

Resolution no 1 *(draft)*
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March 2010

on the election of the Chairman of the Ordinary General Meeting

§1

The Ordinary General Meeting of Stalexport Autostrady SA with the seat in Katowice elects as the Chairman of the Ordinary General Meeting.

§2

The resolution comes into force on day of its passing.

Resolution no 2 *(draft)*
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March 2010

on the election of the Scrutinisers

§1

The 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 Ordinary General Meeting to sign the printed results of the voting.

§2

The resolution enters into force on day of its passing.

Resolution no 3 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March 2010

*on the approval of Management Board's statement on the activity of the Company
for the turnover year 2009*

§1

According to art. 395 §2, item 2 of the Commercial Companies Code and § 24 passage 1, item 1 of the Statutes of the Company, the General Meeting of Stalexport Autostrady SA considered and approves the Management Board statement on the activity of the Company for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 4 (draft)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March 2010

*on the approval of separate financial statements of Stalexport Autostrady S.A. for
the turnover year 2009*

§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 General Meeting considered and approves the financial statements for the turnover year 2009, verified by the auditor, which includes:

- a) separate statement of financial position, as at 31 December 2009, showing both in credit and debit side the sum of PLN 261,217,630 (say: PLN two hundred and sixty one million two hundred and seventeen thousand six hundred thirty 0/100),
- b) separate statement of comprehensive income for the period from 1 January to 31 December 2009 with a net profit of PLN 5,422,332.93 (say: PLN five million four hundred and twenty two thousand and three hundred thirty two 93/100) and total comprehensive income of PLN 4,246,727.85 (say: PLN four million two hundred forty six thousand and seven hundred twenty seven 85/100),
- c) separate statement of changes in equity for the period from 1 January to 31 December 2009, with an increase in equity of PLN 4,246,727.85 (say: PLN four million two hundred forty six thousand and seven hundred twenty seven 85/100),
- d) separate statement of cash flows for the period from 1 January to 31 December 2009, with an increase in net cash amounting to PLN 2,373,567.96 (say: PLN two million three hundred seventy three thousand and five hundred sixty seven 96/100),
- e) explanatory notes to the separate financial statements.

§2

The resolution comes into force on day of its passing.

Resolution no 5 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March 2010

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

§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 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 2009.

§2

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

Resolution no 6 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March 2010

*on the approval of consolidated financial statements of Stalexport
Autostrady Group for the turnover year 2009*

§1

According to art. 395 §5 of Commercial Companies Code and §24 passage 1 item 1 of the Statutes of the Company, the General Meeting considered and approves the consolidated financial statements of Stalexport Autostrady Capital Group for the turnover year 2009, verified by an auditor, including:

- a) consolidated statement of financial position as at 31 December 2009, with total assets and total liabilities of PLN 785,338 thousand (say: PLN seven hundred eighty five million three hundred and thirty eight thousand),
- b) consolidated statement of comprehensive income for the period from 1 January to 31 December 2009 with a net profit of PLN 30,299 thousand (say: PLN thirty million two hundred and ninety nine thousand) and total comprehensive income of PLN 41,895 (say: PLN forty one million eight hundred and ninety five thousand),
- c) consolidated statement of changes in equity for the period from 1 January to 31 December 2009 with an increase of equity by 38,105 thousand (say: PLN thirty eight million and one hundred and five thousand),
- d) consolidated statement on cash flow for the period from 1 January to 31 December 2009 with an increase in net cash by PLN 16,208 thousand (say: PLN sixteen million two hundred and eight thousand),
- e) explanatory notes to the consolidated financial statements.

§2

The resolution enters into force on day of its passing.

Resolution no 7 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on net profit distribution for turnover year 2009

§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 General Meeting of Autostrady S.A. with the seat in Katowice decides to allocate net profit for the turnover year 2009 amounting to PLN 5,422,332.93 (say: PLN five million four hundred and twenty two thousand and three hundred thirty two 93/100) to the Company's Retained earnings and uncovered losses.

§2

The resolution enters into force on day of its passing.

Resolution no 8 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

*on granting the discharge to the President of the Management Board,
Mr Emil Wąsacz for the performance of his duties in the turnover year 2009*

§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 General Meeting grants the discharge to Mr Emil Wąsacz for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 9 (draft)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on granting the discharge to the Vice-President of the Management Board, Mr Mieczysław Skołożyński for the performance of his duties in the turnover year 2009

§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 General Meeting grants the discharge to Mr Mieczysław Skołożyński for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 10 (draft)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on granting the discharge to the Vice-President of the Management Board, Mr Wojciech Gębicki for the performance of his duties in the turnover year 2009

§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 General Meeting grants the discharge to Mr Wojciech Gębicki for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 11 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

*on granting the discharge to the Member of the Supervisory Board,
Mr Dario Cipriani for the performance of his duties in the turnover year*

§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 General Meeting grants the discharge to Mr Dario Cipriani for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 12 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30th March, 2010

on granting the discharge to the Member of the Supervisory Board, Mr Giuseppe Palma for the performance of his duties in the turnover year

§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 General Meeting grants the discharge to Mr Giuseppe Palma for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 13 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

*on granting the discharge to the Member of the Supervisory Board, Mr Michelangelo
Damasco for the performance of his duties in the turnover year 2009*

§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 General Meeting grants the discharge to Mr Michelangelo Damasco for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 14 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on granting the discharge to the Member of the Supervisory Board, Mr Aleksander Galos for the performance of his duties in the turnover year 2009

§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 General Meeting grants the discharge to Mr Aleksander Galos for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 15 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on granting the discharge to the Member of the Supervisory Board, Mr Costantino Ivoi for the performance of his duties in the turnover year

§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 General Meeting grants the discharge to Mr Costantino Ivoi for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 16 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on granting the discharge to the Member of the Supervisory Board, Mr Massimo Lapucci for the performance of his duties in the turnover year 2009

§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 General Meeting grants the discharge to Mr Massimo Lapucci for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 17 (draft)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on granting the discharge to the Member of the Supervisory Board, Mr Christopher Melnyk for the performance of his duties in the turnover year 2009

§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 General Meeting grants the discharge to Mr Christopher Melnyk for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 18 (draft)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on granting the discharge to the Member of the Supervisory Board, Mr Roberto Mengucci for the performance of his duties in the turnover year 2009

§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 General Meeting grants the discharge to Mr Roberto Mengucci for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 19 (draft)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

*on granting the discharge to the Member of the Supervisory Board, Mr Tadeusz
Włudyka for the performance of his duties in the turnover year 2009*

§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 General Meeting grants the discharge to Mr Tadeusz Włudyka for the performance of his duties for the turnover year 2009.

§2

The resolution comes into force on day of its passing.

Resolution no 20 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on changes in the Statutes of the Company

According to art. 415 §1 and art. 430 §1 of Commercial Companies Code and §24 passage 1 item 7 of the Statutes of the Company, the General Meeting decides to:

§1

1. Change §5 passage 1 of the Statutes of the Company as follows:

The subject of the Company activity:

- 25.11.Z Manufacture of metal structures and parts of structures
- 26.30.Z Manufacture of Communication equipment
- 32.99.Z Other manufacturing n.e.c.
- 33.11.Z Repair of fabricated metal products
- 33.20.Z Installation of industrial machinery and equipment
- 38.31.Z Dismantling of wrecks
- 41.10.Z Development of building projects
- 41.20.Z Construction of residential and non-residential buildings
- 42.11.Z Construction of roads and motorways
- 42.12.Z Construction of railways and underground railways
- 42.13.Z Construction of bridges and tunnels
- 42.21.Z Construction of transmission pipelines and distribution systems
- 42.22.Z Construction of utility projects for electricity and telecommunications
- 42.91.Z Construction of water projects
- 42.99.Z Construction of other civil engineering projects n.e.c.
- 43.21.Z Electrical installation
- 43.29.Z Other construction installation
- 43.32.Z Joinery installation
- 43.91.Z Roofing activities
- 43.99.Z Other specialized construction activities n.e.c.
- 45.11.Z Sale of cars and light motor vehicles
- 45.19.Z Sale of other motor vehicles except motorcycles
- 46.13.Z Agents involved in the sale of timber and building materials
- 46.44.Z Wholesale of china and glassware and cleaning materials
- 46.51.Z Wholesale of computers, computer peripheral equipment and software
- 46.69.Z Wholesale of other machinery and equipment

- 46.73.Z Wholesale of wood, construction materials and sanitary equipment
- 46.74.Z Wholesale of hardware, plumbing and heating equipment and supplies
- 46.75.Z Wholesale of chemical products
- 46.76.Z Wholesale of other intermediate products
- 46.77.Z Wholesale of waste and scrap
- 46.90.Z Non-specialized wholesale trade
- 47.41.Z Sale of computer, peripheral units and software in specialized stores
- 47.42.Z Retail sale of telecommunications equipment in special stores
- 49.41.Z Freight transport by road
- 52.10.A Warehousing and storage of gaseous fuels
- 52.10.B Warehousing and storage of other goods
- 52.21.Z Service activities incidental to land transportation
- 52.24.C Cargo handling at other transshipment points
- 52.29.C Other transportation support activities
- 59.20.Z Sound recording and music publishing activities
- 61.30.Z Telecommunications activities
- 61.90.Z Other telecommunications activities
- 62.01.Z Computer programming activities
- 62.02.Z Computer consultancy activities
- 62.03.Z Computer facilities management activities
- 62.09.Z Other information technology and computer service activities
- 63.11.Z Data processing, hosting and related activities
- 63.12.Z Web portals
- 63.99.Z Other information service activities n.e.c.
- 64.20.Z Activities of holding companies
- 64.30.Z Trusts, funds and similar financial entities
- 64.91.Z Financial leasing
- 64.92.Z Other credit granting
- 64.99.Z Other financial service activities, except insurance and pension funding n.e.c.
- 66.19.Z Other activities auxiliary to financial services, except insurance and pension funding
- 68.10.Z Buying and selling of own real estate
- 68.20.Z Renting and operating of own or leased real estate
- 68.32.Z Management of real estate on a fee or contract basis
- 69.20.Z Accounting, bookkeeping and auditing activities; tax consultancy
- 70.10.Z Activities of head offices and holding companies except financial holdings
- 70.21.Z Public relations and communication activities
- 70.22.Z Business and other management consultancy activities
- 71.11.Z Architectural activities
- 71.12.Z Engineering activities and related technical consultancy
- 71.20.B Other technical testing and analysis
- 73.11.Z Advertising agencies
- 73.12.A Brokerage in the sale of time and space for advertising purposes on the radio and on the television
- 73.12.B Brokerage in the sale of space for advertising purposes in printed media
- 73.12.C Brokerage in the sale of time and space for advertising purposes in electronic media (the

Internet)

- 73.12.D Brokerage in the sale of time and space for advertising purposes in other media
- 74.10.Z Specialized design activities
- 74.90.Z Other professional, scientific and technical activities n.e.c.
- 77.12.Z Renting and leasing of other motor vehicles except motorcycles
- 77.32.Z Renting and leasing of construction and civil engineering machinery and equipment
- 77.39.Z Renting and leasing of other machinery, equipment and tangible goods n.e.c.
- 77.40.Z Leasing of intellectual property and similar products, except copyrighted works
- 78.10.Z Activities of employment placement agencies
- 78.20.Z Temporary employment agency activities
- 78.30.Z Other human resources provision
- 81.10.Z Combined facilities support activities
- 82.11.Z Combined office administrative service activities
- 82.19.Z Photocopying, document preparation and other specialized office support activities
- 82.91.Z Activities of collection agencies and credit bureaus
- 82.99.Z Other business support service activities n.e.c.
- 85.60.Z Educational support activities
- 95.11.Z Repair of computer and peripheral equipment
- 95.12.Z Repair of communication equipment

2. Change §8 passage 1 of the Statutes of the Company as follows:
„The Shares may be written off with the consent of the shareholder by means of acquisition by the Company on conditions determined In the Resolution of the General Meeting”.
3. Cross off item 3 passage 2 §11 of the Statutes of the Company as follows:
„3) granting a Power of attorney,”
4. Change §20 passage 4 of the Statutes of the Company as follows:
„The Supervisory Board has the right to convene an Ordinary General Meeting, if the Management Board does not convene it in the term stipulated in passage 1, and the Extraordinary Meeting, if regarded as necessary”
5. Change §20 passage 5 of the Statutes of the Company as follows:
„The shareholder or shareholders representing at least 1/20 of the stock capital may request to convene an Extraordinary General Meeting”.

§2

1. The General Meeting of Stalexport Autostrady SA authorizes the Supervisory Board of the Company to agree the uniform text of the modified Statutes.
2. The resolution comes into force on day of its passing and becomes valid from registering the changes of the Statutes of the Company.

Resolution no 21 (draft)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on changes in amendments/changes to the Regulations of General Meeting of Stalexport Autostrady SA

According to §23 section 2 of the Statutes of the Company the General Meeting of Stalexport Autostrady decides:

§1

1. Change the name/wording of Regulations of General Meeting of Shareholders of Stalexport Autostrady S.A. to: "Regulations of General Meeting".
- 2.
3. Change §1 of the Regulations of General Meeting by adding the following content:
„§1. The General Meeting is the highest organ of authority of Stalexport Autostrady and preparing of the General Meeting is done according to the rules determined in Commercial Companies Code and the Statutes of Stalexport Autostrady SA.”
4. Change §2 of the Regulations of the General Meeting Regulations by adding the following content:
 - „1. The right to participate in General Meeting have only the persons who are shareholders of the Company on 16 days before the date of the General meeting.
 2. The date of registering of the participation in General Meeting is uniform for the persons entitled by the bearer and inscribed Shares.
 3. The shareholders entitled by the registered share or provisional certificate, who have the right to vote, and lienors (pledgers) and users, who have the right to vote in General Meeting if they are registered In the share book on the day of the participation in General Meeting.”
5. Change passage 4 §3 of the Regulations of General Meeting by adding the following content:

„The Shareholder can review the shareholders` list at the office of the Management Board and request/demand the duplicate of the list of shareholders with the return of the costs of its preparation or electronic copy, indicating the email address to which is to be sent”.
6. Change passage 1 §4 of the Regulations of General Meeting by adding following content:

„The shareholder has the right to participate in General Meeting and has the right to vote personally or by a proxy. The power of attorney to participate in the General Meeting should be written or in electronic form. The electronic form does not require to be signed by a safe electronic signature verified by a valid qualified certificate by valid qualified certificate.”

7. Delete passage 2 §4 of the Regulations of General meeting by the following wording:
„A person performing the duties of a member of the Management Board as well as an employee of the Company cannot be a Proxy at the General Meeting”.
8. Change passage 1 §6 of the Regulations of General Meeting by adding the following content:
„Each person entitled to participate in General Meeting has the right to run for the Chairman of the General Meeting as well as to enter to the minutes the candidatures for the post of the Chairman of the General Meeting.”
9. Change passage 1 §14 of the Regulations of General Meeting by adding the following content:
„Each of the shareholders entitled to participate In General Meeting has the right to ask questions on each item of the agenda of the Meeting”.
10. Change passage 4 1 § 23 of the Regulations of the General Meeting by adding the following content:

„In case of choosing the members of the Supervisory Board – on the shareholders` motion - by voting by groups, it takes place on the basis of a separate attendance list, in a separate place, enabling the choice of the chairman of the Meeting of the given group as well as having a discussion and carrying out the election.”

§ 2

1. The General Meeting of Stalexport Autostrady S.A. entitles the Supervisory Board of the Company to agree the uniform text of the changed Regulations.
2. The resolution comes into force on Day of its passing, and the changes come into force starting from the next General Meeting.

Resolution no 22 (*draft*)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on the number of Supervisory Board members of VIIth term

§1

According to art. 385 § 1 of Commercial Companies Code and § 14 passage 2 of the Statutes of the Company, the General Meeting decides that the Supervisory Board of VIIth term will consist of 7 (say: seven) members.

The joint term of the Supervisory Board members lasts three next years, (i.e. 2010-2012) and their mandates expire on day of General Meeting approving the financial statements for the last turnover year of the performance of the duties of a member of Supervisory Board.

§2

The resolution comes into force on day of its passing.

Resolution no 23(draft)
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30 March, 2010

on remuneration of Supervisory Board members

§1

According to art.392 § 1 of Commercial Companies Code and §24 passage 1 item.12 of the Statutes of the Company, the General Meeting of Stalexport Autostrady SA with seat in Katowice establishes the following rules of remunerations for members of the Supervisory Board:

- 1) members of the Supervisory Board, who don't fulfill the criteria of independence defined in the Statutes of the Company will not receive the remuneration for the performed duties;
- 2) the independent members, fulfilling the criteria of independence will receive the remuneration depending on the performed function amounting to:
 - a) chairman of the Company's Supervisory Board receives the monthly remuneration amounting to PLN 3.500 gross (say: PLN three thousand and five hundred);
 - b) vicepresident and secretary of the Company's Supervisory Board receive the monthly remuneration amounting to PLN 2.800 gross (say: PLN two thousand and eight hundred);
 - c) the other members of the Supervisory Board receive the monthly remuneration amounting to PLN 2.450 gross each of them (say: PLN two thousand four hundred and fifty).

§2

The resolution enters into force on 1 April 2010.

§3

The resolution No 5 of Extraordinary Meeting of Stalexport Autostrady in Katowice convened on 27 November, 2002 on the rules of remuneration and reduction of the remuneration for the members of Supervisory Board becomes invalid.

Resolution no 24-30 *(draft)*
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with seat in Katowice
dated 30th March, 2010

on appointing member of the Supervisory Board

§1

General Meeting of Stalexport Autostrady SA with seat in Katowice appoints
Mr..... as a member of Supervisory Board of Stalexport Autostrady
SA.

§2

The resolution comes into force on day of its passing.

