

## Report No. 86/2020

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

The Management Board of Stalexport Autostrady S.A. (hereinafter: the Company) informs that on November 24, 2020 in Katowice, after the break ordered on November 18, 2020, the Extraordinary General Meeting of the Company (hereinafter: the Meeting) was resumed.

The shareholders attending the Meeting represented **155,837,212 shares/votes** out of the total number of 247,262,023 shares/votes, **accounting for 63.03%** of the Company's share capital.

The shareholder holding at least 5% of the total number of votes at the Meeting was **Atlantia S.p.A.**, holding 151,323,463 shares/votes, **i.e. 61.20% of the total number of shares/votes and 97.10% of the shares/votes at that Meeting.**

**The Company's Extraordinary General Meeting adopted – without demur – the following resolution:**

**Resolution No. 7  
of Extraordinary General Meeting  
of Stalexport Autostrady S.A. with its registered seat in Mysłowice  
dated November 24<sup>th</sup>, 2020**

**on amendment of the Remuneration Policy for Members of the Management Board  
and the Supervisory Board of Stalexport Autostrady S.A.**

**§1**

1. Acting on the basis of Article 90d (1) and 90e (4) of the Act of 29 July 2005 on public offer and the conditions for introducing financial instruments to the organised trading system and public companies (i.e. Journal of Laws of 2019, item 623, as amended), the Extraordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice resolves to amend the current Remuneration Policy for Members of the Management Board and Supervisory Board of the Stalexport Autostrady S.A. ("Remuneration Policy") by adding the paragraph 6 to §10, reading as follows:

*"Having regard to introduction of the state of pandemic in the Republic of Poland on 20 March 2020, to avoid any doubts regarding the remuneration regime for the remuneration transitory period (2019-2020), the Supervisory Board can set the rewarded objectives for Annual Incentive Program covering year 2020 as well as Three-year Incentive Program covering years from 2019 till 2021 and grant them in accordance with internal practices applied in the Company before 1st June 2020 - and stemming from the Supervisory Board's entitlement to shape the remuneration of the members of the Management Board subject to par. 18 section 3 of the Company's Statute - instead of applying the provisions referred to in § 7, in particular in section 13".*

2. The consolidated text of the Remuneration Policy shall constitute Attachment No. 1 to this Resolution.

**§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: 155,837,212 shares, what constitutes 63.03% of share capital. The total number of valid votes: 155,837,212, including: votes "voting for" 151,325,463, votes "against" 0 (zero), votes "abstained" 4,511,749.

**Legal basis:**

**Article 70(3) of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies and §19.1 (6) 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.**