

**Second notification on the intended cross-border merger of  
STALEXPORT AUTOSTRADY S.A. with STALEXPORT AUTOROUTE S.À R.L.**

**15 October 2019 r.**

The Management Board of Stalexport Autostrady Spółka Akcyjna with its registered office in Mysłowice, Poland, address: ul. Piaskowa 20, 41-404 Mysłowice, Poland, entered into the commercial register of the National Court Register maintained by the District Court Katowice-Wschód in Katowice, 8th Commercial Division of the National Court Register, under KRS No. 0000016854 (hereinafter referred to as the „**Company**”), pursuant to Article 504 of the Act of 15 September 2000 – Commercial Companies Code (hereinafter referred to as the „**CCC**”) in relation to Article 516<sup>1</sup> of the CCC and the applicable provisions regulating reporting of current information by publicly listed companies, hereby:

1. **notifies the Company's shareholders for the second time of the planned cross-border merger of the Company** with its single member subsidiary, Stalexport Autoroute S.à r.l with its registered office in Luxembourg (hereinafter referred to as: „**Stalexport Autoroute**”), through acquisition by the Company in accordance with Article 492 para 1 item 1) of the CCC in relation to Article 516<sup>1</sup> of the CCC of all assets and liabilities of Stalexport Autoroute (hereinafter referred to as: the „**Merger**”);
2. **informs** that the Merger shall be concluded without the Company increasing its share capital or issuing any new shares;
3. **informs that** the Merger plan agreed on and adopted by the Management Board of the Company and the Management Board of Stalexport Autoroute on 30 September 2019 (hereinafter referred to as: the „**Merger Plan**”) has not been announced in Monitor Sądowy i Gospodarczy, since, in accordance with Article 500 para 2<sup>1</sup> of the CCC in relation to Article 516<sup>1</sup> of the CCC, the Company published it on its website [www.stalexport-autostrady.pl](http://www.stalexport-autostrady.pl) in the Section “Investor Relations – Merger with Stalexport Autoroute”, website: <https://www.stalexport-autostrady.pl/pl/relacje-inwestorskie/polaczenie-transgraniczne-ze-stalexport-autoroute> (hereinafter referred to as: the „**Company Website**”), as the Company informed in the current report 24/2019 of 30 September 2019;
4. **informs** that, in accordance with Article 516<sup>15</sup> para 1 of the CCC, the Merger Plan will not be examined by an expert auditor; and
5. **indicates** that the following documents relating to the Merger in a printable document format are and will be available on the Company Website starting from 30 September 2019, for an indefinite term (not shorter than until the General Meeting of the Company adopts the resolution on the Merger, which will not occur earlier than on 31 October 2019):
  - a. the Merger Plan, along with all attachments to it;
  - b. the report of the Management Board of the Company justifying the Merger, along with the enclosed opinion of the representatives of the Company's employees on the Merger;
  - c. the report of the sole member of the Management Board of Stalexport Autoroute justifying the Merger;
  - d. financial statements of the Company and of Stalexport Autoroute for the last three financial years (along with the applicable audit reports);
  - e. interim accounts of Stalexport Autoroute S.à r.l. as at 31 August 2019;
  - f. last condensed, interim, separate financial statement of Stalexport Autostrady S.A. for the 6-month period ending on 30 June 2019; and
  - g. the annual activity reports of the Management Board of the Company and the Management Board of Stalexport Autoroute for the last three financial years; and



notwithstanding the above, each shareholder will be able, free of charge, to obtain copies of the above documentation at the registered office of the Company (i.e. at ul. Piaskowa 20 in Mysłowice, 41-404).

**Management Board of Stalexport Autostrady Spółka Akcyjna:**



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Emil Wąsacz  
President of the Management Board



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Marusz Serwa  
Vice-President of the Management Board