

This document constitutes a translation of the “Report of the Supervisory Board of Stalexport Autostrady S.A. for the financial year 2023”, which was originally issued in Polish. In case of ambiguities in interpretation of terminology, the Polish terminology should be treated as binding

**Report**  
**of the Supervisory Board<sup>1</sup>**  
**of Stalexport Autostrady S.A.**  
  
**for the financial year 2023**

---

<sup>1</sup>Approved by the Supervisory Board’s Resolution no. 01/03/2024 of 12 March 2024

## TABLE OF CONTENTS

<b>I. REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD AND OF ITS COMMITTEES FOR THE FINANCIAL YEAR 2023 .....</b>	<b>4</b>
1. Period for which the report was drawn up .....	4
2. Composition of the Supervisory Board and of its committees .....	4
3. Information indicating whether the Members of the Supervisory Board fulfil the independence criteria .....	6
4. Basic forms and directions of activities of the Supervisory Board and of its committees in the financial year 2023 .....	6
5. Report on the activities of the Supervisory Board's committees for the financial year 2023 .....	7
5.1. Report on the activities of the Audit Committee.....	7
5.2. Report on the activities of the Remuneration Committee .....	7
<b>II. REPORT ON THE EVALUATION OF REPORT OF THE MANAGEMENT BOARD ON THE ACTIVITIES OF THE COMPANY AND OF THE STALEXPORT AUTOSTRADY S.A. GROUP FOR THE FINANCIAL YEAR 2023, OF THE SEPARATE FINANCIAL STATEMENTS AND OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2023 IN TERMS OF THEIR CONFORMITY WITH THE BOOKS AND DOCUMENTS AS WELL AS WITH THE FACTS, AND OF THE MANAGEMENT BOARD'S MOTION ON DISTRIBUTION OF NET PROFIT FOR THE FINANCIAL YEAR 2023 .....</b>	<b>9</b>
<b>III. ASSESSMENT OF THE COMPANY'S SITUATION ON A CONSOLIDATED BASIS, INCLUDING AN ASSESSMENT OF THE ADEQUACY AND EFFECTIVENESS OF THE COMPANY'S SYSTEMS OF INTERNAL CONTROL, RISK MANAGEMENT, ENSURING COMPLIANCE WITH THE STANDARDS OR APPLICABLE PRACTICES (COMPLIANCE) AND INTERNAL AUDIT, TOGETHER WITH INFORMATION ON ACTIONS TAKEN BY THE SUPERVISORY BOARD IN ORDER TO PERFORM THIS ASSESSMENT.....</b>	<b>12</b>
1. Evaluation of the situation of Stalexport Autostrady S.A. and Capital Group .....	12
2. Perspectives for development of the Stalexport Autostrady S.A. Capital Group.....	13
3. Internal control and internal audit systems.....	14
4. Risk management and compliance .....	15
<b>IV. THE ASSESSMENT OF THE MANNER IN WHICH THE COMPANY APPLIES THE CORPORATE GOVERNANCE RULES AND HOW IT FULFILS THE DISCLOSURE OBLIGATIONS RELATED TO THEIR APPLICATION SET OUT IN THE RULES AND REGULATIONS OF THE STOCK EXCHANGE AND IN THE PROVISIONS ON CURRENT AND PERIODIC INFORMATION PROVIDED BY ISSUERS OF SECURITIES, ALONG WITH INFORMATION ON THE ACTIONS TAKEN BY THE SUPERVISORY BOARD TO CARRY OUT THIS ASSESSMENT .....</b>	<b>18</b>

**V. ASSESSMENT OF THE LEGITIMACY OF EXPENSES INCURRED BY THE COMPANY AND ITS GROUP TO SUPPORT CULTURE, SPORT, CHARITABLE INSTITUTIONS, MEDIA, SOCIAL ORGANISATIONS, TRADE UNIONS, ETC., REFERRED TO IN PRINCIPLE 1.5 OF DPSN 2021 ... 22**

**VI. INFORMATION ON THE STAGE OF IMPLEMENTATION OF THE DIVERSITY POLICY WITH REGARD TO THE MANAGEMENT BOARD AND SUPERVISORY BOARD, INCLUDING THE ACHIEVEMENT OF THE OBJECTIVES REFERRED TO IN THE RULE 2.1. OF DPSN 2021 ..... 23**

**VII. ASSESSMENT OF THE FULFILLMENT BY THE MANAGEMENT BOARD OF THE OBLIGATIONS REFERRED TO IN ARTICLE 380<sup>1</sup> OF THE CCC AND THE MANNER IN WHICH THE MANAGEMENT BOARD PREPARES OR SUBMITS TO THE SUPERVISORY BOARD INFORMATION, DOCUMENTS, REPORTS OR EXPLANATIONS REQUESTED IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN ARTICLE 380<sup>1</sup> §4 OF THE CCC..... 23**

**VIII. INFORMATION ON THE TOTAL REMUNERATION PAYABLE BY THE COMPANY FOR ALL STUDIES COMMISSIONED BY THE SUPERVISORY BOARD DURING THE FINANCIAL YEAR IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN ART. 382<sup>1</sup> OF THE CCC ..... 24**

**IX. CONCLUSIONS..... 24**

**ENCLOSURE NO. 1..... 25**

**ENCLOSURE NO. 2..... 27**

This Report has been drawn up in conjunction with the following regulations:

1. Article 382 §3 and §3<sup>1</sup> of the Polish Commercial Companies Code of 15 September 2000 (Polish Journal of Laws of 2000 no. 94, item 1037 as amended) (**hereinafter: the CCC**),
2. § 70 sections: 7, 8, 13 and 14 as well as § 70 sections: 7, 8, 11, 12 of the Ordinance of the Minister of Finance of 29 March 2018 on current and periodical information submitted by issuers of securities and on the conditions for the recognition of information required under legal regulations of a country that is not a Member State as equivalent (Polish Journal of Laws of 2018, item 757 of 20 April 2018 as amended) (**hereinafter: the Ordinance on current and periodic information**),
3. the Statutes of Stalexport Autostrady S.A. (**hereinafter: Statutes**),
4. the Regulations of the Supervisory Board of Stalexport Autostrady S.A.,
5. the Regulations of the Audit Committee of the Supervisory Board of Stalexport Autostrady S.A.,
6. corporate governance rules contained in the “Best Practices of Companies Listed on the WSE 2021” collection which were adopted by virtue of the resolution No. 13/1834/2021 of the WSE Supervisory Board of 29 March 2021 and came into force on 1 July 2021 (**hereinafter: DPSN 2021**).

## **I. REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD AND OF ITS COMMITTEES FOR THE FINANCIAL YEAR 2023**

### **1. Period for which the report was drawn up**

The report on the activities of the Supervisory Board of Stalexport Autostrady S.A. with its registered office in Mysłowice (hereinafter referred to as: Stalexport Autostrady, Parent Company or Company) and of its committees covers the period from 01 January 2023 until 31 December 2023.

### **2. Composition of the Supervisory Board and of its committees**

Pursuant to §14 of the Company's Statutes, the Supervisory Board is composed of 5 to 9 persons appointed for a joint term of office of three years. The General Meeting appoints and dismisses members of the Supervisory Board having previously determined their number for the given term of office.

#### **(i) Supervisory Board**

In the period from 1 January 2023 to 28 February 2023, the Supervisory Board operated in the following composition:

1. Mr. Roberto Mengucci – Chairman of the Supervisory Board,
2. Mr. Tomasz Dobrowolski – Deputy Chairman of the Supervisory Board,
3. Mr. Marco Stocchi Grava – Secretary of the Supervisory Board,
4. Mr. Stefano Bonomolo,
5. Mr. Nicola Bruno,
6. Mr. Andrzej Kaczmarek,
7. Ms. Enrica Marra.

On 28 February 2023, Mr. Andrzej Kaczmarek resigned as member of the Supervisory Board.

On 4 April 2023, the Ordinary General Meeting of Stalexport Autostrady appointed Ms Beata Stelmach as member of the Supervisory Board. From that date until the date of preparation of the Report, the Supervisory Board operated in the following composition:

1. Mr. Roberto Mengucci – Chairman of the Supervisory Board,
2. Mr. Tomasz Dobrowolski – Deputy Chairman of the Supervisory Board,
3. Mr. Marco Stocchi Grava – Secretary of the Supervisory Board,

4. Mr. Stefano Bonomolo,
5. Mr. Nicola Bruno,
6. Ms. Enrica Marra,
7. Ms. Beata Stelmach.

## **(ii) Supervisory Board Committees**

The following committees function within the Supervisory Board: The Remuneration Committee and the Audit Committee, operating as advisory and opinion-forming bodies for the Supervisory Board.

In the reporting period, they were composed of the following members:

### **a) from 1 January 2023 until 28 February 2023:**

#### **Remuneration Committee:**

- Mr. Stefano Bonomolo – Chairman,
- Mr. Tomasz Dobrowolski – Deputy Chairman,
- Mr. Andrzej Kaczmarek.

#### **Audit Committee:**

- Mr. Tomasz Dobrowolski – Chairman,
- Mr. Nicola Bruno – Deputy Chairman,
- Mr. Andrzej Kaczmarek.

From 1 March 2023 to 10 May 2023, the Remuneration and Audit Committees, in relation to the resignation from the Supervisory Board handed in by Mr. Andrzej Kaczmarek on 28 February 2023, operated with two members each.

### **b) from 11 May 2023 until the date of preparation of the Report:**

#### **Remuneration Committee:**

- Mr. Stefano Bonomolo – Chairman,
- Mr. Tomasz Dobrowolski – Deputy Chairman,
- Ms. Beata Stelmach.

#### **Audit Committee:**

- Mr. Tomasz Dobrowolski – Chairman,

- Mr. Nicola Bruno – Deputy Chairman,
- Ms. Beata Stelmach.

### 3. Information indicating whether the Members of the Supervisory Board fulfil the independence criteria

**Mr. Tomasz Dobrowolski and Ms. Beata Stelmach meet the criteria of independence envisaged for independent Audit Committee members**, referred to in Article 129(3) of the Act of 11 May 2017 on statutory auditors, auditing firms and public supervision (Dz.U. of 2017, item 1089), and §3(5) of the Rules of the Audit Committee, **and the criteria of independence envisaged for independent Remuneration Committee members**, referred to in Annex II to Commission Recommendation 2005/162/EC of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board, taking into account the guidelines included in the DPSN 2021.

**Mr. Tomasz Dobrowolski and Ms. Beata Stelmach** submitted statements concerning their compliance with the said criteria of independence and, in the opinion of the remaining members of the Supervisory Board, there are no connections or circumstances that could affect the compliance with the criteria of independence by the said Supervisory Board members. In particular, Mr. Tomasz Dobrowolski and Ms. Beata Stelmach have no real and significant connections with shareholders holding (throughout the reporting period and as at the date of this report, at least 5% of the total number of votes in the Company, i.e. Mundys S.p.A and TFI PZU S.A.

In this manner, the majority of the members of the Remuneration Committee and of the Audit Committee, including the Chairman of the Audit Committee, meet the criteria of independence indicated above.

The above criteria were also met by Mr. Andrzej Kaczmarek during his term as member of both of the above committees, i.e. until 28 February 2023.

### 4. Basic forms and directions of activities of the Supervisory Board and of its committees in the financial year 2023

The Supervisory Board operates on the basis of applicable provisions of the law, including the Code of Commercial Companies and the Company's Statutes adopted by the General Meeting. Moreover, pursuant to the Company's Statutes, the Supervisory Board adopted its own Regulations, constituting its rules of procedure. It is available on the corporate web site of Stalexport Autostrady ([www.stalexport-autostrady.pl](http://www.stalexport-autostrady.pl)).

The Supervisory Board's committees operate pursuant to the regulations adopted by the Supervisory Board forming Enclosures to the Regulations of the Supervisory Board. They are also available from the corporate web page of the Company ([www.stalexport-autostrady.pl](http://www.stalexport-autostrady.pl)).

The Supervisory Board exercised constant supervision over the Company's activities in 2023 in all areas as well as carried out its duties and exercised its rights resulting from the provisions of the Company's Statutes, the Code of Commercial Companies, as well as other provisions of the law.

Throughout the reporting period, the Supervisory Board held 7 recorded meetings (on 18<sup>th</sup> January 2023, 31<sup>th</sup> January 2023, 3<sup>rd</sup> March 2023, 11<sup>th</sup> May 2023, 26<sup>th</sup> June 2023, 13<sup>th</sup> July 2023 and 20<sup>th</sup> December 2023).

At the meetings, the Supervisory Board examined matters resulting from the Commercial Companies Code, from the Company's Statutes, from the Regulations of the Supervisory Board as well as from the Company's current activities.

In 2023, the Supervisory Board adopted **27 resolutions**, whose list is included in **Enclosure no. 1**. Prior to adoption of the resolutions, the matters they addressed had been analysed and discussed.

The basic form of the supervision over the Company's activities exercised by the Supervisory Board consisted in reviewing the documents submitted by the Management Board. In 2023, the Supervisory Board focused particularly on the following:

- materials and resolutions submitted to the General Meeting by the Management Board,
- the financial standing of the Company and of the Group,
- evaluation of the risk management and compliance system as well as the analysis of risks related to the Company's operations and compliance of its operations with the applicable regulations,
- assessment of internal control systems and the internal audit function.

## 5. Report on the activities of the Supervisory Board's committees for the financial year 2023

The composition of and the bases for operation of Supervisory Board's committees in 2023 are presented in paragraphs I.2 and I.4 hereof.

### 5.1. Report on the activities of the Audit Committee

The report of activities of the Audit Committee submitted to the Supervisory Board in accordance with §14 section 1 of the Regulations of the Audit Committee is attached as **Enclosure no. 2** to this document.

### 5.2. Report on the activities of the Remuneration Committee

In 2023, the Remuneration Committee held **4 meetings** (on 17 February 2023, 27 February 2023, 13 June 2023 and 15 November 2023), the subject of which was to make recommendations to the Company's Supervisory Board regarding, among other things:

- a) conclusion of an employment contract with the President of the Management Board,



- b) adoption of the “Report on remuneration of the members of the Management Board and the Supervisory Board of Stalexport Autostrady S.A. in the financial year 2022” by the Supervisory Board of Stalexport Autostrady S.A.,
- c) changes in the remuneration of the Vice-President of the Company’s Management Board,
- d) granting the annual award for 2022 to the Vice-President of the Company’s Management Board,
- e) determination of bonus tasks for members of the Company’s Management Board resulting from the 2023 Annual Incentive Programme and the 3-year Incentive Programme covering the years 2022–2024.

In 2023, the Remuneration Committee passed **6 resolutions**.

## II. REPORT ON THE EVALUATION OF REPORT OF THE MANAGEMENT BOARD ON THE ACTIVITIES OF THE COMPANY AND OF THE STALEXPORT AUTOSTRADY S.A. GROUP FOR THE FINANCIAL YEAR 2023, OF THE SEPARATE FINANCIAL STATEMENTS AND OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2023 IN TERMS OF THEIR CONFORMITY WITH THE BOOKS AND DOCUMENTS AS WELL AS WITH THE FACTS, AND OF THE MANAGEMENT BOARD'S MOTION ON DISTRIBUTION OF NET PROFIT FOR THE FINANCIAL YEAR 2023

Acting pursuant to art. 382 §3 of the Commercial Companies Code and to §18.2, points 1–3 of the Company's Statutes, the Supervisory Board of Stalexport Autostrady has familiarised itself with and evaluated the following, drawn up in accordance with the requirements of the International Accounting Standards:

- a) **the separate financial statements of the Company for the financial year 2023 including:**
- **separate statement of financial position as at 31 December 2023**, showing a total balance of assets and liabilities in the amount of **PLN 374,694,461.28** (three hundred seventy-four million six hundred ninety four thousand four hundred sixty-one zlotys twenty-eight groszy),
  - **separate statement of comprehensive income for the period from 01 January 2023 to 31 December 2023**, showing a net profit of **PLN 111,732,382.94** (one hundred eleven million seven hundred thirty-two thousand three hundred eighty two zlotys ninety-four groszy) and total comprehensive income of **PLN 111,744,285.81** (one hundred eleven million seven hundred forty-four thousand two hundred eighty-five zlotys eighty-one groszy),
  - **separate statement of changes in equity for the period from 01 January 2023 to 31 December 2023**, showing an increase in equity by the amount of **PLN 62,291,881.21** (sixty-two million two hundred ninety-one thousand eight hundred eighty-one zlotys twenty-one groszy),
  - **separate statement of cash flows for the period from 01 January 2023 to 31 December 2023**, showing an increase in cash by the amount of **PLN 60,652,481.35** (sixty million six hundred fifty-two thousand four hundred eighty one zlotys thirty five groszy),
  - **notes** to the separate financial statements including information about the accounting policy adopted and other explanatory information.
- b) **consolidated financial statements of Capital Group of Stalexport Autostrady S.A. for the financial year 2023**, including:
- **consolidated statement of financial position as at 31 December 2023**, showing a total balance of assets and liabilities in the amount of **PLN 1,543,403 thousand** (one billion five hundred forty-three million four hundred three thousand zlotys),
  - **consolidated statement of comprehensive income for the period from 01 January 2023 to 31 December 2023**, showing a total net profit of **PLN 116,166 thousand** (one hundred sixteen million one hundred sixty-six thousand zlotys) and a total comprehensive income of **PLN 115,853 thousand** (one hundred fifteen million eight hundred fifty-three thousand

zlotys),

- **consolidated statement of changes in equity for the period from 01 January 2023 to 31 December 2023**, showing an increase in equity by the amount of **PLN 58,642 thousand** (fifty-eight million six hundred forty-two thousand zlotys),
- **consolidated statement of cash flows for the period from 01 January 2023 to 31 December 2023**, showing an increase in cash by the amount of **PLN 86,607 thousand** (eighty-six million six hundred seven thousand zlotys),
- **notes** to the consolidated financial statements including information about the accounting policy adopted and other explanatory information.

**c) Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023.**

The audit of the mentioned above Company's financial statements within the meaning of the provisions of the Accounting Act, for the period from 1 January 2023 until 31 December 2023, was carried out by **KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.** with its registered seat in Warsaw (00-189), Inflancka 4A (hereinafter: KPMG), entered on the list of audit firms kept by the Polish Agency for Audit Supervision (PANA) under the no. 3546, selected by the Supervisory Board of the Company.

The evaluation of the financial statements for the financial year 2023 was carried out by the Supervisory Board's Audit Committee at the meeting on 11-12 March 2024, with the participation of the statutory auditor's representative. The President of the Management Board, Vice-President of the Management Board – CFO and the Chief Accountant also participated in that meeting.

**RE: a) and c)**

In the opinion of the Audit Committee, of the Supervisory Board and of KPMG, **the separate financial statements of Stalexport Autostrady S.A. for the financial year 2023:**

- give a true and fair view of the financial position of the Company as at 31 December 2023 and its financial performance and its cash flows for the period from 1 January 2023 to 31 December 2023 in accordance with required applicable rules of International Accounting Standards, International Financial Reporting Standards approved by the European Union and the adopted accounting policies,
- are consistent, in all material respects, in the form and content in accordance with legal regulations governing the Company and the Company's Statute,
- have been prepared, in all material respects, based on properly maintained accounting records, in accordance with chapter 2 of the Accounting Act dated 29 September 1994 (the 'Accounting Act').

The Audit Committee, the Supervisory Board and KPMG also find that the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023 has been prepared, in all material respects, in accordance with applicable laws and comply

with information disclosed in the separate and consolidated financial statement of Stalexport Autostrady S.A. for the financial year 2023.

Moreover, in relation to the audit of the financial statements carried out, the auditor was obliged — under the act on statutory auditors — to issue an opinion as to whether the Company, required to submit a statement of compliance with corporate governance principles, which constitutes a separate part of the Report on the activities of the Company, included in such statement the legally required information and — with respect to specific information so required or required by other rules — a declaration whether it complies with applicable regulations and is consistent with the information included in the annual financial statements.

In auditor's opinion, the Company's statement of compliance with corporate governance principles includes information specified in Article 70.6.5 of the Ordinance on current and periodic information. The information specified in Article 70.6.5 letters c-f, h and i of the Ordinance on current and periodic information given in the statement of compliance with corporate governance principles, in all material respects, has been prepared in accordance with the applicable provisions of law and is consistent with the information presented in the separate financial statements of Stalexport Autostrady for 2023.

**RE: b)**

In the opinion of the Audit Committee, of the Supervisory Board and of KPMG, **the consolidated financial statements of the Stalexport Autostrady S.A. Capital Group for the financial year 2023:**

- give a true and fair view of the consolidated financial position of the Group as at 31 December 2023 and its consolidated financial performance and its consolidated cash flows for the period from 1 January 2023 to 31 December 2023 in accordance with required applicable rules of International Financial Reporting Standards approved by the European Union and the adopted accounting policies,
- are in respect, in all material respects, of the form and content in accordance with legal regulations governing the Group and the Parent Company's Statutes.

Furthermore, the Supervisory Board has familiarised itself with and evaluated, pursuant to §18(2)(2) of the Company's Statutes, the motion prepared by the Management Board to be submitted to the General Meeting on the distribution of net profit for the financial year 2023, and does not submit any reservations concerning the proposed method of profit sharing.

### III. ASSESSMENT OF THE COMPANY'S SITUATION ON A CONSOLIDATED BASIS, INCLUDING AN ASSESSMENT OF THE ADEQUACY AND EFFECTIVENESS OF THE COMPANY'S SYSTEMS OF INTERNAL CONTROL, RISK MANAGEMENT, ENSURING COMPLIANCE WITH THE STANDARDS OR APPLICABLE PRACTICES (COMPLIANCE) AND INTERNAL AUDIT, TOGETHER WITH INFORMATION ON ACTIONS TAKEN BY THE SUPERVISORY BOARD IN ORDER TO PERFORM THIS ASSESSMENT

**The Supervisory Board of Stalexport Autostrady**, acting in accordance with Article 381 and the rules of DPSN 2021 applied by the Company (as more fully described in Part 7 of the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023), including in particular Rule 2.11.3 **assessed the Company's situation on a consolidated basis, including an assessment of the adequacy and effectiveness of the Company's systems for internal control, risk management, ensuring compliance with standards or applicable practices (compliance) and internal audit. This assessment covers all relevant control mechanisms, including in particular reporting and operating activities.**

The assessment of the Company's standing on a consolidated basis, including the assessment of the adequacy and effectiveness of the Company's systems of internal control, risk management, compliance with standards or applicable practices (compliance) and internal audit, was carried out based on the knowledge of the members of the Supervisory Board current as of the date of its preparation and on the analysis of documents, including, in particular, the Company's reports prepared for financial year 2023 and the auditor's reports and opinions on those reports and Report on the adequacy of the internal control system and risk management system, prepared by the Internal Audit Director.

#### 1. Evaluation of the situation of Stalexport Autostrady S.A. and Capital Group

A detailed analysis of the standing of the Stalexport Autostrady Company and its Capital Group in the financial year 2023 was presented in the separate and consolidated financial statements of Stalexport Autostrady and in the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023.

The above statements and reports contain the most important information on the functioning of the Company and its Capital Group in 2023.

The Supervisory Board of the Company assesses that 2023 was another year in which the Stalexport Autostrady and its Capital Group achieved satisfactory financial results.

Revenues of the Stalexport Autostrady Capital Group in 2023 increased by almost 23% compared to 2022 and amounted to approx. PLN 508.9 million, while net profit increased to approx. PLN 116.2 million, i.e. by over 170%. The Group's EBIDTA amounted to PLN 211.6 million, over 45.5% higher vs 2022 (In 2023, changes were made in the manner of presentation of certain financial data, resulting in

the restatement of data for the whole year 2022. You can find more information about this in section 5.2 of the consolidated financial statements of the Stalexport Autostrady Group for the year 2023).

These results are related primarily to our Group's core business, namely the management and operation of the A4 motorway on the Katowice–Kraków section.

In 2023, average daily traffic amounted to 48,150 vehicles, 3% higher than the traffic recorded in 2022, with an increase in passenger car traffic increase by 3.7%, i.e. to 40,085 vehicles per day, and a decrease in heavy goods vehicle traffic by approx. 0.6%, i.e. to 8,066 vehicles per day.

As far as toll revenue is concerned, it amounted to approx. PLN 503.5 million and increased by 23% vs 2022. This disproportion between traffic increase and toll revenue increase is related to the changes in the toll rates introduced on 4 July 2022 and on 3 April 2023.

The Group's total capital expenditure amounted to approximately PLN 80.5 million in 2023 (vs PLN 70 million in 2022), while maintenance costs, including motorway resurfacing, amounted to a total of PLN 113.7 million last year (vs PLN 38.4 million in 2022). This higher level of capital expenditures was due, in addition to the more extensive scope of the works carried out, to the significant increase in the costs of construction materials and services (the costs of construction services over the last two years have increased by 26%, and bitumen prices by almost 50%).

Stalexport Autostrady Group's financial results were also significantly influenced by the 89% increase in general and administrative expenses vs 2022, i.e. to PLN 225.6 million. These costs mainly comprise payments to the State Treasury, i.e. the State Treasury's share in the profits from the A4 Katowice–Kraków project, and motorway renovation and maintenance services. Payments to the State Treasury amounted to over PLN 126.7 million in 2023 vs PLN 47.4 million in 2022.

Net financial revenue also increased significantly from approx. PLN 3 million in 2022 to approx. PLN 20 million in 2023, mainly due to the increase in revenue from interest on cash and cash equivalents and long-term cash.

The separate financial results of Stalexport Autostrady S.A. also improved. Sales revenue in 2023 amounted to approx. PLN 4.7 million and was approx. 16% higher vs 2022 (PLN 4 million). The source of this revenue is primarily lease of office space and parking spaces in the office building in Katowice. The Company's net profit, in turn, amounted to PLN 111.7 million and increased by 128% vs 2022, mainly due to the significant increase in financial revenue (from PLN 56 million in 2022 to PLN 120.7 million in 2023), including dividends received. These amounted to approx. PLN 108 million in 2023 (vs approx. PLN 48.3 million in 2022).

Summing up the evaluation of the activities of Stalexport Autostrady, the Supervisory Board would like to emphasise that the Company and its Capital Group, operating in the motorway business, have sound financial bases that guarantee the stability of their business.

## **2. Perspectives for development of the Stalexport Autostrady S.A. Capital Group**

As far as the internal development strategy is concerned, the Group has been making and will continue to make efforts to improve the quality of services provided to the motorway users by way of

improvements of the toll collection system, allowing the customers to diversify the range of toll payment methods. These efforts are intended to improve the flow capacity at the toll plazas and to shorten the transaction time. An example of such activities undertaken on the part of the Stalexport Autostrady Group was the pioneer project (among toll motorway concessionaires in Poland) implemented in 2016, consisting in the introduction of an electronic toll collection system using the microwave technology (in accordance with EU directives) under the commercial name of “A4Go”, making it possible to drive through the toll plazas on the A4 Katowice–Kraków section more conveniently and faster compared to using traditional payment methods.

It was possible to implement this project thanks to the experience of the companies from the Mundys capital group in the electronic toll collection sector. Drawing further on this experience, in 2019 the Group undertook actions aimed at introducing more electronic payment forms. As a result of these activities, videotolling was introduced in July 2019 using the AutoPay app, and in 2020 a newer and more user-friendly online store was launched for “A4Go” ([www.a4go.pl](http://www.a4go.pl)). Subsequently, the videotolling function was also made available through apps such as SkyCash (in July 2020), IKO PKO BP (in February 2021), and mPay (in January 2022), as well as to users of fleet cards from Orlen (in May 2021), Shell (in April 2022) and DKV (in March 2023).

Work is also in progress as well as talks with other partners for the purpose of further expansion of access to electronic forms of payment. The technological solutions applied may in the future enable the users of the new Polish toll collection system (e-TOLL) to travel on the motorway section managed by the Group – this is referred to as domestic interoperability. The introduction of this functionality is subject to appropriate arrangements with the Public Party, which is the owner of e-TOLL.

### 3. Internal control and internal audit systems

The Management Board of Stalexport Autostrady is responsible for the internal control system and its effectiveness. In the opinion of the Supervisory Board, it operates properly, as evidenced by the audit tasks set by the Supervisory Board and completed in 2023 by the Director of Internal Audit, as well as by the cyclical reports of the Compliance and Anti-Corruption Officer, submitted to the Company’s Supervisory Board twice a year. In the organizational structure of Stalexport Autostrady S.A., there are separate organizational units responsible for carrying out tasks in particular systems or functions:

- supervision over the compliance of activities with the law, for the implementation of which the Compliance Officer was appointed in the Company;
- risk management, for the implementation of which the Chief Risk Management Officer was appointed;
- internal audit for the implementation of which the Internal Audit Director was appointed.

On 2 March 2021, the Supervisory Board passed a resolution on the adoption by the Company of the document entitled “Purposes, powers and responsibilities of the Internal Audit Director of Stalexport Autostrady S.A.”, and consequently in the course of 2021 the recruitment process for this position was carried out, which ended in January 2022. Thus, from March 1, 2022, the Internal Audit Director functions in the organizational structure of Stalexport Autostrady.

Moreover, on 3 March 2023, the Supervisory Board amended the document “Objectives, powers and duties of the Director of Internal Audit at Stalexport Autostrady S.A.”, by clarifying the provisions regarding the implementation of the recommendations of the Director of Internal Audit.

Whereas the system of internal control and risk management with regard to the process of drawing up of the financial statements involves the procedures for the drawing up and approval of financial statements in force in Stalexport Autostrady. The system makes it possible to monitor the liabilities and to control the costs and the achieved results on a systematic basis. The financial data constituting the basis for the financial statements and for the periodic reports come from the accounting and financial system IMPULS in which documents are recorded in line with the Company’s accounting policy based on the International Accounting Standards.

The financial statements are drawn up by the financial and accounting staff under the control of the Company’s Chief Accountant and they are subsequently verified by the Vice-President of the Management Board – CFO in cooperation with the Finance Management Director and their final contents are approved by the Management Board by way of a resolution.

The financial statements approved by the Management Board are audited by a statutory auditor selected by the Supervisory Board of the Company. Subsequently, pursuant to §18(2)(1) of the Company’s Statutes, the Supervisory Board, following the recommendation of the Audit Committee, verifies each year whether the audited financial statements of the Company and of the Group are consistent with the books and documents and whether they reflect the real situation, and notifies the shareholders of the results of this verification in its annual report.

The Company systematically monitors changes required under external laws and regulations relating in particular to public entities and prepares to implement them suitably in advance.

#### **4. Risk management and compliance**

The Management Board of Stalexport Autostrady is in charge of managing risk significant for the Company and identifies such risks on a systematic basis.

The Supervisory Board shares the Management Board’s view expressed in the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023 that the basic risks and threats as well as the external and internal factors significant for the activity of Stalexport Autostrady S.A. can be divided into three fundamental areas, i.e., related to the following:

- implementation of the A4 Katowice–Kraków motorway project,
- lease of office space and investment of own funds,
- and all the activities generally performed by the Company.



Within the first scope, risks as well as the economic and financial factors related to the general economic situation and to the current situation on the construction works market, including the increase in the prices of such works, as well as risks of political and legal nature prevail.

The **overall economic situation** in Poland has an impact mainly on the number of vehicles using the A4 motorway (this factor affects mainly the heavy goods vehicle traffic), and thus on the level of revenue from toll collection generated by the Concessionaire. The Group reduces this risk by means of an adequate (optimal) pricing policy and by taking actions aimed at improving the customer service quality on the motorway section managed by the Group by the improvement of the toll collection system currently in progress, allowing the customers to diversify the available range of toll payment methods.

As far as the **construction works market** is concerned, a buoyant mood on that market increases the prices of construction services and decreases the profitability of the A4 Katowice-Kraków project, while in the period of downturn on that market, the Group can negotiate more favourable conditions for the execution of the necessary works, thus keeping more funds available to the shareholders. The Company seeks to reduce the risk within this area by active management, within the scope of powers granted to it under the Concession Agreement, of the schedule of the construction works planned and carried out.

Institutional and legal instability of the environment regulating the infrastructure sector in Poland is the main factor from the **political and legal risks** group. The Company seeks to counteract these risks for instance by promoting best practices and solutions aimed at creating an appropriate legal framework for the execution of infrastructure projects and by actively participating in the public debate regarding new legislative solutions. This risk group also includes the potential actions aimed at amending the existing law, which may affect the revenue or expense level of the A4 Katowice-Kraków project. It is worth emphasising at this point that the Concession Agreement includes provisions which make it possible to claim compensation from the State Treasury if the public party performs activities that adversely affect the profitability of the A4 Katowice-Kraków project.

As an example of the above, one can mention regulations concerning toll collection on motorways. As of 1 July 2023, toll for light vehicles on national motorways was abolished. In turn, the abolition of motorway toll for light vehicles on concession sections, including the A4 Katowice-Kraków motorway, has the dimension of a political declaration as at the date of this report and has not been a topic of discussion between the Concessionaire and the relevant institutions of the State Treasury. It is difficult to estimate the potential effects of the above until the Ministry of Infrastructure potentially presents a draft solution taking into account all aspects of functioning of the concession until its expiry in 2027, together with the financial implications for both parties to the Concession Agreement.

Additional risks are also related to the decision of the Polish Office of Competition and Consumer Protection of 2008, in which the Office stated, among other things, that the Concessionaire's practice restricted competition by "imposing unfair prices for using the toll section of the motorway in the amount specified in the price list, despite repair works being carried out at the same time on that section, resulting in major traffic disruption" and ordered that these practices be ceased. When performing future renovation works causing substantial traffic disruption, the Concessionaire should take into account the provisions of that decision in its toll rate policy. The Company reduced this risk

by introducing the following documents for application: (i) the Rules of performance of works causing traffic disruption on the motorway and (ii) the Principles of charging reduced toll rates if construction/renovation works are being performed between the toll plazas leading to the failure to meet the motorway standard.

On 10 February 2023, the Company was informed that the Concessionaire had received on the same day, from the Director of the Branch of the Office of Competition and Consumer Protection, acting under the authority of the President of the Office of Competition and Consumer Protection, a notice of call for submission of information and documents in relation to the explanatory proceedings conducted by the Office aimed at determining on a preliminary basis whether an infringement may have occurred of the provisions of the Act on Competition and Consumer Protection in connection with the rules of determining and charging toll on the A4 motorway Katowice-Kraków, justifying the initiation of antimonopoly proceedings. Until the date of publication of this Report, the Concessionaire has provided a certain amount of information and a number of documents as requested by the Office in the aforementioned notice, as well as subsequent ones, thus fulfilling its obligation at this stage of the explanatory proceedings.

In addition, the time frame for the functioning of the A4 Katowice–Kraków project, combined with a buoyant mood on the labour market, may create the risk of not ensuring sufficient resources of suitably qualified personnel. The Company has taken measures to curb the emergence of the above-mentioned risk by creating appropriate loyalty and retention programmes for employees.

Within the scope of lease of office space and investment of the funds held, the risks that should be mentioned are related to the overall economic situation and to the investment climate, as well as to the market interest rate risk.

The **overall economic situation** in Poland directly affects the office space lease market and thus the size of the vacant (not leased) space and the rent rates. The Company reduces this risk by applying a flexible pricing policy and by making other efforts to increase the attractiveness of the office space and to improve the safety of its users. Furthermore, the Company makes constant efforts to win new lessees.

As a result of the revenue structure and of the nature of the business, the Company's financial results are burdened by **interest rate risk**. This risk is related to the volatility of the financial markets and manifests itself in changes in the value of money. Stalexport Autostrady reduces this risk by diversifying the terms of the deposits in which the Company invests its funds.

The institutional and legal instability of the environment, mentioned above, affects not only the implementation of the A4 Katowice–Kraków project, but also all of the Company's and of the Group's activities, with particular emphasis on the functioning of Stalexport Autostrady as a public company. The Company seeks to counteract these risks by constantly monitoring all changes to legal regulations (both national and EU ones), by using consultancy services provided by companies specialising in the given fields, by participation of the Management Board and of the employees responsible for the given area of the Company's business in training courses and conferences related to the new regulations, and by implementing appropriate procedures and best practices, both in the Company and in the entire Group.

Apart from the risks described above, which have accompanied the Company's operations for many years, a new **risk** emerged in 2022, **related to the armed conflict in Ukraine**, whose course and whose impact on the overall economic situation are currently difficult to predict. As at the time of preparation of this report, no threat to business continuity has been found. However, the Group will systematically monitor the impact of the political and economic situation in Ukraine on the Group's activities, including its future financial position and financial results.

The proper identification of risks in all the above-mentioned areas of the Company's, the Group's and their owners' activities, as well as the determination of the acceptable level of risk are the responsibility of the Management Board, supported with regard to the above by the Chief Risk Management Officer, appointed both at the level of Stalexport Autostrada and at the level of the subsidiaries.

As regards the performance of the compliance function, in the Company and of the Stalexport Autostrady S.A. Group, the Compliance Officer is responsible for the implementation of the compliance function. The Compliance Officer reports directly to the President of the Management Board of the Company and is able to report directly to the Supervisory Board of Stalexport Autostrady.

The Audit Committee of the Supervisory Board, in accordance with the rule 3.9 of the DPSN 2021, monitored the effectiveness of the systems and functions referred to in rule 3.1 of the DPSN 2021 while the Supervisory Board carried out an annual assessment of the effectiveness of these systems and functions.

The Audit Committee and the Supervisory Board positively assess the functioning of the Company's internal control, risk management and compliance supervision system as well as an effective internal audit function for which the Management Board is responsible. In the opinion of the Supervisory Board, they correspond with the size of the company and the type and scale of its activities.

#### **IV. THE ASSESSMENT OF THE MANNER IN WHICH THE COMPANY APPLIES THE CORPORATE GOVERNANCE RULES AND HOW IT FULFILS THE DISCLOSURE OBLIGATIONS RELATED TO THEIR APPLICATION SET OUT IN THE RULES AND REGULATIONS OF THE STOCK EXCHANGE AND IN THE PROVISIONS ON CURRENT AND PERIODIC INFORMATION PROVIDED BY ISSUERS OF SECURITIES, ALONG WITH INFORMATION ON THE ACTIONS TAKEN BY THE SUPERVISORY BOARD TO CARRY OUT THIS ASSESSMENT**

Pursuant to §29(3) of the Rules of Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange), Stalexport Autostrady submitted, on 30 July 2021 via the Electronic Information Database (EBI), information on the state of application by Stalexport Autostrady of the rules contained in the set of "Best Practices of WSE Listed Companies 2021" (DPSN 2021), which were adopted by Resolution No. 13/1834/2021 of the Supervisory Board of the WSE of March 29, 2021 and entered into force on July 1, 2021. Currently, after the updates to the aforementioned information reported on 3 March 2022, 24 February 2023 and 6 April 2023, the Company does not apply 12 rules of DPSN 2021, i.e. rules numbered: 1.3.1., 1.3.2., 1.4., 1.4.1., 1.4.2., 1.6., 2.1., 2.2., 2.4., 3.2., 6.2. and 6.4.

The principles of DPSN 2021, the application of which the Company departed from, along with an explanation of the reasons for such departure, are presented in the table below.

**TABLE 1| PRINCIPLES IN FORCE FROM 1 JULY 2021 FROM WHICH THE COMPANY DEPARTED WITH AN EXPLANATION OF THE REASONS FOR THE DEPARTURE**

Principle no. (DPSN 2021)	Principle contents	Reasons for the Company's departure from the principle
1.3.1.	<b>Companies integrate ESG factors in their business strategy, including in particular: environmental factors, including measures and risks relating to climate change and sustainable development;</b>	The Company does not have a formalised business strategy that would take into account ESG aspects. However, taking into account the importance of such aspects, it intends to undertake actions aimed at developing such a strategy and subsequently implementing it by mid-2024.
1.3.2.	<b>social and employee factors, including among others actions taken and planned to ensure equal treatment of women and men, decent working conditions, respect for employees' rights, dialogue with local communities, customer relations.</b>	Explanation why this principle is not applied: same as for item 1.3.1.
1.4.	<b>To ensure quality communications with stakeholders, as a part of the business strategy, companies publish on their website information concerning the framework of the strategy, measurable goals, including in particular long-term goals, planned activities and their status, defined by measures, both financial and non-financial. ESG information concerning the strategy should among others:</b>	Explanation why this principle is not applied: same as for item 1.3.1.
1.4.1.	<b>explain how the decision-making processes of the company and its group members integrate climate change, including the resulting risks;</b>	Explanation why this principle is not applied: same as for item 1.3.1.
1.4.2.	<b>present the equal pay index for employees, defined as the percentage difference between the average monthly pay (including bonuses, awards and other benefits) of women and men in the last year, and present information about actions taken to eliminate any pay gaps, including a presentation of related risks and the time horizon of the equality target.</b>	Explanation why this principle is not applied: same as for item 1.3.1.
1.6.	<b>Companies participating in the WIG20, mWIG40 or sWIG80 index hold on a quarterly basis and other companies hold at least on an annual basis a meeting with investors to which they invite in particular shareholders, analysts, industry experts and media representatives. At such meetings, the</b>	The Company holds a meeting for investors once a year, after publication of the statements for the previous year.  The Company sees no need to increase the frequency of meetings with investors because: <ul style="list-style-type: none"> <li>the Company's activity is characterised by high predictability of revenues and</li> </ul>

	<p>management board of the company presents and comments on the strategy and its implementation, the financial results of the company and its group, and the key events impacting the business of the company and its group, their results and outlook. At such meetings, the management board of the company publicly provides answers and explanations to questions raised.</p>	<p>expenses:</p> <ul style="list-style-type: none"> <li>– the dominant share of revenues and expenses is generated by the multi-annual motorway concession project with a history of over 20 years of vehicle traffic, toll rates and revenues;</li> <li>– in addition, quarterly reports include information on the development of traffic and revenues in the respective quarters;</li> <li>• during the meeting with investors, the Company presents its investment plan for the current year, allowing the investors to obtain information on investment expenditures or to estimate the latter.</li> </ul>
<p><b>2.1.</b> Companies should have in place a diversity policy applicable to the management board and the supervisory board, approved by the supervisory board and the general meeting, respectively. The diversity policy defines diversity goals and criteria, among others including gender, education, expertise, age, professional experience, and specifies the target dates and the monitoring systems for such goals. With regard to gender diversity of corporate bodies, the participation of the minority group in each body should be at least 30%.</p>	<p>Taking into account the size of the activity carried out and guided by the principle of adequacy, the Company has not drawn up and does not implement a policy of diversity. The main criteria for evaluation applied when selecting members of the Company's bodies and its key managers are qualifications, expertise, and professional experience of the individual candidates, confirming that they are prepared to perform the relevant function in terms of their knowledge concerning the relevant field.</p>	
<p><b>2.2.</b> Decisions to elect members of the management board or the supervisory board of companies should ensure that the composition of those bodies is diverse by appointing persons ensuring diversity, among others in order to achieve the target minimum participation of the minority group of at least 30% according to the goals of the established diversity policy referred to in principle 2.1.</p>	<p>Explanation why this principle is not applied: same as for item 2.1.</p>	
<p><b>2.4.</b> The supervisory board and the management board vote in an open ballot unless otherwise required by law.</p>	<p>Application of the principle with regard to Supervisory Board resolutions would require an amendment to the Company's Statutes and to the Regulations of the Supervisory Board.</p>	
<p><b>3.2.</b> Companies' organisation includes units responsible for the tasks of individual systems and functions unless it is not reasonable due to the size of the company or the type of its activity.</p>	<p>Separate organisational units are included in the organisational structure of Stalexport Autostrady S.A. responsible for the performance of tasks in individual systems or functions:</p> <ul style="list-style-type: none"> <li>• compliance supervision, for which a Compliance Officer was appointed in the Company.</li> <li>• risk management, for which a Chief Risk Management Officer was appointed.</li> <li>• internal audit, for which an Internal Audit</li> </ul>	

		<p>Director was appointed.</p> <p>In turn, the Management Board of Stalexport Autostrady S.A. is responsible for the system of internal control and its effectiveness.</p>
<b>6.2.</b>	<p><b>Incentive schemes should be structured in a way necessary among others to tie the level of remuneration of members of the company's management board and key managers to the actual long-term standing of the company measured by its financial and non-financial results as well as long-term shareholder value creation, sustainable development and the company's stability.</b></p>	<p>The principle is applied with regard to the members of the Management Board. Incentive schemes for key managers who are not members of the Management Board at the same time result from the Rules of Remuneration in force at the Company.</p>
<b>6.4.</b>	<p><b>As the supervisory board performs its responsibilities on a continuous basis, the remuneration of supervisory board members cannot depend on the number of meetings held. The remuneration of members of committees, in particular the audit committee, should take into account additional workload on the committee.</b></p>	<p>Departure from this principle results from the decisions of the Company's shareholders, expressed in the resolutions adopted by the Ordinary General Meeting on 4 April 2023, as a result of which remuneration of supervisory board members would no longer be differentiated depending on their membership of committees. The company continues to not make the remuneration of supervisory board members depend on the number of meetings held. In fact, therefore, non-compliance with the principle is therefore only partial.</p>

Source: Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023

In compliance with the obligation stipulated in § 70 (4)(5) of the Ordinance on current and periodic information, the Management Board of Stalexport Autostrady prepared a statement of compliance by the Company's application of the corporate governance rules specified in the DPSN 2021 in the period from 01 January until 31 December 2023. The said statement will be made available to the general public together with the Company's separate and consolidated annual report, which is planned to take place on 14 March 2023.

The Supervisory Board has familiarised itself with the representation on compliance included in the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023. In the Supervisory Board's opinion, the Company meets in a diligent and complete manner the information obligations concerning compliance with corporate governance rules.

In addition, in the opinion of the Supervisory Board, the Company, by adopting the individual rules set out in DPSN 2021 or declaring a departure from their application, took care of its image and reputation, as well as the best interest of the Company and its shareholders in mind.

As indicated in the introduction to DPSN 2021, listed companies should strive to apply the principles of corporate governance contained in the Best Practices, while maintaining the principles of proportionality and adequacy in relation to individual needs, measured primarily by the size of the enterprise and the type and scale of operations.

## **V. ASSESSMENT OF THE LEGITIMACY OF EXPENSES INCURRED BY THE COMPANY AND ITS GROUP TO SUPPORT CULTURE, SPORT, CHARITABLE INSTITUTIONS, MEDIA, SOCIAL ORGANISATIONS, TRADE UNIONS, ETC., REFERRED TO IN PRINCIPLE 1.5 OF DPSN 2021**

The Company does not pursue any activity consisting in sponsorship or charity, or any other similar activities, and consequently it does not have any policy in place concerning such activities. Activity of this type is carried out, on the other hand, by subsidiaries, including in particular Stalexport Autostrada Małopolska S.A.

Nevertheless, it has a procedure in place concerning donations and sponsorship, adopted by the Management Board of Stalexport Autostrady on 6 December 2013.

In accordance with the said procedure, in January of each year, i.e. after the end of the previous budget year, the Manager for Marketing and Investor Relations prepares a report on donations, containing the following information: the name of the donee, the value and purpose of the donation, the donated item in the case of in-kind donations, and whether the relevant entity is a public benefit organisation. The report is submitted to the Company's Management Board, to the Compliance Officer at Stalexport Autostrady and to the Chief Accountant. Subsequently, the report accepted by the Company's Management Board is sent to the Supervisory Board members.

Analogical reports are prepared by the subsidiaries: Stalexport Autostrada Małopolska S.A. and VIA4 S.A.

In addition, following the principle 1.5 of DPSN 2021, the Company included, in the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023, the information on the expenses incurred by the Company and its group to support culture, sport, charitable institutions, media, social organisations, trade unions, etc. (Table 17 and Table 18).

The Supervisory Board is of the opinion that the expenses incurred by the Capital Group presented in the aforementioned reports and in the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023 are justified.

## **VI. INFORMATION ON THE STAGE OF IMPLEMENTATION OF THE DIVERSITY POLICY WITH REGARD TO THE MANAGEMENT BOARD AND SUPERVISORY BOARD, INCLUDING THE ACHIEVEMENT OF THE OBJECTIVES REFERRED TO IN THE RULE 2.1. OF DPSN 2021**

Taking into account the size of the activity carried out and guided by the principle of adequacy, the Company has not drawn up and does not implement a policy of diversity.

The main criteria for evaluation applied when selecting members of the Company's authorities and its key managers are qualifications, expertise, and professional experience of the individual candidates, confirming that they are prepared to perform the relevant function in terms of their knowledge concerning the relevant field.

## **VII. ASSESSMENT OF THE FULFILLMENT BY THE MANAGEMENT BOARD OF THE OBLIGATIONS REFERRED TO IN ARTICLE 380<sup>1</sup> OF THE CCC AND THE MANNER IN WHICH THE MANAGEMENT BOARD PREPARES OR SUBMITS TO THE SUPERVISORY BOARD INFORMATION, DOCUMENTS, REPORTS OR EXPLANATIONS REQUESTED IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN ARTICLE 380<sup>1</sup> §4 OF THE CCC**

In 2023, the Management Board's information obligations referred to in Article 380<sup>1</sup> of the CCC were limited by an amendment to the Articles of Association made pursuant to Resolution no. 19 of the Ordinary General Meeting of Stalexport Autostrady S.A. of 4 April 2023, which consisted of adding a new paragraph 6 to §17 of the Articles of Association, reading as follows:

"The fulfilment of the information obligations set out in Article 380<sup>1</sup> § 1 and 2 of the Code of Commercial Companies by the Management Board is excluded. The Supervisory Board is authorised, by means of a resolution, to determine the rules for the provision of information to the Supervisory Board by the Management Board."

The aforementioned amendment to the Articles of Association was registered on 4 July 2023 by the District Court of Katowice - Wschód in Katowice - 8<sup>th</sup> Commercial Department of the National Court Register.

At the same time, as regards the year 2023, the Supervisory Board reports that:

1. it positively assesses the fulfilment of the obligations referred to in Article 380<sup>1</sup> of the CCC by the Company's Management Board,
2. it did not request that the Management Board provide it with information, documents, reports or explanations in accordance with the procedure set forth in Article 380<sup>1</sup> §4 of the CCC,

in the period preceding the exclusion of the aforementioned obligations pursuant to the amended provisions of the Articles of Association.



## VIII. INFORMATION ON THE TOTAL REMUNERATION PAYABLE BY THE COMPANY FOR ALL STUDIES COMMISSIONED BY THE SUPERVISORY BOARD DURING THE FINANCIAL YEAR IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN ART. 382<sup>1</sup> OF THE CCC

The total remuneration payable by the Company for all studies commissioned by the Supervisory Board during the financial year 2023 in accordance with the procedure set forth in Article 382<sup>1</sup> of the CCC amounted to a net amount of PLN 209,216.25 (remuneration paid in full in 2023).

In turn, the total remuneration payable by the Company for all studies commissioned by the Supervisory Board during the financial year 2022 in accordance with the procedure set forth in Article 382<sup>1</sup> of the CCC amounted to a net amount of PLN 174,582.96 (remuneration paid in full after the end of the financial year 2022 due to the completion of the commission in the financial year 2023).

## IX. CONCLUSIONS

The Supervisory Board requests the Ordinary General Meeting of Stalexport Autostrady S.A.:

- to approve the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2023, of the separate financial statements of Stalexport Autostrady S.A. for the financial year 2023 and of the consolidated financial statements of the Stalexport Autostrady S.A. Capital Group for the financial year 2023,
- to grant discharge acknowledging fulfilment of duties by the members of the Company's Management Board in 2023,
- to adopt the resolution on distribution of net profit for the financial year 2023, in accordance with the motion submitted by the Company's Management Board.

12 March 2024

---

**Marco Stocchi Grava**  
Secretary  
of the Supervisory Board

---

**Roberto Mengucci**  
Chairman  
of the Supervisory Board

## LIST OF RESOLUTIONS OF THE SUPERVISORY BOARD ADOPTED IN 2023

No.	Resolution no.	Resolution on:	Adopted on
1	01/01/2023	approval of the Investment plan for 2023 for the Company and the Capital Group of Stalexport Autostrady S.A.	18.01.2023
2	02/01/2023	appointment of the President of the Management Board of the Company	31.01.2023
3	01/03/2023	approval of the "Report of the Supervisory Board of Stalexport Autostrady S.A. for the financial year 2022"	03.03.2023
4	02/03/2023	adoption of the "Report on remuneration of the members of the Management Board and the Supervisory Board of Stalexport Autostrady S.A. in the financial year 2022"	03.03.2023
5	03/03/2023	issuing of opinion on the draft resolutions of the Ordinary General Meeting of Stalexport Autostrady S.A. on election of the Chairperson of the OGM and approval of the agenda	03.03.2023
6	04/03/2023	on issuing of opinion on the draft resolutions of the Ordinary General Meeting of Stalexport Autostrady S.A. concerning the approval of the document the "Report of the Supervisory Board of Stalexport Autostrady S.A. for the financial year 2022", the separate financial statements of Stalexport Autostrady S.A. for the financial year 2022, the consolidated financial statements of the Capital Group of Stalexport Autostrady S.A. for the financial year 2022, the Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2022 and distribution of the net profit for the financial year 2022	03.03.2023
7	05/03/2023	issuing of opinion on the draft resolutions of the Ordinary General Meeting of Stalexport Autostrady S.A. on granting discharge to the Members of the Management Board of the Company, acknowledging the performance of their duties in the financial year 2022	03.03.2023
8	06/03/2023	issuing of opinion on the draft resolutions of the Ordinary General Meeting of Stalexport Autostrady S.A. on granting discharge to the Members of the Supervisory Board of the Supervisory Board, acknowledging the performance of their duties in the financial year 2022	03.03.2023
9	07/03/2023	issuing of opinion on the draft resolution of the Ordinary General Meeting of Stalexport Autostrady S.A. on giving an opinion on "Report on remuneration of the members of the Management Board and the Supervisory Board of Stalexport Autostrady S.A. in the financial year 2022"	03.03.2023
10	08/03/2023	issuing of opinion on the draft resolutions of the Ordinary General Meeting of Stalexport Autostrady S.A. on amendment to the Company's Statutes	03.03.2023
11	09/03/2023	issuing of opinion on the draft resolution of the Ordinary General Meeting of Stalexport Autostrady S.A. on supplementing of the composition of the Supervisory Board of Stalexport Autostrady S.A., amendment of the "Remuneration Policy of members of the Management Board and the Supervisory Board of Stalexport Autostrady S.A." and changing the principles of remuneration for members of the Supervisory Board	03.03.2023
12	10/03/2023	approval of the employment contract with President of the Management Board, Mr. Andrzej Kaczmarek	03.03.2023
13	11/03/2023	entrusting the company car to the President of the Management Board of the Company, Mr. Andrzej Kaczmarek	03.03.2023
14	12/03/2023	adoption by the Company the document "Best Practices of Audit Committees 2021"	03.03.2023
15	13/03/2023	amendment of the document "Purposes, Powers and Responsibilities of Internal Audit Director of Stalexport Autostrady S.A."	03.03.2023
16	14/03/2023	amendment of the document "Policy of selecting a statutory auditor/audit firm to	03.03.2023

		<b>audit financial statements of Stalexport Autostrady S.A.”</b>	
17	15/03/2023	<b>amendment of the document “Procedure of selecting a statutory auditor/audit firm to audit financial statements of Stalexport Autostrady S.A.”</b>	03.03.2023
18	16/03/2023	<b>selection of the audit tasks to be performed by Internal Audit Director in 2023</b>	03.03.2023
19	01/04/2023	<b>engagement of Company`s Supervisory Board advisor</b>	03.04.2023
20	01/05/2023	<b>completing the composition of the Audit Committee of the Supervisory Board of Stalexport Autostrady S.A.</b>	11.05.2023
21	02/05/2023	<b>completing of the composition of the Remuneration Committee of the Supervisory Board of Stalexport Autostrady S.A.</b>	11.05.2023
22	03/05/2023	<b>determination of the consolidated text of the Statutes of the Company</b>	11.05.2023
23	01/06/2023	<b>change in remuneration of the Vice-President of the Management Board of the Company determined in the Management Contract</b>	26.06.2023
24	02/06/2023	<b>award of annual bonus for 2022 (MBO) related to the Annual Incentive Program for the Member of Company`s Management Board</b>	26.06.2023
25	03/06/2023	<b>determination of the annual bonus tasks related to the Annual Incentive Program for 2023 (MBO 2023) for Management Board Members of the Company</b>	26.06.2023
26	04/06/2023	<b>adoption of the Long-Term Incentive Program covering years 2022-2024 for the Members of the Management Board of the Company</b>	26.06.2023
27	01/12/2023	<b>approval of the investment plan for 2024 for the Company and the Capital Group</b>	20.12.2023

**REPORT ON THE ACTIVITIES OF THE AUDIT COMMITTEE  
OF THE SUPERVISORY BOARD OF STALEXPORT AUTOSTRADY S.A. IN 2023**

The Audit Committee of the Supervisory Board of Stalexport Autostrady S.A. operates in accordance with the Regulations of the Audit Committee approved by the Supervisory Board, the Act of 11 May 2017 on statutory auditors, audit firms and public supervision, the Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC.

The Audit Committee supports the work of the Supervisory Board and is an advisory body working collectively within the framework of the Supervisory Board of Stalexport Autostrady S.A.

The basic scope of activities of the Committee consists in providing advice and support to the Supervisory Board in the performance of control and supervision obligations pursuant to the Statutes, with regard to the following:

1. monitoring of the financial reporting process;
2. monitoring the efficacy of internal control systems, risk management systems, as well as compliance and internal audit, including with regard to financial reporting;
3. monitoring of performance of financial auditing activities, including in particular audit carried out by the auditing firm, taking into account all conclusions and findings of the Polish Agency for Audit Oversight resulting from the inspection carried out at the auditing firm;
4. controlling and monitoring the independence of the statutory auditor and of the auditing firm, in particular if the auditing firm performs services other than auditing for the Company;
5. informing the Supervisory Board about the results of the audit and explaining how the audit contributed to ensuring that the Company's financial reporting is true and fair, as well as the role of the Committee in the audit process;
6. assessing the independence of the statutory auditor and expressing consent to the performance by the latter of permitted services other than audit at the Company, after the Committee has performed an evaluation of threats to his independence and of measures guaranteeing that independence;
7. preparing a policy of performance by the auditing firm conducting the audit, by entities related to that auditing firm, and by a member of the auditing firm's network, of permitted services other than the audit, referred to in §5 (1)(c);
8. submitting recommendations to the Supervisory Board concerning matters related to the appointment of statutory auditors or auditing firms;
9. presenting recommendations supposed to ensure reliability of the financial reporting process in the Company.

In the reporting period the Audit Committee was composed of the following members:

**a) from 1 January 2023 until 28 February 2023:**

- Mr. Tomasz Dobrowolski – Chairman,
- Mr. Nicola Bruno – Deputy Chairman,
- Mr. Andrzej Kaczmarek.

From 1 March 2023 to 10 May 2023, the Remuneration and Audit Committees, in relation to the resignation from the Supervisory Board handed in by Mr. Andrzej Kaczmarek on 28 February 2023, operated with two members each.

**b) from 11 May 2023 until the date of preparation of the Report:**

- Mr. Tomasz Dobrowolski – Chairman,
- Mr. Nicola Bruno – Deputy Chairman,
- Ms. Beata Stelmach.

**Mr. Tomasz Dobrowolski and Ms. Beata Stelmach meet the criteria of independence envisaged for independent Audit Committee members**, set forth in Article 129(3) of the Act of 11 May 2017 on statutory auditors, auditing firms and public supervision (Dz.U. of 2017, item 1089), and §3(5) of the Regulations of the Audit Committee, and the criteria of independence envisaged for independent Remuneration Committee members, as defined by Annex II to Commission Recommendation 2005/162/EC of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board, as well as by the guidelines included in DPSN 2021. **The above criteria were also met by Mr. Andrzej Kaczmarek during his term as member of the above committee.**

**Mr. Nicola Bruno and Ms. Beata Stelmach have knowledge and skills in the field of accounting or auditing of financial statements** (which they confirmed by submitting the appropriate declarations, and which result from their education (Mr. Nicola Bruno), and from experience and many years of professional practice (Mr. Nicola Bruno, Mr. Andrzej Kaczmarek). Detailed information concerning the qualifications and experience of the Supervisory Board members mentioned above is available on the Company's corporate web page ([www.stalexport-autostrady.pl](http://www.stalexport-autostrady.pl)). **The above criteria were also met by Mr. Andrzej Kaczmarek during his term as member of the above committee.**

**Mr. Tomasz Dobrowolski, Mr. Nicola Bruno and Ms. Beata Stelmach** have knowledge and skills with regard to the sector in which the Company operates, which they acquired in the course of their professional career, for instance during work or performance of services for other entities from the Mundys Group. Detailed information concerning the qualifications and experience of the Supervisory Board members mentioned above is available on the Company's corporate web page ([www.stalexport-autostrady.pl](http://www.stalexport-autostrady.pl)). **The above criteria were also met by Mr. Andrzej Kaczmarek during his term as member of the above committee.**

In 2023 the Audit Committee held 6 minuted meetings including the meeting on 27 February 2023, preceding the Supervisory Board's meeting related to presentation, review and analysis of the following:

1. additional Report for the Audit Committee, made by the Auditor, Ernst & Young Audit Polska Sp. z o.o. sp. k., in accordance with the provisions of Article 11 of the Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on the detailed requirements regarding statutory audit of public-interest entities (...);
2. Report of the Management Board on the activities of the Company and of the Stalexport Autostrady S.A. Group for the financial year 2022;
3. separate financial statements of Stalexport Autostrady S.A. for the financial year 2022, the motion of the Management Board concerning distribution of net profit for the financial year 2022 and draft report of the statutory auditor on the audit of the separate financial statements of Stalexport Autostrady S.A. for 2022;
4. consolidated financial statements of the Stalexport Autostrady S.A. Group for the financial year 2022 and draft report of the statutory auditor on the audit of the consolidated financial statements of the Stalexport Autostrady S.A. Capital Group for 2022;
5. Reports and evaluations of the Supervisory Board of Stalexport Autostrady S.A. for the financial year 2022, including the Report of the Audit Committee and issuing of recommendations for the Supervisory Board in relation to the evaluation of the said reports.

In 2023, the Audit Committee adopted the following 8 resolutions:

1. on issuing recommendations to the Supervisory Board of Stalexport Autostrady S.A. on amendments to the document "Objectives, powers and duties of the Director of Internal Audit at Stalexport Autostrady S.A."
2. on issuing recommendations to the Supervisory Board of Stalexport Autostrady S.A. on amendments to the document "Policy for the selection of a certified auditor/auditing firm to audit the financial statements of Stalexport Autostrady S.A."
3. on issuing recommendations to the Supervisory Board of Stalexport Autostrady S.A. on amendments to the document "Procedures for the selection of a certified auditor/auditing firm to audit the financial statements of Stalexport Autostrady S.A."
4. on issuing recommendations to the Supervisory Board ("SB") of Stalexport Autostrady S.A. ("Company" or "STXA S.A.") on the selection of audit tasks to be carried out by the Director of Internal Audit ("DIA") during the year
5. on issuing recommendations on the evaluation of the separate financial statements of Stalexport Autostrady S.A. for the fiscal year 2022, the consolidated financial statements of the Stalexport Autostrady S.A. Group for the fiscal year 2022, the Management Board's proposal for the distribution of the net profit for the fiscal year 2022, the Management Board's Report on the operations of the Company and the Stalexport Autostrady S.A. Group for the fiscal year 2022, and

the adoption of the document “Report of the Supervisory Board of Stalexport Autostrady S.A. for the fiscal year 2022” by the Supervisory Board

6. on giving consent to the provision of permitted services that do not constitute an audit of financial statements to Stalexport Autostrady S.A.
7. on giving consent to the provision of permitted services that do not constitute an audit of financial statements to Stalexport Autostrada Małopolska S.A. and VIA4 S.A.
8. on the Audit Committee giving prior consent to the provision of sustainability services by KPMG to Mundys S.p.A.

12 March 2024

---

**Beata Stelmach**  
Member of the Audit  
Committee

---

**Nicola Bruno**  
Vice-Chairman of  
the Audit Committee

---

**Tomasz Dobrowolski**  
Chairman of  
the Audit Committee