

Report No. 9/2023

Resolutions adopted by the Ordinary General Meeting of Stalexport Autostrady S.A., including the dividend payment

The Management Board of Stalexport Autostrady S.A. (hereinafter referred to as the Company or the Issuer) hereby informs that the Company's Ordinary General Meeting (hereinafter: the Meeting) was held on **11 April 2024** in Katowice.

The Company's Ordinary General Meeting adopted – without demur – the following resolutions:

**Resolution No. 1
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice of 11 April 2024
on the election of the Chairperson of the Ordinary General Meeting**

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice elects Mr Rafał Sasiak as Chairperson of the Ordinary General Meeting.

§2

The resolution enters into force upon adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,749,954, votes "against" 0 (zero), votes "abstained" 0.

**Resolution No. 2
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 11 April 2024
on the approval of the agenda**

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice hereby approves the agenda as specified in the notice convening the Meeting.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in an open voting. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,749,954, votes "against" 0 (zero), votes "abstained" 0.

**Resolution No. 3
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 11 April 2024
on the approval of the Report of the Supervisory Board of Stalexport Autostrady S.A.
for the financial year 2023**

§1

Pursuant to art. 395 §5 and 382 § 3 point 3 of the Commercial Companies Code the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice approves the Report of the Supervisory Board of Stalexport Autostrady for the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in an open voting. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,749,303, votes "against" 0 (zero), votes "abstained" 651.

**Resolution No. 4
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024
on the approval of the separate financial statements of Stalexport Autostrady S.A.
for the financial year 2023**

§1

Pursuant to Article 395 § 2(1) of the Commercial Companies Code and to § 24(1)(1) of the Company's Articles of Association, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice has examined and approves the separate financial statements of the Company for the financial year 2023, including the following items:

- a) **separate statement of financial position as at 31 December 2023**, showing a total balance of assets and liabilities in the amount of **PLN 374,694,461.28** (three hundred seventy-four million six hundred ninety four thousand four hundred sixty-one zlotys twenty-eight groszy),
- b) **separate statement of comprehensive income for the period from 01 January 2023 to 31 December 2023**, showing a net profit of **PLN 111,732,382.94** (one hundred eleven million seven hundred thirty-two thousand three hundred eighty two zlotys ninety-four groszy) and total comprehensive income of **PLN 111,744,285.81** (one hundred eleven million seven hundred forty-four thousand two hundred eighty-five zlotys eighty-one groszy),
- c) **separate statement of changes in equity for the period from 01 January 2023 to 31 December 2023**, showing an increase in equity by the amount of **PLN 62,291,881.21** (sixty-two million two hundred ninety-one thousand eight hundred eighty-one zlotys twenty-one groszy),
- d) **separate statement of cash flows for the period from 01 January 2023 to 31 December 2023**, showing an increase in cash by the amount of **PLN 60,652,481.35** (sixty million six hundred fifty-two thousand four hundred eighty one zlotys thirty five groszy),
- e) **notes** to the separate financial statements including information about the accounting policy adopted and other explanatory information.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in an open voting. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,749,303, votes "against" 0 (zero), votes "abstained" 651.

Resolution No. 5
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024
on the approval of the consolidated financial statements of the Stalexport Autostrady S.A. Group
for the financial year 2023

§1

Pursuant to Article 395 § 5 of the Commercial Companies Code and to § 24(1)(6) of the Company's Articles of Association, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice has examined and approves the **consolidated financial statements of the Stalexport Autostrady S.A. Group for the financial year 2023**, including the following items:

- a) **consolidated statement of financial position as at 31 December 2023**, showing a total balance of assets and liabilities in the amount of **PLN 1,543,403 thousand** (one billion five hundred forty-three million four hundred three thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from 01 January 2023 to 31 December 2023**, showing a total net profit of **PLN 116,166 thousand** (one hundred sixteen million one hundred sixty-six thousand zlotys) and a total comprehensive income of **PLN 115,853 thousand** (one hundred fifteen million eight hundred fifty-three thousand zlotys),
- c) **consolidated statement of changes in equity for the period from 01 January 2023 to 31 December 2023**, showing an increase in equity by the amount of **PLN 58,642 thousand** (fifty-eight million six hundred forty-two thousand zlotys),
- d) **consolidated statement of cash flows for the period from 01 January 2023 to 31 December 2023**, showing an increase in cash by the amount of **PLN 86,607 thousand** (eighty-six million six hundred seven thousand zlotys),
- e) **notes** to the consolidated financial statements including information about the accounting policy adopted and other explanatory information.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in an open voting. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,749,303, votes "against" 0 (zero), votes "abstained" 651.

Resolution No. 6
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024
on the approval of the Report of the Management Board on the activities of the Company and of the
Stalexport Autostrady S.A. Group for the financial year 2023

§1

Pursuant to Article 395 § 2(1) the Commercial Companies Code and to § 24(1)(1) of the Company's Statutes,

the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice has examined and approves the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in an open voting. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,749,303, votes "against" 0 (zero), votes "abstained" 651.

**Resolution No. 7
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024**

on distribution of the net profit for the financial year 2023, dividend payment, fixing the dividend date and the dividend payment date

§1

Pursuant to Article 395 § 2(2), Article 396 § 5, Article 348 § 1 and § 4 of the Code of Commercial Companies and Partnerships and to § 24(1)(2) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice decides net profit for the financial year 2023 in amount of **PLN 111,732,382.94** (say: one hundred and eleven million seven hundred and thirty two thousand three hundred eighty two zlotys ninety four groszy) to allocate:

- a) **in the amount of PLN 111,574.29 (say: one hundred and eleven thousand five hundred and seventy-four zlotys and twenty-nine groszy) to cover actuarial loss in 2023 related to the update of provisions for employee benefits;**
- b) **in the amount of PLN 111,267,910.35 (say: one hundred and eleven million two hundred and sixty-seven thousand nine hundred and ten zlotys and thirty five groszy) for payment of dividend;**
- c) **transfer the amount of PLN 352,898.30 (say: three hundred and fifty-two thousand eight hundred and ninety-eight zlotys and thirty groszy) to the supplementary capital.**

§2

Pursuant to Article 348 § 1 and to Article 396 § 5 of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice **decides to pay dividend to Company's shareholders in the total amount of PLN 111,267,910.35** (say: one hundred and eleven million two hundred and sixty seven thousand nine hundred ten zlotys and thirty five groszy), which means that the dividend shall amount to **PLN 0.45** (say: forty five) per one share.

§3

Pursuant to Article 348 § 3 and § 5 of the Code of Commercial Companies and Partnerships and to § 28(2) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. sets as the dividend date **19 April 2024** and **26 April 2024** as the dividend payment date.

§4

The resolution enters into force on the date of its adoption.

The resolution was passed in an open voting. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,749,954, votes "against" 0 (zero), votes "abstained" 0.

Resolution No. 8
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024
on granting discharge to the President of the Management Board Mr. Andrzej Kaczmarek,
acknowledging the performance of his duties in the financial year 2023

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice grants discharge to the President of the Management Board **Mr. Andrzej Kaczmarek**, acknowledging the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,749,303, votes "against" 0 (zero), votes "abstained" 651.

Resolution No. 9
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024
on granting discharge to the Vice-President of the Management Board Mr. Mariusz Serwa,
acknowledging the performance of his duties in the financial year 2023

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice grants the discharge to the Vice-President of the Management Board, **Mr. Mariusz Serwa**, acknowledging the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,749,303, votes "against" 0 (zero), votes "abstained" 651.

Resolution No. 10
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024

on granting discharge to the President of the Management Board, Mr. Emil Wąsacz, acknowledging the performance of his duties in the financial year 2023

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłówice grants discharge to the President of the Management Board, **Mr. Emil Wąsacz**, acknowledging the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,737,303, votes "against" 0 (zero), votes "abstained" 12,651.

**Resolution No. 11
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłówice
of 11 April 2024
on granting discharge to the member of the Supervisory Board, Mr. Stefano Bonomolo,
acknowledging the performance of his duties in the financial year 2023**

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłówice grants the discharge to the member of the Supervisory Board, **Mr. Stefano Bonomolo**, acknowledging the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,737,303, votes "against" 0 (zero), votes "abstained" 12,651.

**Resolution No. 12
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłówice
of 11 April 2024
on granting discharge to the member of the Supervisory Board, Mr. Nicola Bruno, acknowledging the
performance of his duties in the financial year 2023**

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłówice grants discharge to the member of the Supervisory Board, **Mr. Nicola Bruno**, acknowledging the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,735,255, votes "against" 2,048, votes "abstained" 12,651.

Resolution No. 13
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024
on granting discharge to the member of the Supervisory Board, Mr. Tomasz Dobrowolski,
acknowledging the performance of his duties in the financial year 2023

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice grants the discharge to the member of the Supervisory Board, **Mr. Tomasz Dobrowolski**, acknowledging the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,735,255, votes "against" 2,048, votes "abstained" 12,651.

Resolution No. 14
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024
on granting discharge to the member of the Supervisory Board, Mr. Andrzej Kaczmarek,
acknowledging the performance of his duties in the financial year 2023

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice grants the discharge by the member of the Supervisory Board, **Mr. Andrzej Kaczmarek**, acknowledging the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,747,255, votes "against" 2,048, votes "abstained" 651.

Resolution No. 15
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024
on granting discharge to the member of the Supervisory Board, Ms. Enrica Marra, acknowledging the
performance of his duties in the financial year 2023

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice grants the discharge by the member of the Supervisory Board, **Ms. Enrica Marra**, acknowledging the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,735,255, votes "against" 2,048, votes "abstained" 12,651.

Resolution No. 16
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024
on granting discharge to the member of the Supervisory Board, Mr. Roberto Mengucci,
acknowledging the performance of his duties in the financial year 2023

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Myslowice grants the discharge to the member of the Supervisory Board, **Mr. Roberto Mengucci**, acknowledging of the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,735,255, votes "against" 2,048, votes "abstained" 12,651.

Resolution No. 17
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Myslowice
of 11 April 2024
on granting discharge to the member of the Supervisory Board, Ms. Beata Stelmach, acknowledging
the performance of his duties in the financial year 2023

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in

Mysłowice grants the discharge by the member of the Supervisory Board, **Ms. Beata Stelmach**, acknowledging the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,747,255, votes "against" 2,048, votes "abstained" 651.

Resolution No. 18
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 11 April 2024
on granting discharge to the member of the Supervisory Board, Mr. Marco Stocchi Grava,
acknowledging the performance of his duties in the financial year 2023

§1

Pursuant to Article 395 § 2(3) of the Commercial Companies Code and to § 24(1)(3) of the Company's Statutes, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice grants the discharge to the member of the Supervisory Board, **Mr. Marco Stocchi Grava**, acknowledging the performance of his duties for the whole time in office in the financial year 2023.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in a secret ballot. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 162,735,255, votes "against" 2,048, votes "abstained" 12,651.

Resolution No. 19
of the Ordinary General Meeting of
Stalexport Autostrady S.A. with its registered office in Mysłowice
of 11 April 2024
on issuing of opinion concerning the "Report on remuneration of the members of the Management Board and of the Supervisory Board of Stalexport Autostrady S.A. in the financial year 2023"

§1

Pursuant to Article 90g(6) of the Act of 29 July 2005 on public offering, on the conditions governing the introduction of financial instruments to organised trading, and on public companies, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered office in Mysłowice has examined and evaluated positively the "Report on remuneration of the members of the Management Board and of the Supervisory Board of Stalexport Autostrady S.A. in the financial year 2023" accepted by the Supervisory Board.

§2

The resolution enters into force on the date of its adoption.

The resolution was passed in an open voting. The number of the shares of valid votes cast: 162,749,954 shares, what constitutes 65.82 % of the share capital. The total number of valid votes: 162,749,954, including: votes "voting for" 157,480,101, votes "against" 5,269,853, votes "abstained" 0.

In addition, in connection with the adoption by the Meeting of Resolution No. 7, which provides for the payment of dividend, the Management Board of the Issuer informs that:

- 1) **the amount of PLN 111,267,910.35** (say: one hundred and eleven million two hundred and sixty-seven thousand nine hundred and ten zlotys and thirty five groszy) was allocated for the payment of the dividend, which means that the amount of dividend per one share shall amount to **PLN 0.45** (say: forty five groszy),
- 2) the number of shares covered by the dividend amounts to 247,262,023 (two hundred forty seven million two hundred sixty two thousand twenty three);
- 3) the dividend date is **19 April 2024**;
- 4) the dividend payment date is **26 April 2024**.

Legal basis:

§19 para. 1 item 6 and §19 para. 2 of the Ordinance of the Minister of Finance of 29 March 2018 on current and periodic information transmitted by issuers of securities and on the conditions of considering as equivalent the information required under provisions of the law of a state other than a Member State.