



Stalexport Autostrady S.A.

ul. Piaskowa 20
41-404 Mysłowice

Mysłowice, 19 March 2014

SECOND ANNOUNCEMENT FOR SHAREHOLDERS OF THE INTENTION TO MERGE WITH ANOTHER COMPANY

The Management Board of Stalexport Autostrady S.A. with registered office in Mysłowice, Piaskowa street 20, 41-404 Mysłowice, registered in the National Court Register run by the Katowice-Wschód District Court in Katowice, 8th Commercial Department, under KRS no: 0000016854 (hereinafter referred to as: **STX** or **Acquiring Company**), acting in accordance with article 402¹ and 504 § 1 of the Polish Code of Commercial Companies **announces for the second time the intention of a merger** of STX with Stalexport Autostrada Dolnośląska S.A. with registered office in Katowice, Mickiewicza street 29, 40-085 Katowice, registered in the National Court Register run by the Katowice-Wschód District Court in Katowice, 8th Commercial Department, under KRS no: 0000066811 (hereinafter referred to as: **Acquired Company** or **SAD**).

The merger will be effected by merger by acquisition, in accordance with article 492 § 1 point 1) in connection with article 515 and 516 of the Polish Code of Commercial Companies (hereinafter referred to as: **CCC**). Taking into consideration the fact that STX holds all shares of SAD the merger of the Companies by acquisition of SAD by STX will be held in accordance with article 515 of CCC i.e. without increasing the share capital of STX. Moreover in connection with the above mentioned ownership structure the Companies merger can be executed in accordance with article 516 of CCC.

Furthermore, in accordance with article 504 § 2 and article 500 § 2¹ of the CCC, the Management Board of STX informs, that the Merger Plan of the Companies, prepared in accordance with requirements of article 498 and article 499 of CCC, was published on the Company's website (www.stalexport-autostrady.pl) on the 29th November, 2013 and is available free of charge. The Merger Plan will be available constantly on the website till the day of end of General Meeting of Shareholders of the Company, which will adopt the resolution on the merger.

Signed by:
the Management Board of Stalexport Autostrady S.A.