

Calling the Ordinary General Meeting of Stalexport Autostrady Joint Stock Company with its seat in Katowice

The Management Board of Stalexport Autostrady S.A. with its seat in Katowice, registered into the register of entrepreneurs of the National Court Register, run by the District Court Katowice - Wschód in Katowice, VIII Commercial Division of the National Court Register under the following KRS number 0000016854, acting pursuant to Art. 399§1, art. 402¹ and Art. 402² of the Commercial Companies Code and §20 section 3 of the Company's Statutes, calls for the 30th March 2010 (Tuesday), at 11.00 o'clock – the Ordinary General Meeting of Stalexport Autostrady S.A., which shall take place at the seat of the Company in Katowice, ul. Mickiewicza 29.

Agenda:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Making up the attendance list.
4. Determination of whether the Ordinary General Meeting has been duly convened and has capacity to resolve resolutions.
5. Adopting the resolution on an election of the Scrutinisers.
6. Approval of agenda.
7. Presenting by the Management Board's report on the Company's performance and the separate financial statements of Stalexport Autostrady S.A. for the turnover year 2009.
8. Presenting by the Management Board's report on the Capital Group's performance and the consolidated financial statements of the Capital Group of Stalexport Autostrady S.A. for the turnover year 2009.
9. Adopting the resolution on the approval of the Management Board's report on the Company's performance for the turnover year 2009.
10. Adopting the resolution on approval of the separate financial statements of Stalexport Autostrady S.A. for the turnover year 2009.
11. Adopting the resolution on approval of the Management Board's report on the Capital Group of Stalexport Autostrady performance for the turnover year 2009.
12. Adopting the resolution on approval of the consolidated financial statements of Stalexport Autostrady's Capital Group for the turnover year 2009.
13. Adopting the resolution on the distribution of net profit for the turnover year 2009.
14. Adopting the resolutions on extending the vote of acceptance to the members of the Management Board in 2009.
15. Presenting the report of the Supervisory Board for the turnover year 2009.
16. Adopting the resolutions on extending the vote of acceptance to the members of the Supervisory Board in 2009.
17. Adopting the resolution on changes in the Company's Statutes.
18. Adopting the resolution on changes in the Regulations of the General Meeting of Stalexport Autostrady S.A.
19. Adopting the resolution on determining the number of members of the Supervisory Board for the VII term.
20. Adopting the resolution on fixing the remuneration of the members of the Supervisory Board.
21. Electing and appointing the members of the Supervisory Board for the VII term.
22. Closing of the debate.

Due to planned changes of the Company's Statutes, the Management Board of the Issuer presents the content of present and planned changes:

I. The existing contents of §5 section 1 of the Company's Statutes:

1. The object of the Company activity:

- 02.40.Z Support services to forestry
- 24.32.Z Cold rolling of narrow strip
- 24.33.Z Cold forming or folding
- 24.34.Z Cold drawing of wire
- 25.11.Z Manufacture of metal structures and parts of structures
- 25.12.Z Manufacture of doors and windows of metal
- 25.50.Z Forging, pressing, stamping and roll-forming of metal; powder metallurgy
- 25.61.Z Treatment and coating of metals
- 25.62.Z Machining
- 25.71.Z Manufacture of cutlery
- 25.91.Z Manufacture of steel drums
- 25.93.Z Manufacture of wire products, chains and springs
- 25.94.Z Manufacture of fasteners and screw machine products
- 25.99.Z Manufacture of other fabricated metal products n.e.c.
- 32.99.Z Other manufacturing n.e.c.
- 33.11.Z Repair of fabricated metal products
- 33.20.Z Installation of industrial machinery and equipment
- 38.31.Z Dismantling of wrecks
- 38.32.Z Recovery of sorted materials
- 41.10.Z Development of building projects
- 41.20.Z Construction of residential and non-residential buildings
- 42.11.Z Construction of roads and motorways
- 42.12.Z Construction of railways and underground railways
- 42.13.Z Construction of bridges and tunnels
- 42.21.Z Construction of transmission pipelines and distribution systems
- 42.22.Z Construction of utility projects for electricity and telecommunications
- 42.91.Z Construction of water projects
- 42.99.Z Construction of other civil engineering projects n.e.c.
- 43.21.Z Electrical installation
- 43.29.Z Other construction installation
- 43.32.Z Joinery installation
- 43.91.Z Roofing activities
- 43.99.Z Other specialised construction activities n.e.c.
- 45.11.Z Sale of cars and light motor vehicles
- 45.19.Z Sale of other motor vehicles except motorcycles
- 46.12.Z Agents involved in the sale of fuels, ores, metals and industrial chemicals
- 46.13.Z Agents involved in the sale of timber and building materials
- 46.44.Z Wholesale of china and glassware and cleaning materials
- 46.49.Z Wholesale of other household goods
- 46.51.Z Wholesale of computers, computer peripheral equipment and software

- 46.62.Z Wholesale of machine tools
- 46.69.Z Wholesale of other machinery and equipment
- 46.71.Z Wholesale of solid, liquid and gaseous fuels and related products
- 46.72.Z Wholesale of metals and metal ores
- 46.73.Z Wholesale of wood, construction materials and sanitary equipment
- 46.74.Z Wholesale of hardware, plumbing and heating equipment and supplies
- 46.75.Z Wholesale of chemical products
- 46.76.Z Wholesale of other intermediate products
- 46.77.Z Wholesale of waste and scrap
- 46.90.Z Non-specialised wholesale trade
- 47.52.Z Retail sale of hardware, paints and glass in specialised stores
- 47.99.Z Other retail sale not in stores, stalls or markets
- 49.41.Z Freight transport by road
- 52.10.A Warehousing and storage of gaseous fuels
- 52.10.B Warehousing and storage of other goods
- 52.21.Z Service activities incidental to land transportation
- 52.24.C Cargo handling at other transshipment points
- 52.29.C Other transportation support activities
- 55.10.Z Hotels and similar accommodation
- 55.20.Z Holiday and other short-stay accommodation
- 55.90.Z Other accommodation
- 59.20.Z Sound recording and music publishing activities
- 62.01.Z Computer programming activities
- 62.02.Z Computer consultancy activities
- 62.03.Z Computer facilities management activities
- 62.09.Z Other information technology and computer service activities
- 63.11.Z Data processing, hosting and related activities
- 63.12.Z Web portals
- 63.99.Z Other information service activities n.e.c.
- 64.20.Z Activities of holding companies
- 64.30.Z Trusts, funds and similar financial entities
- 64.91.Z Financial leasing
- 64.92.Z Other credit granting
- 64.99.Z Other financial service activities, except insurance and pension funding n.e.c.
- 66.12.Z Security and commodity contracts brokerage
- 66.19.Z Other activities auxiliary to financial services, except insurance and pension funding
- 68.10.Z Buying and selling of own real estate
- 68.20.Z Renting and operating of own or leased real estate
- 68.32.Z Management of real estate on a fee or contract basis
- 69.20.Z Accounting, bookkeeping and auditing activities; tax consultancy
- 70.10.Z Activities of head offices and holding companies except financial holdings
- 70.21.Z Public relations and communication activities
- 70.22.Z Business and other management consultancy activities
- 71.11.Z Architectural activities
- 71.12.Z Engineering activities and related technical consultancy
- 71.20.A Technical testing and analysis of food quality
- 71.20.B Other technical testing and analysis

- 73.11.Z Advertising agencies
- 73.12.A Brokerage in the sale of time and space for advertising purposes on the radio and on the television
- 73.12.B Brokerage in the sale of space for advertising purposes in printed media
- 73.12.C Brokerage in the sale of time and space for advertising purposes in electronic media (the Internet)
- 73.12.D Brokerage in the sale of time and space for advertising purposes in other media
- 74.10.Z Specialised design activities
- 74.90.Z Other professional, scientific and technical activities n.e.c.
- 77.12.Z Renting and leasing of other motor vehicles except motorcycles
- 77.32.Z Renting and leasing of construction and civil engineering machinery and equipment
- 77.39.Z Renting and leasing of other machinery, equipment and tangible goods n.e.c.
- 77.40.Z Leasing of intellectual property and similar products, except copyrighted works
- 78.10.Z Activities of employment placement agencies
- 78.20.Z Temporary employment agency activities
- 78.30.Z Other human resources provision
- 81.10.Z Combined facilities support activities
- 82.11.Z Combined office administrative service activities
- 82.19.Z Photocopying, document preparation and other specialised office support activities
- 82.91.Z Activities of collection agencies and credit bureaus
- 82.99.Z Other business support service activities n.e.c.
- 85.60.Z Educational support activities

New contents of §5 section 1 of the Company's Statutes:

1. The object of the Company activity:

- 25.11.Z Manufacture of metal structures and parts of structures
- 26.30.Z Manufacture of Communications equipment**
- 32.99.Z Other manufacturing n.e.c.
- 33.11.Z Repair of fabricated metal products
- 33.20.Z Installation of industrial machinery and equipment
- 38.31.Z Dismantling of wrecks
- 41.10.Z Development of building projects
- 41.20.Z Construction of residential and non-residential buildings
- 42.11.Z Construction of roads and motorways
- 42.12.Z Construction of railways and underground railways
- 42.13.Z Construction of bridges and tunnels
- 42.21.Z Construction of transmission pipelines and distribution systems
- 42.22.Z Construction of utility projects for electricity and telecommunications
- 42.91.Z Construction of water projects
- 42.99.Z Construction of other civil engineering projects n.e.c.
- 43.21.Z Electrical installation
- 43.29.Z Other construction installation
- 43.32.Z Joinery installation
- 43.91.Z Roofing activities

- 43.99.Z Other specialized construction activities n.e.c.
- 45.11.Z Sale of cars and light motor vehicles
- 45.19.Z Sale of other motor vehicles except motorcycles
- 46.13.Z Agents involved in the sale of timber and building materials
- 46.44.Z Wholesale of china and glassware and cleaning materials
- 46.51.Z Wholesale of computers, computer peripheral equipment and software
- 46.69.Z Wholesale of other machinery and equipment
- 46.73.Z Wholesale of wood, construction materials and sanitary equipment
- 46.74.Z Wholesale of hardware, plumbing and heating equipment and supplies
- 46.75.Z Wholesale of chemical products
- 46.76.Z Wholesale of other intermediate products
- 46.77.Z Wholesale of waste and scrap
- 46.90.Z Non-specialized wholesale trade
- 47.41.Z Sale of computer, peripheral units and software in specialized stores**
- 47.42.Z Retail sale of telecommunications equipment in special stores**
- 49.41.Z Freight transport by road
- 52.10.A Warehousing and storage of gaseous fuels
- 52.10.B Warehousing and storage of other goods
- 52.21.Z Service activities incidental to land transportation
- 52.24.C Cargo handling at other transshipment points
- 52.29.C Other transportation support activities
- 59.20.Z Sound recording and music publishing activities
- 61.30.Z Telecommunications activities**
- 61.90.Z Other telecommunications activities**
- 62.01.Z Computer programming activities
- 62.02.Z Computer consultancy activities
- 62.03.Z Computer facilities management activities
- 62.09.Z Other information technology and computer service activities
- 63.11.Z Data processing, hosting and related activities
- 63.12.Z Web portals
- 63.99.Z Other information service activities n.e.c.
- 64.20.Z Activities of holding companies
- 64.30.Z Trusts, funds and similar financial entities
- 64.91.Z Financial leasing
- 64.92.Z Other credit granting
- 64.99.Z Other financial service activities, except insurance and pension funding n.e.c.
- 66.19.Z Other activities auxiliary to financial services, except insurance and pension funding
- 68.10.Z Buying and selling of own real estate
- 68.20.Z Renting and operating of own or leased real estate
- 68.32.Z Management of real estate on a fee or contract basis
- 69.20.Z Accounting, bookkeeping and auditing activities; tax consultancy
- 70.10.Z Activities of head offices and holding companies except financial holdings
- 70.21.Z Public relations and communication activities
- 70.22.Z Business and other management consultancy activities
- 71.11.Z Architectural activities
- 71.12.Z Engineering activities and related technical consultancy
- 71.20.B Other technical testing and analysis
- 73.11.Z Advertising agencies

- 73.12.A Brokerage in the sale of time and space for advertising purposes on the radio and on the television
- 73.12.B Brokerage in the sale of space for advertising purposes in printed media
- 73.12.C Brokerage in the sale of time and space for advertising purposes in electronic media (the Internet)
- 73.12.D Brokerage in the sale of time and space for advertising purposes in other media
- 74.10.Z Specialized design activities
- 74.90.Z Other professional, scientific and technical activities n.e.c.
- 77.12.Z Renting and leasing of other motor vehicles except motorcycles
- 77.32.Z Renting and leasing of construction and civil engineering machinery and equipment
- 77.39.Z Renting and leasing of other machinery, equipment and tangible goods n.e.c.
- 77.40.Z Leasing of intellectual property and similar products, except copyrighted works
- 78.10.Z Activities of employment placement agencies
- 78.20.Z Temporary employment agency activities
- 78.30.Z Other human resources provision
- 81.10.Z Combined facilities support activities
- 82.11.Z Combined office administrative service activities
- 82.19.Z Photocopying, document preparation and other specialized office support activities
- 82.91.Z Activities of collection agencies and credit bureaus
- 82.99.Z Other business support service activities n.e.c.
- 85.60.Z Educational support activities
- 95.11.Z Repair of computer and peripheral equipment**
- 95.12.Z Repair of Communications equipment**

II. The existing contents of §8 section 1 of the Company's Statutes:

„1. The shares may be written off with the consent of the shareholder by means of the acquisition by the Company on conditions determined in the Resolution of the General Meeting.”

The new contents of §8 section 1 of the Company's Statutes:

„1. The shares may be written off with the consent of the shareholder by means of their acquisition by the Company on conditions determined in the Resolution of the General Meeting.”

III. Point 3 section 2 §11 of the Company's Statutes is deleted:

„3) granting a power of attorney,”

IV. The existing contents of §20 section 4 of the Company's Statutes:

„4. The Supervisory Board has the right to convene an Ordinary General Meeting if the Management Board does not convene it in a time determined in section 1 and an Extraordinary General Meeting if the Management Board does not convene it within two weeks from the day of submitting the adequate request by the Supervisory Board.”

The new contents of §20 section 4 of the Company's Statutes:

„4. The Supervisory Board has the right to convene an Ordinary General Meeting, if the Management Board does not convene it in the term stipulated in passage 1, and the Extraordinary Meeting, if regarded as necessary.”

V. The existing contents §20 section 5 of the Company’s Statutes:

„5. The shareholder or shareholders representing at least 1/10 of the stock capital may request to convene an Extraordinary General Meeting..”

The new contents of §20 section 5 of the Company’s Statutes:

„5. The shareholder or shareholders representing at least 1/20 of the stock capital may request to convene an Extraordinary General Meeting.”

The Management Board of Stalexport Autostrady S.A., pursuant to Art.402² of the Commercial Companies Code (CCC) hereby presents the following information:

- 1) pursuant to Art.406¹ §1 CCC the right to participate in the General Meeting is enjoyed only by people who are shareholders of the Company on the day of registration of participation at the General Meeting, i.e. sixteen days prior to the date of the General Meeting. The day of participation registration at the Ordinary General Meeting of Stalexport Autostrady S.A. is on 14th March 2010,
- 2) pursuant to Art.406³ § 2 CCC in order to ensure participation in the General Meeting , a shareholder entitled to dematerialised bearer’s shares shall demand – not earlier than after the announcement of calling the General Meeting, i.e. not earlier than on 5th Match 2010 and not later than on a first working day after the registration of participation in the General Meeting , i.e. on 15.03.2010 – from an entity maintaining security account, to issue a certificate for a particular person regarding the right to participate in the General Meeting. The said certificate shall contain all information as mentioned in Art. 406³ §3 CCC, i.e.:

- 1) company (name), seat and address and seal of an issuer and certificate number,
- 2) number of shares,
- 3) kind and code of shares,
- 4) company (name), seat and address of a public company that issued the shares,
- 5) nominal value of shares,
- 6) first name and family name or a company (name) of an entity entitled under shares,
- 7) seat (place of residence) and address of a person entitled under shares,
- 8) a purpose of a certificate,
- 9) date and place of issuing the certificate,
- 10) a signature of a person authorised to issue a certificate.

Certificates on the right to participate in the General Meeting shall constitute basis for preparing lists that are handed over to the entity maintaining the deposit of securities (KDPW), in accordance with the regulations on trading financial instruments,

3) rules concerning participation in the General Meeting:

- a) a shareholder may participate in the General Meeting and exercise their right to vote in person or via a proxy.

A proxy performs all powers of a shareholder at the General Meeting, unless otherwise stated in the power of attorney. A shareholder having shares included in more than one account of securities, may appoint separate proxies to exercise rights resulting from shares included in each of the accounts.

Pursuant to Art.412¹ §2 CCC, a power of attorney to participate in the General Meeting of a public company and to exercise the right to vote, shall be in writing or in an electronic form (granting a power of attorney in an electronic form does not require a safe electronic signature verified by a valid qualification certificate).

A power of attorney shall be drawn up in the Polish language and it may be sent to the Company prior to the General Meeting in an electronic version (in PDF format) at the following e-mail: walne.zgromadzenie@stalexport-autostrady.pl. The Company explains that a shareholder using electronic communication means assumes exclusive risk related to the use of such a form.

We draw the attention to the fact that in case of discrepancies between the data of a shareholder as indicated in a power of attorney and data contained in the list of shareholders drawn up on the basis of a list from the entity maintaining the deposit of securities (KDPW S.A.), and handed over to the Company pursuant to Art.406³ CCC, a proxy of a shareholder may not be allowed to participate in the General Meeting .

Shareholders and proxies shall have on them an ID. After arriving at the General Meeting, and prior to signing an attendance list, a proxy should present an original ID as mentioned in a power of attorney in order to confirm the identity of a given proxy.

A notification of a shareholder on granting a power of attorney by them with use of electronic communications means shall take place via sending, to the Management Board of the Company, a file in PDF format at the following email address: walne.zgromadzenie@stalexport-autostrady.pl.

Pursuant to Art.412¹ §5 CCC the Company undertakes relevant actions aiming at identification of a shareholder or a proxy in order to verify the validity of a power of attorney granted in an electronic form. The verification may consist of a return question by means of a phone or electronic form addressed to a shareholder or a proxy in order to confirm the fact of granting a power of attorney.

- b) representatives of legal persons shall have an original or a copy certified by a notary public from a relevant register (from last 3 months), and in case their right does not result from a register, they should have a written power of attorney (in original or a copy

certified by a notary public) and a valid, as of the day of issuing the power of attorney, extract from a relevant register in original or a copy certified by a notary public,

- 4) in relation to calling and participation in the General Meeting, shareholders enjoy the following powers:
- a) a shareholder or shareholders representing at least one twentieth of the share capital may demand certain issues to be included in the agenda of a nearest General Meeting. Such a demand shall be sent to the Company in writing or in an electronic form (PDF format) at the following e-mail: walne.zgromadzenie@stalexport-autostrady.pl – in the Polish language and it should include grounds or draft resolution concerning a proposed point of the agenda. Such a demand shall be reported to the Management Board not later than 21 days prior to the date of the Meeting i.e. till 9th March 2010,
 - b) a shareholder or shareholders of the Company representing at least one twentieth of the share capital may, before the date of the General Meeting, submit to the Company in writing or by electronic communication means (in PDF format) sent at the following e-mail: walne.zgromadzenie@stalexport-autostrady.pl, draft resolutions concerning issues included in the agenda of the General Meeting or issues that are to be introduced to the agenda.
 - c) shareholders should document their entitlements to exercise rights described in the above section a) and b), presenting relevant documents in writing.

In case of shareholders being legal entities and partnerships, the authorisation to act on behalf of a given entity shall be also confirmed by attaching a valid extract from National Court Register (KRS). In case of shareholders reporting a demand with use of electronic means of communications, documents needs to be scanned to PDF format and in such a way sent to the Company,

- d) each shareholder may, during the General Meeting, report draft resolutions concerning issues introduced to the agenda during the General Meeting as well as the resolutions concerning the issues introduced to the agenda during the General Meeting.
- 5) The Company's Statutes and Regulations of the General Meeting do not include provisions enabling the shareholders to exercise their right to vote by postal ballot or with use of electronic communication means, thus the Management Board of Stalexport Autostrady S.A. in Katowice informs that during the General Meeting on 30 March 2010 it will not be possible to:
- 1) participate in the General Meeting with use of electronic communication means,
 - 2) give one's opinion during the General Meeting with use of electronic communication means,
 - 3) exercise the right to vote by postal ballot or with use of electronic communication means.
- 6) A person entitled to participate in the General Meeting may receive a full text of documentation that is to be presented to the General Meeting jointly with draft resolutions at the seat of the Company.

- 7) The forms to exercise the right to vote by the proxy and also the information on the agenda of the General Meeting and documentation related to it is available on the Company's internet website at the following address: www.stalexport-autostrady.pl in the following tab: For investors/The General Meetings,
- 8) correspondence related to the General Meeting shall be sent to the following e-mail: walne.zgromadzenie@stalexport-autostrady.pl,
- 9) pursuant to Art.407 CCC the list of shareholders entitled to participate in the General Meeting shall be presented at the Company Management Board's Office between 9.00 a.m. - 5.00 p.m. three working days prior to the date of the General Meeting.

The Management Board of Stalexport Autostrady S.A.:

Emil Wąsacz

Mieczysław Skołyżyński

Wojciech Gębicki