

Report no 12 /2012

The resolutions of the Ordinary General Meeting of Stalexport Autostrady S.A.

The Management Board of Stalexport Autostrady S.A. informs the public that the XIX Ordinary General Meeting of the Company was held on 4 April 2012 in the seat of the Company. The Company's shareholders attending the Ordinary General Meeting represented 166,201,509 out of the total number of 247,262,023 shares/votes, what represented 67.22 % of share capital of the Company.

The shareholders holding at least 5% of the votes at the meeting were:

- 1) Autostrade per l'Italia S.p.A. holding 151,229,510 shares/votes, i.e. 61.16 % in total number of shares /votes and 90.99 % of shares/votes at this general meeting of the Company,
- 2) Bank PKO BP S.A. holding 8,559,364 shares/votes, i.e. 3.46 % in total number of shares /votes and 5.15 % of shares/votes at this general meeting of the Company,

Moreover at the above mentioned Ordinary General Meeting of the Company the following resolutions were passed without demur:

Resolution no 1  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on the election of the Chairman of the Ordinary General Meeting

§1. The XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice elects Mr Rafał Sasiak as the Chairman of the Ordinary General Meeting.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in open voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

Resolution no 2  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on the election of the Scrutinisers

§1. The XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice decides – according to the § 10a of the Regulations of the General Meeting - not to elect Scrutinisers and to authorize the Chairman of the XIX Ordinary General Meeting to sign the printed results of the voting.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in open voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509

valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

**Resolution no 3**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on approval of the agenda

§1. The XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice approves the agenda of the Ordinary General Meeting as disclosed in the announcement of the OGM with change in order of items 18 of the agenda, where the words "resolution" and "a member" are replaced by the words "resolutions" and "members" respectively.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in open voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

**Resolution no 4**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on approval of Management Board's report on the activity of the Company for the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. considered and approves the Management Board's report on the activity of the Company for the turnover year 2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in open voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

**Resolution no 5**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on the approval of separate financial statements of Stalexport Autostrady S.A. for the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with seat in Katowice, considered and approves the separate financial statements of the Company for the turnover year 2011 which includes:

- a) separate statement of financial position, as at 31 December 2011, showing both in credit and debit side the sum of PLN 226,801,730.46 (say: two hundred and twenty six million eight hundred and one thousand seven hundred thirty 46/100 zlotys),
- b) separate statement of comprehensive income for the period from 01 January to 31 December 2011 with a net loss of PLN 5,118,501.80 (say: five million one hundred and eighteen thousand five hundred and one 80/100 zlotys) and total comprehensive income of PLN (-) 7,650,574.28 (say: seven million six hundred and fifty thousand five hundred and seventy four 28/100 zlotys),
- c) separate statement of changes in equity for the period from 01 January to 31 December 2011 with a decrease in equity of PLN 7,650,574.28 (say: seven million six hundred and fifty thousand five hundred and seventy four 28/100 zlotys),
- d) separate cash flow statement for the period from 01 January to 31 December 2011, with a decrease in net cash amounting to PLN 5,804,176.96 (say: five million eight hundred and four thousand one hundred and seventy six 96/100 zlotys),
- e) explanatory notes to the separate financial statements.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in open voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

**Resolution no 6**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on approval of Management Board`s report on the activity of Stalexport Autostrady Capital Group for the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady SA with the seat in Katowice considered and approves the Management Board report on the activity Stalexport Autostrady of Capital Group for the turnover year 2011.

§2. The resolution comes into force on the day of its passing.

5 shareholders or their representatives took part in open voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

**Resolution no 7**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on approval of consolidated financial statements of Stalexport Autostrady Group for the turnover year 2011

§1. According to art. 395 §5 of Commercial Companies Code and §24 passage 1 item 6 of the Statutes of the Company, the XIX Ordinary General Meeting considered and approves the con-

solidated financial statements of Stalexport Autostrady Capital Group for the turnover year 2011 including:

- a) consolidated statement of financial position as at 31 December 2011, with total assets and total liabilities of PLN 1,368,002 thousand (say: one billion three hundred and sixty eight million two thousand zlotys),
- b) consolidated statement of comprehensive income for the period from 01 January to 31 December 2011 with a net profit of PLN 10,536 thousand (say: ten million five hundred and thirty six thousand zlotys) and total comprehensive income of PLN 4,077 thousand (say: four million seventy seven thousand zlotys),
- c) consolidated statement of changes in equity for the period from 01 January to 31 December 2011 with a decrease in equity by PLN 492 thousand (say: four hundred and ninety two thousand zlotys),
- d) consolidated cash flow statement for the period from 01 January to 31 December 2011 with a decrease in net cash by PLN 71,126 thousand (say: seventy one million one hundred and twenty six thousand zlotys),
- e) explanatory notes to the consolidated financial statements.

§2. The resolution comes into force on the day of its passing.

5 shareholders or their representatives took part in open voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

**Resolution no 8**

of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on coverage of net loss for the turnover year 2011

§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 XIX Ordinary General Meeting of Autostrady S.A. with the seat in Katowice decides to cover the whole net loss for the turnover year 2011 amounting to PLN 5,118,501.80 (say: five million one hundred and eighteen thousand five hundred and one 80/100 zlotys) from the Capital from the issue of shares above their nominal value.

§2. The resolution comes into force on the day of its passing.

5 shareholders or their representatives took part in open voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

**Resolution no 9**

of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on granting the discharge to Mr Emil Wąsacz - President of the Management Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady

S.A. with the seat in Katowice, grants the discharge to Mr Emil Wąsacz, the President of the Management Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

**Resolution no 10**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on granting the discharge to Mr Mieczysław Skołożyński - Vice-President of the Management Board - for the performance of his duties in the turnover year 2011

§1. According to art. 395 §2 item 3 of Commercial Companies Code and §24 section 1 item 3 of the Statutes of the Company, the XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Mieczysław Skołożyński, the Vice-President of the Management Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

**Resolution no 11**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on granting the discharge to Mr Wojciech Gębicki - Vice-President of the Management Board, for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Wojciech Gębicki, Vice-President of the Management Board, for the performance of his duties or the whole period of office in the turnover year 2011, i.e. from 01.01.2011 to 10.02.2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 166,201,509 votes were cast in favour of the resolution, with no votes against and abstentions.

**Resolution no 12**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice

dated 4 April 2012

on granting the discharge to Mr Michelangelo Damasco - the member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Michelangelo Damasco, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 165,918,432 votes were cast in favour of the resolution, with 283,077 abstentions and no votes against.

**Resolution no 13**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on granting the discharge to Mr Aleksander Galos - the member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Aleksander Galos, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 165,918,432 votes were cast in favour of the resolution, with 283,077 abstentions and no votes against.

**Resolution no 14**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on granting the discharge to Mr Costantino Ivoi - the member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Costantino Ivoi, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 165,918,432 votes were cast in favour of the resolution, with 283,077 abstentions and no votes against.

**Resolution no 15**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on granting the discharge to Mr Massimo Lapucci - the member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Massimo Lapucci, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 165,918,432 votes were cast in favour of the resolution, with 283,077 abstentions and no votes against.

**Resolution no 16**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on granting the discharge to Mr Christopher Melnyk - the Member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Christopher Melnyk, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 165,918,432 votes were cast in favour of the resolution, with 283,077 abstentions and no votes against.

**Resolution no 17**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on granting the discharge to Mr Roberto Mengucci - the Member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Roberto Mengucci, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 165,918,432 votes were cast in favour of the resolution, with 283,077 abstentions and no votes against.

**Resolution no 18**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on granting the discharge to Mr Tadeusz Włudyka - the Member of the Supervisory Board - for the performance of his duties in the turnover year 2011

§1. According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 3 item 3 of the Statutes of the Company, the XIX Ordinary General Meeting of Stalexport Autostrady S.A. with the seat in Katowice, grants the discharge to Mr Tadeusz Włudyka, the member of the Supervisory Board, for the performance of his duties for the whole period of office in the turnover year 2011.

§2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 165,918,432 votes were cast in favour of the resolution, with 283,077 abstentions and no votes against.

**Resolution no 19**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on determining the number of the VIIth term of office Supervisory Board's members

§ 1. According to art. 385 § 1 of the Commercial companies code and § 14 section 1 of the Company's Statutes, the XIX Ordinary General Meeting decides that the Supervisory Board of the seventh term of office will be composed of 7 (seven) members.

§ 2. The resolution comes into force on day of its passing.

§ 3. The resolution No. 3 of the Extraordinary General Meeting of Stalexport Autostrady S.A. dated 22 December 2010 on determining the number of members of the Supervisory Board of the seventh term of office, expires.



5 shareholders or their representatives took part in open voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 157,642,145 votes were cast in favour of the resolution, with 8,559,364 abstentions and no votes against.

**Resolution no 20**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on appointing a member of the Supervisory Board of the VIIth term of office

§ 1. According to art. 385 § 1 of the Commercial companies code and § 14 section 4 of the Company's Statutes, the XIX Ordinary General Meeting decides to appoint Mr Nicolo Caffo as the member of the Supervisory Board of the VIIth term of office.

§ 2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 157,642,145 votes were cast in favour of the resolution, with 8,559,364 abstentions and no votes against.

**Resolution no 21**  
of the XIX Ordinary General Meeting  
of Stalexport Autostrady S.A. with seat in Katowice  
dated 4 April 2012

on appointing a member of the Supervisory Board of the VIIth term of office

§ 1. According to art. 385 § 1 of the Commercial companies code and § 14 section 4 of the Company's Statutes, the XIX Ordinary General Meeting decides to appoint Mr Stefano Cusmai as the member of the Supervisory Board of the VIIth term of office.

§ 2. The resolution comes into force on day of its passing.

5 shareholders or their representatives took part in secret voting, holding and representing 166,201,509 shares (which represents 67.22 % shares in share capital), of which 166,201,509 valid votes were cast, and 157,642,145 votes were cast in favour of the resolution, with 8,559,364 abstentions and no votes against.

Information on the new appointed members of the Supervisory Board will be published in a separate current report.

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The only binding version is the original Polish version.*

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