

Statement of the Management Board of STX Autostrady on best practices implemented by the Company

1. Introduction

On 1.01.2008 the Good Practices of Companies listed on WSE (thereafter called DPSN) became effective, introduced under the resolution no 12/1170/2007 of the WSE Council dated 4.07.2007 on resolving "the Good Practices of Companies listed on WSE ".

Referring to the above and performing the duty resulting from §29 section 5 of the WSE by-laws and the resolution no 1013/2007 of the WSE Management Board dated 11.12.2007 on the range and the structure of the report on implementing the best practices by the stock exchange companies – the Management Board of Stalexport Autostrady S.A. publishes this statement on implementing by Company, the rules of best practices from the set "The Good Practices of Companies listed on WSE" in the period from 01.01.2008 to the date of publishing the annual report for 2008.

2. The set of the rules of best practices, the Company is subject to, and the place where the set is publicly available

The Management Board of Stalexport Autostrady S.A. declares that the set of the rules of best practices, which the Company is subject to, is publicly available on the following websites:

- Warsaw Stock Exchange (www.gpw.gov.pl),
- Polish Association of Stock Exchange Issuers (www.seg.org.pl).

3. Information on the range in which the Company renounces from the provisions of the set of the rules of best practices mentioned above, indicating these provisions and explanation of the reasons for this renouncement

In accordance with the resolution no 1014/2007 the Board of Stock Exchange dated 11.12.2007 on partial excluding the duty to publish the report regarding the rules of corporate governance binding on main market of WSE - the Management Board of Stalexport Autostrady S.A. does not refer to the rules included in part I of Good Practices of Companies listed on WSE (DPSN).

Referring to the other range of DPSN the Management Board of the Company declares that:

- § in 2008 the Company did not broadcast the General Meetings over the Internet, did not record General Meetings and did not publish the recordings on the website;
- § as from the next General Meeting the Company is going to publish the recording of the general meeting on its website;
- § in accordance with the previous current report on implementing the rules of best practices in the Supervisory Board of the Company only one member of the Supervisory Board met the criteria of being independent from the Company and from the entities with significant connections with the Company. At present there are two members of the Supervisory Board meeting there criteria, i.e. Mr. T. Włudyka and Mr. A. Galos. The above resulted from the fact that over 56% of the shares of the Company is held by the strategic investor, i.e. Autostrade per 'Italia. In consequence of the above the composition of the Supervisory Board comprises in majority the representatives of the investor or the entities related to it;
- § in the Audit Committee, established by the Supervisory Board, there was not, at least one independent member qualified in accounting and finance.

4. Description of the basic attributes of the systems of internal control and the risk management regarding the process of drawing up the financial reports, applied in the Company

The system of internal control and risk management in relation to drawing up the financial reports is being executed in the Company by the procedures of drawing up and approving the financial reports binding in the Company. The financial reports are drawn up by the financial –accounting staff under the control of the Chief Accountant of the Company and next verified by the Financial Director, and its final contents is approved by the Management Board in its resolution.

The financial reports approved by the Management Board are verified by the independent auditor – chartered accountant, chosen by the Supervisory Board of the Company.

Next according to § 18 section 2 point 1) of the Company’s Statutes, the Supervisory Board – following the recommendation of its Audit Committee, each year estimates the audited financial reports of the Company and the Capital Group in the range of their conformability with books and documents as well as with the actual condition, and it informs the shareholders about the results of this estimation in its annual Report.

5. Shareholders holding directly or indirectly significant block of shares along with showing the number of shares held by these entities, their percent share in equity, number of votes resulting from them and their share in % in total number of votes at the general meeting of the Company

On the basis of a list of shareholders registered at the GMS on March 28th 2008 as well as reports submitted in accordance with the law by shareholders, according to the best knowledge of the Management Board as at December 31st 2008 and as on the day of drawing up this Report, the only shareholder with at least 5% in the total number of votes was ASPI holding 56,24 % of shares of STX Autostrady, i.e. 247.262.023 of shares. Detailed information regarding the number of Company’s shares held by this entity is included in the table below.

Table 1 List of shareholders of STX Autostrady holding significant block of shares of the Company

| Name of the entity | Number of ordinary bearer shares [units] | Share in share capital [%] | Number of votes at GMS | Share in the total number of votes at the GMS [%] |
|--------------------------------|--|----------------------------|------------------------|---|
| Autostrade per l’Italia S.p.A. | 139,059,182 | 56.24 % | 139,059,182 | 56.24 % |
| Other shareholders | 108,202,841 | 43.76 % | 108,202,841 | 43.76 % |
| Total | 247,262,023 | 100.00% | 247,262,023 | 100.00% |

Source: own study

6. The holders of any shares which provide with the special control rights along with their description

No STX Autostrady shares provide shareholders with the special control rights towards the Company.

7. Information on all limitations regarding exercising the voting right, such as limitation of exercising voting right by the holders of specified part or number of votes, time limitations regarding exercising the voting rights or subscription, according to which, with the cooperation of the company, the capital rights related to the securities are separated from the ownership of the securities

The shares of STX Autostrady are not subject to any limitations as far as the exercising voting right attached to the shares is concerned.

8. Information on all limitations regarding transferring the ownership rights to issuer’s securities

The shares of STX Autostrady are not subject to any limitations regarding the transferring of the ownership rights.

9. [Description of the principles of appointing and recalling of the managing persons and their rights, in particular the right to decide on the issuance or buy out of shares](#)

Pursuant to §10 of the Statutes of STX Autostrady, the Management Board of the Company is composed of 1 to 3 persons. The President of the Management Board is appointed by the Supervisory Board, whilst other members of the Management Board are appointed by the Supervisory Board at the motion of the President of the Management Board.

The rights of the Management Board are defined in the Statutes of the Company and the Regulations of the Management Board drawn up upon it as well as the Code of commercial companies and other commonly binding law. The Statutes of the Company and the Regulations of the Management Board are the enclosures to this annual report (*enclosures no 1 and 2*) and moreover they are available on the corporate website of the Company.

10. [Description of the principles of amending the statutes or the articles of partnership of the Company](#)

The amendment of the Statutes of the Company is based on principles described in the provisions of the Code of commercial companies; the Statutes do not comprise other different provisions in this respect.

11. [The way of activity of the general meeting and its essential rights and the description of the rights of the shareholders and the way of their exercising, in particular the principles resulting from the regulations of the general meeting, if such regulations was approved, providing the information in this respect, do not result directly from the law](#)

The general meetings of shareholders of the Company are held under the rules of the Code of commercial companies, of the Statutes and the Regulations of the GMS and do not differ from the principles which are applied by other companies listed on WSE.

In particular, except for the shareholders, the members of the Management Board and the Supervisory Board of the Company, also the guests as well as the experts invited by the body convening the general meeting can attend the meeting.

The representative of the chartered accountant of the Company participates and gives explanations during the general meetings which agenda comprises the financial matters of the Company.

The general meetings are held in the seat of the Company, in Katowice, and the detailed rules of its course are defined in the Regulations of the General Meeting of Shareholders of STX Autostrady resolved on 27.11.2002. The currently binding text of the Regulations of GMS takes into account three amendments made in years 2004, 2005 and 2006, and it the *enclosure no 3* to the Report.

The Regulations determine in particular the rules of electing the Chairman of the General Meeting, the tasks of the Chairman of the General Meeting and his duties, the rules of electing the Scrutinizing Committee and its duties.

In the Company the Scrutinizing Committee is not appointed according to the decision of the General Meeting, because the voting is carried out via a computer system of casting and counting the votes, and the printed results of voting are signed by the Chairman of the General Meeting.

The votings at the general meetings are open and a secret voting is ordained at elections and over motions to call off the members of the Company's authorities or the liquidators, to call them to account, also in personal matters, as well as at the demand of at least one of the shareholders present or represented at the General Meeting.

The rights of the shareholders and the mode of their exercising

According to the art. 400 of the Code of commercial companies and the Company's Statutes the shareholders representing, at least 1/10 of the stock capital may request to convene an extraordinary general meeting and also to put some matters on the agenda of the nearest general meeting.

The Regulations of the GMS of STX Autostrady, mentioned above, in detail defines the range of the rights of the shareholders in connection with executing by him, his the most important right, i.e. participating in the General Meeting.

The shareholders who submit in the Company inscribed shares and temporary certificates, issued by the subject operating their securities account, according to the rules of the public trading of securities, in particular in the way and according to the date appointed in the announcement, have the right to participate in the General Meeting, and the right to participate covers the right to speak, to ask questions, to vote, to submit motions and to oppose.

In a result of opposing in relation to the resolutions of the General Meeting the shareholder has right to appeal against them in Court under course and on conditions determined in the Code of commercial companies.

The shareholder can participate in the General Meeting personally or by the representatives acting on the basis of the written proxy.

The shareholder has the active and the passive voting right while electing the Chairman of the General Meeting, the Scrutinizing Committee and while electing the Supervisory Board of the Company.

The shareholder participating in the General Meeting can speak in the issues covered by the agenda and being considered with reservation that while considering separate items of the agenda the shareholder has right to one 5-minutes speech and three minutes retort, and the Chairman of the General Meeting grants the right to speak according to the order of submitted applications by the individual shareholders.

Moreover the shareholder has the right to ask questions in every issue covered by agenda and to obtain the profound answers and explanations from the authorities of the Company.

The shareholder participating in the General Meeting has the right to submit suggestions of changes and supplements to the drafts of resolutions covered by the agenda of the General Meeting, till the discussion over a point of agenda covering the draft of the resolution is closed. The suggestions of the amendments and supplements with short justification should be submitted in writing, indicating the name and surname (firm) of the shareholder, to the Chairman of the General Meeting, and the amendments and supplements of the formal character may be submitted verbally.

In matters of formal character as for example an ordaining a break in the debates of the General Meeting - the shareholder is entitled to speak and submit the appropriate motion anytime but after grating him the right to speak by the Chairman.

In case of electing the members of the Supervisory Board of the Company, each shareholder has right to propose any number of candidates for the members of the Supervisory Board, and a candidature or the candidatures are proposed verbally to the minutes with a short justification.

According to the §24 of the Company's Charter the resolutions of the General Meeting of Shareholders require in particular:

1. the approval after considering the Management Board's report on the Company's activity and the financial statement for the previous turnover year,
2. the profit distribution or loss coverage;
3. granting the members of the Management Board and the members of the Supervisory Board approval from duties performed by them;
4. disposal and lease of the enterprise or its organized part and setting up a limited property right upon them;
5. the issue of convertible bonds or bonds with the priority right;
6. consideration and approval of the financial statement of the Capital Group of Stalexport Autostrady;
7. the amendment of the Company's Charter, including the subject of the Company's activity, increase or decrease in the stock capital and also the amortization of shares;
8. an essential change of the subject of the Company's activity;
9. dissolution and liquidation of the Company;

10. merging, dividing and transforming the Company;
11. appointing members of the Supervisory Board after establishing earlier the number of its members for a given term of office and recalling them;
12. determining the remuneration rules for the appointed members of the Supervisory Board.

12. [The composition and the changes in it which took place during the last turnover year as well as the description of the activity of the bodies managing, supervising or administering the Company and their committees;](#)

(i) Management Board.

Pursuant to §10 of the Statutes of STX Autostrady, the Management Board of the Company is composed of 1 to 3 individuals. The President of the Management Board is appointed by the Supervisory Board, whilst other members of the Management Board are appointed by the Supervisory Board at the motion of the President of the Management Board.

During the auditing period, the composition of the STX Autostrady Management Board did not change and was as follows:

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|---------------|-------------|--|
| 1. Emil | Wąsacz | - President of the Management Board |
| 2. Mieczysław | Skotożyński | - Vice-President of the Management Board |

The Management Board have been acting on the basis of the law, including the Code of commercial companies and the Statutes resolved by the GMS. Moreover acting in conformity with Statutes of the Company, the Management Board resolved its regulations defining the course of proceedings. The Regulations, according to the Charter of the Company, was approved by the Supervisory Board and it is the *enclosure no 2* to the Report, moreover it is available on the corporate website of the Company.

(ii) Supervisory Board

Pursuant to §24 of the Statutes of STX Autostrady, the Supervisory Board is composed of 6 to 9 members elected for the common term of office amounting to 3 years. The General Meeting of Shareholders appoints and recalls the members of the Supervisory Board previously specifying their number for a given term of office.

In accordance with a resolution no. 28 of the GMS dated June 28th 2007, from January 1st 2008 to March 28th 2008, the Supervisory Board of the Company was composed of 9 members. Since March 28th 2008, by force of a resolution no. 21, the GMS reduced the number of the STX Autostrady Supervisory Board members to 7 persons.

During the auditing period, the composition of the Supervisory Board of the Company changed. From January 1st 2008 to March 27th 2008, the Supervisory Board composed of 8 members¹:

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|----------------|-------------|-----------------|
| 1. Giuseppe | Palma | - Chairman |
| 2. Bogusław | Leśnodorski | - Vice-Chairman |
| 3. Jerzy | Sroka | - Secretary |
| 4. Dario V. | Cipriani | |
| 5. Katarzyna | Galus | |
| 6. Christopher | Melnyk | |
| 7. Konrad | Tchórzewski | |
| 8. Mateusz | Van Wollen | |

On March 27th 2008, Katarzyna Galus resigned from being a member of the STX Autostrady Supervisory Board. On March 28th 2008, the GMS changed the composition of the Supervisory Board as it removed Bogusław Leśnodorski, Jerzy Sroka, Mateusz Van Wollen and Konrad Tchórzowski, and elected Michelangelo Damasco, Aleksander Galos, Costantino Ivoi and Tadeusz Włudyka to replace them. In effect, since March 28th 2008, the Supervisory Board composes of the following members:

¹ Due to a resignation of one of the members of the Board: Galliano Di Marco submitted his resignation on September 28th, 2007

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|----|--------------|----------|-----------------|
| 1. | Giuseppe | Palma | - Chairman |
| 2. | Aleksander | Galos | - Vice-Chairman |
| 3. | Michelangelo | Damasco | - Secretary |
| 4. | Dario V. | Cipriani | |
| 5. | Costantino | Ivoi | |
| 6. | Christopher | Melnyk | |
| 7. | Tadeusz | Włudyka | |

The Supervisory Board have been acting on the basis of law, including the Code of commercial companies and the statutes resolved by the GMS. Moreover acting in conformity with statutes of the Company, the Supervisory Board resolved its regulations defining the course of proceedings. The Regulations, according to the Statutes of the Company, was approved by the Supervisory Board and it is the *enclosure no 4* to the Report, moreover it is available on the corporate website of the Company.

(iii) Committees of the Supervisory Board

Under § 25 section 2 of the Regulations of the Supervisory Board of Stalexport Autostrady S.A., the Supervisory Board appointed the following committees:

- § Audit Committee,
- § Remuneration Committee.

Thus by the resolutions of the Supervisory Board of the Company dated 28.06.2007 (no 22/2007 and 23/2007) the following committees were appointed:

a) Audit Committee (to examine the financial reports) in the composition:

- § Jerzy Sroka – Chairman,
- § Dario V. Cipriani,
- § Mateusz Van Wollen,
- § Christopher Melnyk.

b) Remuneration Committee in the composition:

- § Giuseppe Palma – Chairman ,
- § Galliano Di Marco,
- § Katarzyna Galus,
- § Bogusław Leśnodorski,
- § Konrad Tchórzewski.

In connection with changes in the composition of the Supervisory Board the compositions of the committees were changed by the resolution of the Supervisory Board no 11 and 12 dated 28.03.2008. At present the Audit Committee has been acting in the following composition:

- § Christopher Melnyk – Chairman;
- § Dario V.Cipriani;
- § Costantino Ivoi;

and the Remuneration Committee in the composition:

- § Giuseppe Palma – Chairman;
- § Aleksander Galos;
- § Tadeusz Włudyka;
- § Costantino Ivoi.

The above mentioned committees acting on the basis of the regulations approved by the Supervisory Board which are the enclosures to the Regulations of the Supervisory Board.

(iv) Proxies

Pursuant to art. 371 §4 of the Code of Commercial Companies, proxies are appointed by the Management Board. During the auditing period, the proxies did not change i.e. the only proxy of the Company has been and is Mrs. Małgorzata Michalunio-Kęps.