

## **Drafts of the resolutions of the OGSM**

### **Resolution no 1 (draft)**

#### ***regarding the election of the Scrutinisers***

The XV Ordinary General Meeting of Shareholders decides – according to the § 10a of the Regulations of the General Meeting of Shareholders – not to elect Scrutinisers and to authorise the Chairman of the XV Ordinary General Meeting of Shareholders to sign the printed results of the voting.

### **Resolution no 2 (draft)**

#### ***on approval of the Management Board's report on the Company's activity for the turnover year 2007***

According to art. 393 item 1 of the Commercial Companies Code and § 24 section 1 item 1 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders considered and approves the Management Board's report on the activity of the Company for the turnover year 2007.

### **Resolution no 3 (draft)**

#### ***on the approval of the Company's financial statement for the turnover year 2007***

According to art. 393 item 1 of the Commercial Companies Code and § 24, passage 1, item 1 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders considered and approves the Financial Statement of the Company for the turnover year 2007, verified by the Expert auditor; which includes:

- a) introduction,
- b) balance sheet as on December 31, 2007, showing both in credit and debit side the sum of 310.608.292,49 zł (say: three hundred and ten million six hundred and eight thousand two hundred and ninety two 49/100 zlotys),
- c) profit and loss account for the period from 1<sup>st</sup> January to 31<sup>st</sup> December 2007 showing the net loss of PLN 7.190.848,47 (say: seven million one hundred and ninety thousand eighty hundred and forty seven 4/100 ),
- d) statement of changes in the Shareholder's Equity, showing an increase in shareholder's equity by the amount of PLN 207.108.753,79 (say: two hundred and seven million one hundred and eight thousand seven hundred and fifty three 79/100 PLN),
- e) cash flow statement for the period from January 1 to December 31, 2007 showing an decrease in cash by the amount of PLN 14.420.117,67 (say: fourteen million four hundred and twenty thousand one hundred and seventeen 67/100 ),
- f) Explanatory Notes.

### **Resolution no 4 (draft)**

#### ***on approval of the Management Board' report on the activity of the Capital Group for the turnover year 2007***

According to art. 395 § 5 of the Commercial Companies Code the XV<sup>th</sup> Ordinary General Meeting of Shareholders approves the Management Board's report on the activity of the Capital Group of Stalexport Autostrady for the turnover year 2007.

**Resolution no 5 (draft)**

***on approval of the financial statement of Capital Group for the turnover year 2007***

According to art.395 point 5 of the Commercial Companies Code and § 24 passage 1 item 6 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders considered and approves, verified by a chartered auditor, the financial statement of the Capital Group of Stalexport Autostrady for the turnover year 2007 including:

- a) introduction,
- b) balance sheet as per December 31, 2007, showing both in the credit and debit side the sum of 749.032 thousand zloty (say: seven hundred forty nine million thirty two thousand zloty),
- c) profit and loss account for the period from January 1 to December 31, 2005 showing the net profit of 35.164 thousand zł zloty (say: thirty five million one hundred sixty four thousand zloty),
- d) statement of changes in shareholders' equity, showing an increase in the equity of Stalexport Autostrady Capital Group by the amount of 231.104 thousand zł (say: two hundred thirty one million one hundred four thousand zloty),
- e) cash flow statement for the period from January 1 to December 31, 2007 showing the cash decrease by the amount of 21.274 zloty (say: twenty one million two hundred seventy four zloty),
- f) Explanatory Notes

**Resolution no 6 (draft)**

***on granting the discharge to the Management Board member for the performance of his duties in the year 2007***

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Emil Wąsacz - the Chairman of the Management Board for the proper performance of his duties for the period from 01.01.2007-31.12. 2007.

**Resolution no 7 (draft)**

on granting the discharge to the Management Board member for the performance of his duties in the year 2007

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Mieczysław Skołożyński - the Vice-Chairman of the Management Board for the proper performance of his duties for the period from 01.01.2007 - 31.12. 2007.

**Resolution no 8 (draft)**

***on granting the discharge to the Management Board member for the performance of her duties in the year 2007***

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Urszula

Dzierżoń – the member of the Management Board for the proper performance of her duties for the period from 01.01.2007 - 30.09. 2007.

**Resolution no 9 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of his duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Giuseppe Palma – the Chairman of the Supervisory Board for the performance of his duties for the period from 01.01.2007 to 31.12.2007.

**Resolution no 10 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of his duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Bogusław Leśnodorski – the Vice-Chairman of the Supervisory Board for the performance of his duties for the period from 01.01.2007 to 31.12.2007.

**Resolution no 11 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of his duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Jerzy Sroka – the Secretary of the Supervisory Board for the performance of his duties for the period from 01.01.2007 to 31.12.2007.

**Resolution no 12 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of his duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Dario V. Cipriani – the member of the Supervisory Board for the performance of his duties for the period from 01.01.2007 to 31.12.2007.

**Resolution no 13 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of her duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Katarzyna Galus – the member of the Supervisory Board for the performance of her duties for the period from 01.01.2007 to 31.12.2007.

**Resolution no 14 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of his duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Christopher Melnyk – the member of the Supervisory Board for the performance of his duties for the period from 01.01.2007 to 31.12.2007.

**Resolution no 15 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of his duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Konrad Tchórzewski – the member of the Supervisory Board for the performance of his duties for the period from 14.02.2007 to 31.12.2007.

**Resolution no 16 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of his duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Mateusz Van Wollen – the member of the Supervisory Board for the performance of his duties for the period from 28.06.2007 to 31.12.2007.

**Resolution no 17 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of his duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Alexander Neuber – the member of the Supervisory Board for the performance of his duties for the period from 01.01.2007 to 28.06.2007.

**Resolution no 18 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of his duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Galliano Di Marco – the member of the Supervisory Board for the performance of his duties for the period from 01.01.2007 to 28.09.2007.

**Resolution no 19 (draft)**

*on granting the discharge to the Supervisory Board member for the performance of his duties in the year 2007*

According to art 395 § 2 item 3 of the Commercial Companies Code and § 24 section 1 item 3 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders grants the discharge to Jeffrey Grady – the member of the Supervisory Board for the performance of his duties for the period from 01.01.2007 to 14.02.2007.

**Resolution no 20** *(draft)*

*regarding the distribution of net profit for the turnover year 2007 and the designation of the inventory capital for covering the prior years' loss*

According to art. 395 § 2 point 2 of the Commercial Companies Code and § 24 passage item 2 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders resolves to design the net profit for the turnover year 2007 in the amount of 7.190.848,47 zł (say: seven million one hundred and ninety thousand eight hundred and forty seven 47/100 zlotys) for covering the prior years' loss.

**Resolution no 21** *(draft)*

*on determining the numbers of the members of the Supervisory Board (for the VI<sup>th</sup> term)*

Under art. 385 § 1 of the Commercial Companies Code and § 14 section 2 of the Company's Charter, the XV<sup>th</sup> Ordinary General Meeting of Shareholders decides that the Supervisory Board of the VI<sup>th</sup> term will consist of 7 (say: seven) members.

The joint term of the members of the Supervisory Board of the VI<sup>th</sup> term last three successive years, i.e. 2007-2009, and their mandates expire as from the date of holding the General Meeting which approves the financial report for the last full turnover year of performing the duties of the members of the Supervisory Board.

*The resolution, no 28 of the XIV OGSM of STALEXPORT S.A. dated 28.06.2007 on determining the number of the members of the Supervisory Board for the VI<sup>th</sup> term, expires.*