

## Report No. 12 /2018

### List of shareholders holding at least 5% of the number of votes at the Ordinary General Meeting and the resolutions adopted by the Ordinary General Meeting of Stalexport Autostrady S.A.

The Management Board of Stalexport Autostrady S.A. (hereinafter "Company") informs that the Ordinary General Meeting of the Company was held on the **4<sup>th</sup> of April 2018** in Katowice.

The Company's shareholders attending the Ordinary General Meeting represented **167,279,798 shares/votes** out of the total number of 247,262,023 shares/votes, what represented **67.65 %** of share capital of the Company.

The shareholder holding at least 5% of the votes at the Ordinary General Meeting was Atlantia S.p.A. holding 151,323,463 shares/votes, **i.e. 61.20 % in the total number of shares/votes and 90.46 %** of shares/votes at this Meeting.

The following resolutions were adopted unopposed during the above mentioned Ordinary General Meeting of the Company:

**Resolution No. 1  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłówice  
dated 4 April 2018**

**on election of the Chairman of the Ordinary General Meeting**

§1

The Ordinary General Meeting of Stalexport Autostrady Joint Stock Company with its registered seat in Mysłówice, elects Mr. Rafał Sasiak as the Chairman of the Ordinary General Meeting.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed in secret ballot. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,279,798, votes "against" 0 (zero), votes "abstained" 0 (zero).

**Resolution No. 2  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłówice  
dated 4 April 2018**

**on decision not to appoint the Scrutinisers**

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłówice, decides – *according to the §10a of the Regulations of the General Meeting* - not to appoint the Scrutinisers and to authorize the Chairman of the Ordinary General Meeting to sign the printed results of the voting.

§2

The resolution comes into force on the moment of its adoption.

he resolution was passed by open voting. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,279,798, votes "against" 0 (zero), votes "abstained" 0 (zero).

**Resolution No. 3  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated 4 April 2018**

**on approval of the agenda**

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, approves the agenda as disclosed in the convocation of the Meeting.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed by open voting. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,279,798, votes "against" 0 (zero), votes "abstained" 0 (zero).

**Resolution No. 4  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated 4 April 2018**

**on approval of Management Board Report on the activities of the Company for turnover year 2017**

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 passage 1, item 1 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, has considered and approves the Management Board Report on the activities of the Company for turnover year 2017.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed by open voting. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 5  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated 4 April 2018**

**on approval of the separate financial statements of Stalexport  
Autostrady S.A. for turnover year 2017**

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 passage 1 item 1 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its

registered seat in Mysłówice, has considered and approves the separate financial statements of the Company for turnover year 2017 including:

- a) **separate statement of financial position prepared as at December 31, 2017**, showing assets and liabilities amount of PLN 419,487,993.55 (say: four hundred nineteen million four hundred eighty seven thousand nine hundred ninety three zlotys fifty five groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2017 to December 31, 2017**, showing net profit amount of PLN 73,208,489.51 (say: seventy three million two hundred eight thousand four hundred eighty nine zlotys fifty one groszy) and total comprehensive income of PLN 73,210,703.80 (say: seventy three million two hundred ten thousand seven hundred three zlotys eighty groszy),
- c) **separate statement of changes in equity for the period from January 1, 2017 to December 31, 2017**, showing an increase of equity by the amount of PLN 28,741,691.16 (say: twenty eight million seven hundred forty one thousand six hundred ninety one zlotys sixteen groszy),
- d) **separate statement of cash flows for the period from January 1, 2017 to December 31, 2017**, showing an increase in cash by the amount of PLN 25,268,484.87 (say: twenty five million two hundred sixty eight thousand four hundred eighty four zlotys eighty seven groszy),
- e) **notes** to the separate financial statements comprising a summary of significant accounting policies and other explanatory information.

§2

The resolution comes into force on the moment of its adoption

The resolution was passed by open voting. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 6  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłówice  
dated 4 April 2018**

**on approval of Management Board Report on the activities of Capital Group of Stalexport  
Autostrady S.A. for turnover year 2017**

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 passage 1 item 6 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłówice, has considered and approves the Management Board Report on the activities of Capital Group of Stalexport Autostrady S.A. for turnover year 2017.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed by open voting. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 7  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated 4 April 2018**

**on approval of the consolidated financial statements of Capital Group of Stalexport Autostrady  
S.A. for turnover year 2017**

§1

According to art. 395 §5 of Commercial Companies Code and §24 passage 1 item 6 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, has considered and approves the **consolidated financial statements of Capital Group of Stalexport Autostrady S.A. for turnover year 2017**, including:

- a) **consolidated statement of financial position prepared as at December 31, 2017**, showing assets and liabilities in amount of PLN 1,438,346 thousand (say: one billion four hundred thirty eight million three hundred forty six thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from January 1, 2017 to December 31, 2017**, showing net profit in amount of PLN 158,780 thousand (say: one hundred fifty eight million seven hundred eighty thousand zlotys) and total comprehensive income of PLN 161,506 thousand (say: one hundred sixty one million five hundred six thousand zlotys),
- c) **consolidated statements of changes in equity for the period from January 1, 2017 to December 31, 2017**, showing an increase in equity by the amount of PLN 111,345 thousand (say: one hundred eleven million three hundred forty five thousand zlotys),
- d) **consolidated statement of cash flows for the period from January 1, 2017 to December 31, 2017**, showing an increase in cash by the amount of PLN 29,941 thousand (say: twenty nine million nine hundred forty one thousand zlotys),
- e) **notes** to the consolidated financial statements comprising a summary of significant accounting policies and other explanatory information.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed by open voting. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 8  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated 4 April 2018**

**on apportionment of net profit for turnover year 2017**

§1

According to art. 395 §2 item 2 of Commercial Company Code and §24 passage 1 item 2 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, decides to apportion net profit for turnover year 2017 in amount of **PLN 73,208,489.51** (say: seventy three million two hundred eight thousand four hundred eighty nine zlotys fifty one groszy) as follows:

- a) amount of **PLN 1,502,502.84** (say: one million five hundred two thousand five hundred two zlotys eighty four groszy) to allocate for supplementary capital,
- b) amount of **PLN 71,705,986.67** (say: seventy one million seven hundred five thousand nine hundred eighty six zlotys sixty seven groszy) to allocate for payment of dividend to the

shareholders of the Company, which means that the dividend shall amount to PLN 0.29 (say: twenty nine groszy) per one share.

§2

Pursuant to art. 348 §3 of Commercial Companies Code and §28 of the Statutes of the Company the Ordinary General Meeting of Stalexport Autostrady S.A. hereby resolves that dividends day shall be fixed on 18 April 2018 and the dividend payment day shall be on 18 May 2018.

§3

The resolution comes into force on the moment of its adoption.

The resolution was passed by open voting. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,279,798, votes "against" 0 (zero), votes "abstained" 0 (zero).

**Resolution No. 9  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłówice  
dated 4 April 2018**

**on granting discharge to the President of the Management Board, Emil Wąsacz  
for the performance of his duties in turnover year 2017**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłówice, grants discharge to the President of the Management Board, Mr. Emil Wąsacz, for the performance of his duties for the whole period of the term of office in turnover year 2017.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed in secret ballot. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 10  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłówice  
dated 4 April 2018**

**on granting discharge to the Vice President of the Management Board, Mariusz Serwa for the  
performance of his duties in turnover year 2017**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłówice, grants discharge to the Vice President of the Management Board, Mr. Mariusz Serwa, for the performance of his duties for the whole period of the term of office in turnover year 2017.

§2

The resolution comes into force on the moment of its adoption

The resolution was passed in secret ballot. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 11  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłówice  
dated 4 April 2018**

**on granting discharge to the member of the Supervisory Board, Mr. Nicolò Caffo  
for the performance of his duties in the turnover year 2017**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport S.A. with its registered seat in Mysłówice, grants discharge to the Member of the Supervisory Board, Mr. Nicolò Caffo, for the whole period of the term of office in turnover year 2017.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed in secret ballot. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 12  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłówice  
dated 4 April 2018**

**on granting discharge to the Member of the Supervisory Board, Mr. Aleksander Galos for the  
performance of his duties in the turnover year 2017**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłówice, grants discharge to the Member of the Supervisory Board, Mr. Aleksander Galos for the performance of his duties for the whole period of the term of office in turnover year 2017.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed in secret ballot. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 13  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated 4 April 2018**

**on granting discharge to the Member of the Supervisory Board, Roberto Mengucci  
for the performance of his duties in the turnover year 2017**

**§1**

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants discharge to the Member of the Supervisory Board, Mr. Roberto Mengucci for the performance of his duties for the whole period of the term of office in turnover year 2017.

**§2**

The resolution comes into force on the moment of its adoption.

The resolution was passed in secret ballot. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 14  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated 4 April 2018**

**on granting discharge to the Member of the Supervisory Board, Mr. Marco Pace for the  
performance of his duties in the turnover year 2017**

**§1**

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants discharge to the Member of the Supervisory Board, Mr. Marco Pace, for the performance of his duties for the whole period of the term of office in turnover year 2017.

**§2**

The resolution comes into force on the moment of its adoption.

The resolution was passed in secret ballot. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 15  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated 4 April 2018**

**on granting discharge to the Member of the Supervisory Board, Mr. Stefano Rossi for the  
performance of his duties in the turnover year 2017**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłówice, grants discharge to the Member of the Supervisory Board, Mr. Stefano Rossi, for the performance of his duties for the whole period of the term of office in turnover year 2017.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed in secret ballot. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 16  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłówice  
dated 4 April 2018**

**on granting discharge to the Member of the Supervisory Board, Mr. Massimo Sonogo for the  
performance of his duties in the turnover year 2017**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłówice, grants discharge to the Member of the Supervisory Board, Mr. Massimo Sonogo, for the performance of his duties for the whole period of the term of office in turnover year 2017.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed in secret ballot. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Resolution No. 17  
of the Ordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłówice  
dated 4 April 2018**

**on granting discharge to the Member of the Supervisory Board, Mr. Tadeusz Włudyka for the  
performance of his duties in the turnover year 2017**

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłówice, grants discharge to the Member of the Supervisory Board, Mr. Tadeusz Włudyka, for the performance of his duties for the whole period of the term of office in turnover year 2017.

§2

The resolution comes into force on the moment of its adoption.

The resolution was passed in secret ballot. The number of the shares of valid votes cast: 167,279,798 shares, what constitutes 67.65% of share capital. The total number of valid votes: 167,279,798, including: votes "voting for" 167,253,558, votes "against" 0 (zero), votes "abstained" 26,240.

**Legal basis:** Article 70.3 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 and § 38.1(7) of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information provided by issuers of securities and on conditions under which information required by legal regulations of a third country may be recognised as equivalent.