should be sent out to all members of the Committee and the Chairman of the Supervisory Board at least seven days before the date of the meeting. When justified, the person convening a Committee meeting can shorten that period.
8. The Committee can hold a meeting without a formal notification if all members of the Committee consent to such meeting being held and to the draft agenda.

§7

1. Subject to mandatory provisions of law and taking into consideration the scope of the Committee's tasks specified in these Regulations, the Committee can, without the Supervisory Board's intermediation, request the provision of information, clarifications or documents required to perform the duties referred to in §4, sec. 2.
2. The Company's Management Board or persons designated by it will provide the Committee with access to documents and technical means needed for the performance of its functions.
3. In order to perform its obligations, the Committee takes advantage of the Supervisory Board's powers provided for in Art. 382 § 4 of the Commercial Companies Code; in particular, it can audit all documents, request the Company's Management Board and employees to provide reports and clarifications, inspect the Company's assets and carry out ongoing audits and review the Company's planned spending.
4. The Committee can request the Supervisory Board to assign the performance of certain controlling activities in the Company. Assigned inspections can be performed by a member of the Committee, an internal unit of the Company or an external audit firm designated by the Supervisory Board.
5. The Committee can request that the statutory auditor and the Committee, Management Board and Supervisory Board of the Company discuss key issues resulting from the audit, which were listed in the additional report referred to in Art. 11 of Regulation 537/2014.

§8

1. The Committee's meetings are opened and presided over by the Chairman or, if the Chairman is absent, the Deputy Chairman or other member of the Committee designated by the Chairman.
2. The Committee's decisions are made in the form of resolutions, adopted by a vote of the Committee members. The Committee's resolutions are adopted by an absolute majority of votes. In the event of a tie vote, the Chairman or, if he is not present, the Deputy Chairman has the deciding vote.
3. Proper invitation of all member of the Committee to the meeting and the presence of at least half of them, including the Chairman and the Deputy Chairman, is required for the Committee's resolutions to be valid.
4. The agenda determined in a notification convening a Committee meeting cannot be changed or supplemented during the meeting which it concerns unless all members of the Committee are present at the meeting and consent to the agenda being changed or supplemented.

§9

1. The members of the Committee shall vote on the adoption of resolutions in person.
2. The Committee's resolutions can also be adopted by circulation or with the use of means of direct remote communication. Resolutions passed in such manner are valid if all members of the Committee were notified of the content of the draft resolution.

§10

Committee resolutions are passed by an open ballot. Members of the Audit Committee submit their dissenting opinion to the adopted resolutions in the minutes and have the opportunity to also submit their justification.

§11

1. The person convening a Committee meeting can decide to invite to the meeting persons from outside the members of the Committee, in particular members of the Supervisory Board, members of the Management Board, or a statutory auditor, as well as employees and associates of the Company and external experts
2. The Committee can request certain members of the Management Board, Supervisory Board or experts to participate in a meeting.

§12

1. The Committee's meetings are recorded in minutes. Minutes are drawn up by the Chairman or another member of the Committee designated by the Chairman.
2. The minutes should include the number of the subsequent minutes, the date and place of their preparation, an attendance list, agenda, motions submitted by the Committee's members, texts of resolutions and voting results, and dissenting opinions.
3. The draft minutes of a Committee meeting will be sent to all members of the Committee present at the meeting no later than at the moment of sending a notification of the Committee's next meeting.

4. The minutes are subject to approval at the next meeting of the Committee. The agreed text shall be signed by the Chairman or the Deputy Chairman of the Committee. In justified cases, the minutes shall be drawn up and approved on the day of the meeting to which they relate.
5. The minutes of the Committee's meetings are kept at the Company's registered office.
6. All members of the Supervisory Board have the right to review minutes from the Committee's meetings and other documents resulting from its works.

V. OTHER PROVISIONS

§13

1. Committee members are obliged to keep the confidentiality of all information they receive in connection with their membership in the Committee. The confidentiality obligation also applies to the other persons participating in the Committee's meetings.
2. The confidentiality obligation applies in particular to confidential information within the meaning of Art. 7 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and information being the Company's business secret.
3. The confidentiality obligation referred to in sec. 1 and 2 does not apply to publicly available information or to the disclosure of information on the performance of an obligation imposed on a member of the Committee by law or based on a decision of a court or other authority.

§14

1. The Committee submits to the Supervisory Board a written report on its activity at least once a year. The reports should include an assessment of the Committee's activity with regard to its competence to perform assigned tasks and the effectiveness of their performance.
2. At each meeting of the Supervisory Board, the Chairman of the Committee or, if the Chairman is absent, the Deputy Chairman or another member of the Committee designated by the Chairman submits information to the Supervisory Board on the Committee's work in the period which has passed since the last meeting of the Supervisory Board, in particular on resolutions adopted by the Committee (unless they are submitted to the Board in connection with another item in the agenda of a Board meeting).
3. Once a year, the Supervisory Board reviews the activities of the Audit Committee and assesses the effectiveness and independence of its members, in particular the Chairman.
4. At least once every 5 years, the review referred to in section 3, is performed by an independent external entity selected by the Supervisory Board.

§15

The Company provides administrative and technical services to the Committee.

§16

1. The Committee Regulations are public and generally available.
2. The Regulations enter into force on the day of their approval by the Supervisory Board.
3. Any amendments to these Regulations must be approved by the Supervisory Board.

Appendix no. 1 to the Regulations of the Audit Committee

date

first and last name

PESEL

**STATEMENT OF A CANDIDATE FOR THE AUDIT COMMITTEE OF THE SUPERVISORY BOARD OF
STALEXPORT AUTOSTRADY S.A. ON POSSESSION OF KNOWLEDGE
AND SKILLS IN ACCOUNTING OR AUDITING
OF FINANCIAL STATEMENTS**

I hereby declare that I have knowledge and skills in accounting or auditing of financial statements.

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

signature

Appendix no. 2 to the Regulations of the Audit Committee

date

first and last name

PESEL

**STATEMENT OF A CANDIDATE FOR THE AUDIT COMMITTEE
OF THE SUPERVISORY BOARD OF STALEXPORT AUTOSTRADY S.A.
REGARDING POSSESSION OF KNOWLEDGE AND SKILLS
IN THE SECTOR IN WHICH THE COMPANY OPERATES**

I hereby declare that I have knowledge and skills in the sector in which the Company operates.

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

signature

Appendix no. 3 to the Regulations of the Audit Committee

date

first and last name

PESEL

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 (consolidated text: Dz.U. [Journal of Laws] of 2023, item 1015) 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 control 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.

signature

APPENDIX NO. 2

to the Supervisory Board Regulations STALEXPORT AUTOSTRADY SPÓŁKA AKCYJNA

REGULATIONS OF THE REMUNERATION COMMITTEE OF THE SUPERVISORY BOARD OF STALEXPORT AUTOSTRADY SPÓŁKA AKCYJNA

I. GENERAL PROVISIONS

§1

These Regulations specify the composition, manner of appointment, tasks, scope of activities and mode of work of the Remuneration Committee of the Supervisory Board (the "**Committee**") of STALEXPORT AUTOSTRADY Spółka Akcyjna (the "**Company**").

§2

1. The Committee is appointed based on art. 390 (1) § 1 point 2 of the Commercial Companies Code and §20 (3) of the Regulations of the Company's Supervisory Board.
2. The Committee operates based on:
 - a) Commission Recommendation (2005/162/EC) of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board,
 - b) Regulations of the Company's Supervisory Board,
 - c) Recommendations and rules applied by the Company which are included in the Best Practice of WSE Listed Companies 2021 and were adopted by Resolution no. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange dated 29 March 2021 (the "**Best Practices**"),
 - d) These Regulations.
3. The Committee is a permanent advisory committee of the Supervisory Board.

II. COMPOSITION AND APPOINTMENT OF THE COMMITTEE

§3

1. The Committee is composed of at least 3 members, including the Chairman and the Deputy Chairman of the Committee, who are appointed and dismissed by the Supervisory Board for the period of its term, amongst members of the Supervisory Board. The Supervisory Board determines the number of the Committee members.
2. The Supervisory Board elects members of the Committee, including the Chairman and the Deputy Chairman at its first meeting of a given term.
3. The majority of the Committee members are independent from the Company. A Committee member is considered to be independent from the Company if he fulfills the criteria 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:

- (a) is not an executive or managing director or member of the management board of the Company or an associated company and has not held such position in the last five years,
- (b) is not an employee of the Company or an associated company; has not been in such situation in the last three years, except for cases where a non-executive director or Supervisory Board member does 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,
- (c) does not receive or has 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 another 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),
- (d) is not a shareholder and does 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),
- (e) does not maintain or in the past year has 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.
- (f) is not and in the last three years has not been a shareholder or employee of the current or previous statutory auditor of the Company or an associated company,
- (g) is 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 is not significantly related to members of the Company's Management Board by holding interests in other companies or bodies,
- (h) has not been a member of the Company's Supervisory Board for more than three terms (or longer than for 12 years),
- (i) is not a close relative of a Management Board member or a person in the cases described in letters a)-h),
- (j) is not an employee of the Company, a subsidiary or associated entity, and is not bound by a similar agreement,
- (k) is not actually or materially related to a shareholder having at least 5% of the total number of votes in the Company.

4. Independent Committee members are obliged to:
 - (a) keep their analysis, decisions and actions independent in all circumstances;
 - (b) not demand or accept unjustified benefits that could be regarded as undermining their independence;
 - (c) make clear objections if a Supervisory Board decision is found to be possibly detrimental to the Company.
5. If the Supervisory Board makes a decision with respect to which an independent Committee member has serious reservations, the independent Committee member should take all appropriate measures. If he decides to step down, he should explain all his reasons in a letter addressed to the Management Board and the Board and, if appropriate, to the relevant external body.
6. Committee member candidates are obliged to submit a statement that they meet the criteria regarding independence from the Company. A model statement is attached as Appendix no. 1 hereto.
7. If the mandate of a Supervisory Board member appointed to the Committee expires before the end of the entire Supervisory Board's term of office or if a member resigns from the Committee, the Supervisory Board will fill the vacancy by selecting a new Committee member for a period until the end of the Supervisory Board's term of office.
8. If upon the expiration of the mandate of a Supervisory Board member appointed to the Committee the Committee does not have a member meeting the requirements referred to in § 3, sec. 3 of these Regulations, such person will be selected immediately after the holding of a Shareholders' Meeting resolving to change the Supervisory Board's composition.

III. THE COMMITTEE'S TASKS AND SCOPE OF ACTIVITY

§4

1. The Committee acts collectively.
2. The basic scope of the Committee's activity involves providing advice and support to the Supervisory Board regarding the Supervisory Board's performance of its statutory obligations.
3. In terms of remuneration, the Committee:
 - (a) prepares a Remuneration Policy for the members of the Company's Management Board and Supervisory Board (the "Remuneration Policy") and submits it to the Supervisory Board for its opinion and to the Shareholders' Meeting for approval, in accordance with the requirements set out in the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies.
 - (b) presents proposals to the Supervisory Board on the remuneration of individual members of the Management Board, ensuring that these are in line with the Remuneration Policy and assessing the performance of the Management Board members concerned. In this respect, the Committee should be properly informed of the total remuneration received by the members of the Management Board from other Companies affiliated to the Company.

- (c) makes proposals to the Supervisory Board on the appropriate forms and content of the agreement with the members of the Management Board,
 - (d) supports the Supervisory Board in overseeing compliance with the applicable legislation on remuneration disclosure obligations (remuneration report),
 - (e) discusses the general principles for the implementation of incentive schemes, presents proposals to the Supervisory Board in this respect,
4. The Supervisory Board can assign other activities to the Committee than those specified in this section.

IV. MANNER OF THE COMMITTEE'S PERFORMANCE OF ACTIVITIES

§5

1. The Committee's meetings should be held as needed, on dates determined by the Chairman of the Committee.
2. Dates of the Committee's meetings should be determined in a manner allowing the proper performance of its tasks.
3. The Committee's meetings will be held at the Company's registered office or other place indicated by the person convening the Committee's meeting in accordance with §5 (4).
4. The Committee's meetings are convened by the Chairman or, in the event of the Chairman's absence, by the Deputy Chairman or other member of the Committee designated by the Chairman.
5. Requests for convening a Committee meeting, including the proposed agenda, can be made only by a Committee member or the Chairman of the Supervisory Board on his own initiative or at the request of the President of the Company's Management Board. The meeting will be convened on a day falling no later than within fourteen days from the receipt of the request.
6. The agenda of a Committee meeting is determined by the person convening the meeting, taking into account requests for convening the meeting.
7. The Committee's meetings are convened by way of invitations sent by mail, fax or email. A notification on the Committee's planned meeting with the agenda and materials related to the meeting should be sent out to all members of the Committee and the Chairman of the Supervisory Board at least seven days before the date of the meeting. When justified, the person convening a Committee meeting can shorten that period.
8. The Committee can hold a meeting without a formal notification if all members of the Committee consent to such meeting being held and the proposed agenda.

§6

1. Subject to mandatory provisions of law and taking into consideration the scope of the Committee's tasks specified in these Regulations, the Committee can, without the Supervisory Board's intermediation, request the provision of information, clarifications or documents required to perform the duties referred to in §4, sec. 3 and 4.
2. The Management Board of the Company, or its designees, shall ensure that the Committee has access to the documents and technical means necessary for the performance of its functions. The Company shall provide the Committee with the possibility of using external

advisors, subject to the approval of the Supervisory Board.

§7

1. The Committee's meetings are opened and presided over by the Chairman or, if the Chairman is absent, the Deputy Chairman or other member of the Committee designated by the Chairman.
2. The Committee's decisions are made in the form of resolutions. The Committee's resolutions are adopted by an absolute majority of votes. In the event of a tie vote, the Chairman or, if he is not present, the Deputy Chairman has the deciding vote.
3. Proper invitation of all members of the Committee to the meeting and the presence of at least half of them, including the Chairman and the Deputy Chairman, is required for the Committee's resolutions to be valid.
4. The agenda determined in a notification convening a Committee meeting cannot be changed or supplemented during the meeting which it concerns unless all members of the Committee are present at the meeting and consent to the agenda being changed or supplemented.

§8

1. The members of the Committee shall vote on the adoption of resolutions in person.
2. The Committee's resolutions can also be adopted by circulation or with the use of means of direct remote communication. Resolutions passed in such manner are valid if all members of the Committee were notified of the content of the draft resolution.

§9

Committee resolutions are passed by an open ballot.

§10

1. The person convening a Committee meeting can decide to invite to the meeting persons from outside the members of the Committee, in particular members of the Supervisory Board, members of the Management Board, or a statutory auditor, as well as employees and associates of the Company and external experts
2. The Committee can request certain members of the Management Board, Supervisory Board or experts to participate in a meeting.

§11

1. The Committee's meetings are recorded in minutes. Minutes are drawn up by the Chairman or another member of the Committee designated by the Chairman.
2. The minutes should include the number of the subsequent minutes, the date and place of their preparation, an attendance list, agenda, motions submitted by the Committee's members, texts of resolutions and voting results, and dissenting opinions.
3. The draft minutes of a Committee meeting will be sent to all members of the Committee present at the meeting no later than at the moment of sending a notification of the Committee's next meeting.

4. The minutes are subject to approval at the next meeting of the Committee. The agreed text shall be signed by the Chairman or the Vice-chairman of the Committee. In justified cases, the minutes shall be drawn up and approved on the day of the meeting to which they relate.
5. The minutes of the Committee's meetings are kept at the Company's registered office.
6. All members of the Supervisory Board have the right to review minutes from the Committee's meetings and other documents resulting from its works.

V. OTHER PROVISIONS

§12

1. Committee members are obliged to keep the confidentiality of all information they receive in connection with their membership on the Committee. The confidentiality obligation also applies to the other persons participating in the Committee's meetings.
2. The confidentiality obligation applies in particular to confidential information within the meaning of Art. 7 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and information being the Company's business secret.
3. The confidentiality obligation referred to in sec. 1 and 2 does not apply to publicly available information or to the disclosure of information on the performance of an obligation imposed on a member of the Committee by law or based on a decision of a court or other authority.

§13

The Company provides administrative and technical services to the Committee.

§14

1. The Committee Regulations are public and generally available.
2. The Regulations enter into force on the day of their approval by the Supervisory Board.
3. Any amendments to these Regulations must be approved by the Supervisory Board.

Appendix no. 1 to the Regulations of the Remuneration Committee

date

first and last name

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 2021:

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;

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 points 1-8;
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.

signature