STALEXPORT AUTOSTRADY S.A. CAPITAL GROUP

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

for the three-month period ended 31 March 2012

Katowice, 9 May 2012

Contents

Condensed consolidated interim statement of comprehensive income

for the three-month period ended 31 March

In thousands of PLN, unless stated otherwise	**Note**	**2012** (not audited)	**2011** (not audited)
Revenue	6	39 812	39 046
Cost of sales	6, 9	(27 882)	(19 219)
Gross profit		**11 930**	**19 827**
Other income	10	701	676
Administrative expenses	9	(7 484)	(6 869)
Other expenses	11	(83)	(6 997)
Results from operating activities		**5 064**	**6 637**
Finance income		6 639	4 590
Finance expenses		(16 527)	(15 837)
Net finance expense	12	**(9 888)**	**(11 247)**
Share of loss of equity accounted investees (net of income tax)		**(154)**	-
Loss before income tax		**(4 978)**	**(4 610)**
Income tax expense		59	(610)
Loss for the period		**(4 919)**	**(5 220)**
Other comprehensive income			
Foreign currency translation differences for foreign operations		(37)	9
Effective portion of changes in fair value of cash flow hedges		600	1 316
Net change in fair value of available-for-sale financial assets		286	(361)
Income tax on other comprehensive income		(114)	(250)
Other comprehensive income for the period, net of income tax		**735**	**714**
Total comprehensive income for the period		**(4 184)**	**(4 506)**
Profit/(Loss) attributable to:			
Owners of the Company		(6 027)	(6 456)
Non-controlling interest		1 108	1 236
Loss for the period		**(4 919)**	**(5 220)**
Total comprehensive income attributable to:			
Owners of the Company		(5 296)	(5 742)
Non-controlling interest		1 112	1 236
Total comprehensive income for the period		**(4 184)**	**(4 506)**
Earnings per share			
Basic earnings per share (PLN)		(0.02)	(0.03)
Diluted earnings per share (PLN)		(0.02)	(0.03)

The condensed consolidated interim statement of comprehensive income should be analyzed together with notes, which constitute integral part of the condensed consolidated interim financial statements

Condensed consolidated interim statement of financial position

as at

In thousands of PLN	**Note**	***31 March 2012*** *(not audited)*	***31 December 2011***	***31 March 2011*** *(not audited)*
ASSETS				
Non-current assets				
Property, plant and equipment	13	21 172	21 018	18 627
Intangible assets	14	805 563	785 592	788 358
Investment property		4 255	4 356	3 427
Investments in associates		20	-	-
Other non-current investments		251 919	238 003	244 742
Deferred tax assets	15	100 571	97 077	91 522
Total non-current assets		**1 183 500**	**1 146 046**	**1 146 676**
Current assets				
Inventories		1 787	2 494	1 827
Current investments		65 332	63 782	64 803
Income tax receivables		2	2	114
Trade and other receivables	16	14 825	12 773	15 178
Cash and cash equivalents		86 876	141 428	153 684
Assets of a disposal group held for sale	8	1 336	1 477	-
Total current assets		**170 158**	**221 956**	**235 606**
Total assets		**1 353 658**	**1 368 002**	**1 382 282**

Condensed consolidated interim statement of financial position (continued)

as at

In thousands of PLN	***Note***	***31 March 2012*** *(not audited)*	***31 December 2011***	***31 March 2011*** *(not audited)*
EQUITY AND LIABILITIES				
Equity	17			
Share capital	17.1	185 447	185 447	494 524
Share capital revaluation adjustment		-	-	18 235
Treasury shares		(20)	(20)	(20)
Share premium reserve		13 514	13 514	20 916
Fair value reserve	17.3	(5 516)	(5 788)	(3 751)
Hedging reserve	17.2	(6 893)	(7 379)	(2 471)
Amounts recognised directly in equity relating to assets of a disposal group held for sale	8	(227)	(238)	-
Other reserve capitals and supplementary capital		198 893	189 374	189 570
Foreign currency translation reserve		145	116	172
Retained earnings and uncovered losses		(215 587)	(199 975)	(546 730)
Total equity attributable to owners of the Company		**169 756**	**175 051**	**170 445**
Non-controlling interest		1 937	4 539	1 970
Total equity		**171 693**	**179 590**	**172 415**
Liabilities				
Non-current liabilities				
Loans and borrowings		256 245	269 226	317 977
Finance lease liabilities		177	234	422
Employee benefits		631	631	2 493
Deferred income		11 645	11 845	12 468
Other non-current liabilities		176 601	177 679	181 090
Provisions	18	536 250	527 146	517 610
Deferred tax liabilities		56	16	36
Total non-current liabilities		**981 605**	**986 777**	**1 032 096**
Current liabilities				
Loans and borrowings		23 956	27 833	21 630
Finance lease liabilities		244	245	222
Derivative financial instruments		8 510	9 599	3 050
Income tax liabilities		2 650	1 177	339
Trade and other payables		44 105	60 440	48 302
Employee benefits		2 934	2 418	108
Deferred income		6 773	1 749	1 878
Provisions	18	110 605	96 914	102 242
Liabilities of a disposal group held for sale	8	583	1 260	-
Total current liabilities		**200 360**	**201 635**	**177 771**
Total liabilities		**1 181 965**	**1 188 412**	**1 209 867**
Total equity and liabilities		**1 353 658**	**1 368 002**	**1 382 282**

Condensed consolidated interim statement of cash flows
for the three-month period ended 31 March

In thousands of PLN	***2012*** *(not audited)*	***2011*** *(not audited)*
Cash flows from operating activities		
Loss before income tax	**(4 978)**	**(4 610)**
Adjustments for		
Depreciation and amortisation	10 329	9 606
Reversal of impairment on property, plant and equipment and intangible assets	(1)	-
(Profit)/Loss from currency translation	(37)	9
Profit on investment activity	(1 838)	(553)
Profit on disposal of property, plant and equipment and intangible assets	-	(42)
Interest and dividends	1 512	2 584
Share in loss of associated entities	154	-
Change in receivables	(1 438)	4 737
Change in inventories	718	(257)
Change in trade and other payables	(6 699)	246
Change in provisions	19 363	10 615
Change in deferred income	4 824	838
Cash generated from operating activities	**21 909**	**23 173**
Income tax paid	(2 008)	(2 764)
Net cash from operating activities	**19 901**	**20 409**

The condensed consolidated interim statement of cash flows should be analyzed together with notes, which constitute integral part of the condensed consolidated interim financial statements

Condensed consolidated interim statement of cash flows (continued)
for the three-month period ended 31 March

In thousands of PLN	***2012*** *(not audited)*	***2011*** *(not audited)*
Cash flows from investing activities		
Investment proceeds	**8 099**	**5 896**
Sale of intangible assets and property, plant and equipment	-	44
Dividends received	1	1
Interest received	7 538	5 851
Repayment of loans granted	560	-
Investment expenditures	**(58 229)**	**(72 295)**
Acquisition of intangible assets and property, plant and equipment	(41 508)	(5 317)
Non-current deposits held for investment expenditures	(16 547)	(66 978)
Acquisition of financial assets	(174)	-
Net cash used in investing activities	**(50 130)**	**(66 399)**
Cash flows from financing activities		
Financial proceeds	**-**	**-**
Financial expenditures	**(23 825)**	**(13 141)**
Dividends paid	-	(1 575)
Repayment of loans and borrowings	(12 757)	-
Interest paid	(11 010)	(11 513)
Payment of finance lease liabilities	(58)	(53)
Net cash used in financing activities	**(23 825)**	**(13 141)**
Total net cash flows	**(54 054)**	**(59 131)**
Net change in cash and cash equivalents	**(54 054)**	**(59 131)**
Cash and cash equivalents at 1 January	**141 689**	**212 815**
Cash and cash equivalents at 31 March, including:	**87 635**	**153 684**
Restricted cash and cash equivalents	179	189

Condensed consolidated interim statement of changes in equity

In thousands of PLN

(not audited)	Share capital	Share capital revaluation adjustment	Treasury shares	Share premium reserve	Fair value reserve	Hedging reserve	Amounts recognised directly in equity relating to assets of a disposal group held for sale	Other reserve capitals and supplementary capital	Foreign currency translation reserve	Retained earnings and uncovered losses	Total equity attributable to owners of the Company	Non-controlling interest	Total equity
As at 1 January 2011	**494 524**	**18 235**	**(20)**	**20 916**	**(3 390)**	**(3 537)**	**-**	**181 240**	**174**	**(531 955)**	**176 187**	**3 895**	**180 082**
Profit/(Loss) for the period	-	-	-	-	-	-			-	*(6 456)*	*(6 456)*	*1 236*	*(5 220)*
Other comprehensive income:	-	-	-	-	*(361)*	*1 066*	-	*13*	*(2)*	*(2)*	*714*	-	*714*
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	-	1 316	-	-	-	-	**1 316**	-	**1 316**
Net change in fair value of available-for-sale financial assets	-	-	-	-	(361)	-	-	-	-	-	**(361)**	-	**(361)**
Foreign currency translation differences for foreign operations	-	-	-	-	-	-	-	13	(2)	(2)	**9**	-	**9**
Income tax on other comprehensive income	-	-	-	-	-	(250)	-	-	-	-	**(250)**	-	**(250)**
Total comprehensive income for the period	-	-	-	-	*(361)*	*1 066*	-	*13*	*(2)*	*(6 458)*	*(5 742)*	*1 236*	*(4 506)*
Dividends paid	-	-	-	-	-	-	-	-	-	-	-	(3 161)	**(3 161)**
Distribution of profit	-	-	-	-	-	-	-	8 317	-	(8 317)	-	-	-
As at 31 March 2011	**494 524**	**18 235**	**(20)**	**20 916**	**(3 751)**	**(2 471)**	**-**	**189 570**	**172**	**(546 730)**	**170 445**	**1 970**	**172 415**

	Share capital	Share capital revaluation adjustment	Treasury shares	Share premium reserve	Fair value reserve	Hedging reserve	Amounts recognised directly in equity relating to assets of a disposal group held for sale	Other reserve capitals and supplementary capital	Foreign currency translation reserve	Retained earnings and uncovered losses	Total equity attributable to owners of the Company	Non-controlling interest	Total equity
As at 1 January 2011	**494 524**	**18 235**	**(20)**	**20 916**	**(3 390)**	**(3 537)**	**-**	**181 240**	**174**	**(531 955)**	**176 187**	**3 895**	**180 082**
Profit for the period	-	-	-	-	-	-			-	*5 287*	*5 287*	*5 249*	*10 536*
Other comprehensive income:	-	-	-	-	*(2 636)*	*(3 842)*	-	*113*	*(58)*	-	*(6 423)*	*(36)*	*(6 459)*
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	-	(4 743)	-	-	-	-	**(4 743)**	-	**(4 743)**
Net change in fair value of available-for-sale financial assets	-	-	-	-	(2 636)	-	-	-	-	-	**(2 636)**	(36)	**(2 672)**
Foreign currency translation differences for foreign operations	-	-	-	-	-	-	-	113	(58)	-	**55**	-	**55**
Income tax on other comprehensive income	-	-	-	-	-	901	-	-	-	-	**901**	-	**901**
Total comprehensive income for the period	-	-	-	-	*(2 636)*	*(3 842)*	-	*113*	*(58)*	*5 287*	*(1 136)*	*5 213*	*4 077*
Coverage of previous years' losses	(309 077)	(18 235)	-	(7 402)	-	-	-	-	-	334 714	-	-	-
Dividends paid	-	-	-	-	-	-	-	-	-	-	-	(4 569)	**(4 569)**
Distribution of profit	-	-	-	-	-	-	-	8 021	-	(8 021)	-	-	-
Reallocation of reserves relating to assets of a disposal group held for sale	-	-	-	-	238	-	(238)	-	-	-	-	-	-
As at 31 December 2011	**185 447**	**-**	**(20)**	**13 514**	**(5 788)**	**(7 379)**	**(238)**	**189 374**	**116**	**(199 975)**	**175 051**	**4 539**	**179 590**

(not audited)	Share capital	Share capital revaluation adjustment	Treasury shares	Share premium reserve	Fair value reserve	Hedging reserve	Amounts recognised directly in equity relating to assets of a disposal group held for sale	Other reserve capitals and supplementary capital	Foreign currency translation reserve	Retained earnings and uncovered losses	Total equity attributable to owners of the Company	Non-controlling interest	Total equity
As at 1 January 2012	**185 447**	**-**	**(20)**	**13 514**	**(5 788)**	**(7 379)**	**(238)**	**189 374**	**116**	**(199 975)**	**175 051**	**4 539**	**179 590**
Profit/(Loss) for the period	-	-	-	-	-	-	-	-	-	*(6 027)*	*(6 027)*	*1 108*	*(4 919)*
Other comprehensive income:	-	-	-	-	*272*	*486*	*11*	*(51)*	*29*	*(15)*	*732*	*3*	*735*
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	-	600	-	-	-	-	**600**	-	**600**
Net change in fair value of available-for-sale financial assets	-	-	-	-	272	-	11	-	-	-	**283**	3	**286**
Foreign currency translation differences for foreign operations	-	-	-	-	-	-	-	(51)	29	(15)	**(37)**	-	**(37)**
Income tax on other comprehensive income	-	-	-	-	-	(114)	-	-	-	-	**(114)**	-	**(114)**
Total comprehensive income for the period	-	-	-	-	*272*	*486*	*11*	*(51)*	*29*	*(6 042)*	*(5 295)*	*1 111*	*(4 184)*
Dividends paid	-	-	-	-	-	-	-	-	-	-	-	(3 713)	**(3 713)**
Distribution of profit	-	-	-	-	-	-	-	9 570	-	(9 570)	-	-	-
As at 31 March 2012	**185 447**	**-**	**(20)**	**13 514**	**(5 516)**	**(6 893)**	**(227)**	**198 893**	**145**	**(215 587)**	**169 756**	**1 937**	**171 693**

(all amounts in PLN thousand (TPLN), unless stated otherwise)

1. Group overview

Stalexport Autostrady S.A. ("the Company", the "Parent Entity") with its seat in Katowice, Mickiewicza 29 Street, is a public listed company registered in the National Court Register under registration number KRS 16854.

The Company together with its subsidiaries constitutes Stalexport Autostrady S.A. Capital Group ("Group", "Capital Group").

The business activities of the Group include the following:

- construction of roads and railroads, in particular services related to managing, construction by adapting to the requirements of toll motorway and exploitation of the section of A-4 motorway Katowice-Kraków,
- management and business advisory,
- rental services.

As at 31 March 2012, beside the Company, the Group comprised of the following entities:

Name of the entity	Seat of the entity	Main activities	Status	Ownership interest and voting rights	Date of obtaining control/Date of acquisition	Consolidation method
Stalexport Autoroute S.a r.l.	Luxembourg	Management activities	Subsidiary	100%	2005	Full consolidation
Stalexport Autostrada Małopolska S.A.	Mysłowice	Construction and operation of motorway	Subsidiary	100%*	1998	Full consolidation
VIA4 S.A. (**)	Mysłowice	Motorway operation	Subsidiary	55%*	1998	Full consolidation
Stalexport Autostrada Dolnośląska S.A.	Katowice	Construction and operation of motorway	Subsidiary	100%	1997	Full consolidation
Autostrada Mazowsze S.A.	Katowice	Construction and operation of motorway	Associate	30%	2007	Equity method
Biuro Centrum Sp. z o.o.	Katowice	Real estate administration	Subsidiary	74.38%	2007	Full consolidation

* through Stalexport Autoroute S.a r.l.
** until 2 February 2012 the company was named Stalexport Transroute Autostrada S.A.

The condensed consolidated interim financial statements as at the day and for the three-month period ended 31 March 2012 comprise financial statements of the Company and its subsidiaries and also Group's share in net assets of associates.

The Capital Group is also included within the consolidated financial statements of the parent entity of the highest level Atlantia S.p.A. (Italy), a parent company to inter alia Autostrade per l'Italia S.p.A., a majority shareholder of the Company.

2. Basis for preparation of condensed consolidated interim financial statements

2.1. Statement of compliance

The condensed consolidated interim financial statements have been prepared in accordance with the International Accounting Standard 34 *Interim Financial Reporting* as adopted by the European Union and other regulations in force.

Condensed consolidated interim financial statements do not include all the information required for yearly financial statements and therefore should be analysed together with the Group's consolidated financial statements as at the day and for the year ended 31 December 2011.

The condensed consolidated interim financial statements were approved by the Management Board of the Company on 9 May 2012.

2.2. Basis of measurement

The condensed consolidated interim financial statements have been prepared on the historical cost basis, except for the following:

- derivative financial instruments measured at fair value;
- available-for-sale financial assets measured at fair value;
- financial assets measured at fair value through profit or loss.

2.3. Functional and presentation currency

These condensed consolidated interim financial statements are presented in Polish zloty, being the functional currency and presentation currency of the Group, rounded to the nearest thousand.

2.4. Use of estimates and judgments

The preparation of the condensed consolidated interim financial statements requires the Management Board to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, equity and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances and the results of which form a basis for professional judgment on carrying values of assets and liabilities that are not readily apparent from other sources. The actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised or in the period of the revision and future periods, if the revision affects both current and future periods.

Judgments and estimates made by the Management Board, which had significant impact on the condensed consolidated interim financial statements, have been discussed in notes 14, 15, 16 and 18.

3. Going concern

The condensed consolidated interim financial statements have been prepared under the assumption that the Group will continue to operate as a going concern for the foreseeable future.

4. Information concerning the Concession Agreement

The activities of the Group include primarily business related to the management, construction by transformation to the toll motorway and operation of the section Katowice – Kraków of A-4 motorway, performed mainly by the Company's subsidiary, Stalexport Autostrada Małopolska S.A. ("SAM S.A.", "Concession Holder"). These activities are regulated by the concession agreement ("Concession Agreement").

The subject of the Concession Agreement is completion of construction of the A-4 motorway (by transformation to the toll motorway) on the section from Katowice (junction Murckowska, km 340.2) to Krakow (junction Balice I, km 401.1) and its subsequent operation as well as conducting and completion of the remaining construction works as specified in the Concession Agreement.

The Concession Agreement has been concluded for a time equal to the term of the concession i.e. 30 years ending in March 2027.

The Concession Agreement specifies the ways of earning the revenues by the Concession Holder from the execution of the project. Until 30 June 2011 the principal revenues of the Concession Holder consisted of:

(i) toll revenues,
(ii) revenues due to reimbursement for the passage of toll-exempted vehicles.

Toll rates for the use of the toll motorway aforementioned in point (i) were set in accordance with:

- Polish Act on Toll Motorways,
- Decree on detailed rules for establishing and adjusting rates of tolls for the use of the toll motorway,
- resolutions of the Concession Agreement.

Terms for revenue recognition as stated in point (ii) above were set in accordance with Polish Act on Toll Motorways, Concession Agreement and the Act on Public Roads.

According to the regulations of the Act dated 7 November 2008 on changes to Act on Public Roads and other acts, reimbursement for the passage of toll-exempted vehicles was in force up to 30 June 2011. Beyond 30 June 2011 the abovementioned vehicles are subject to real tolling regime (see point (i)). As the consequence of the above, SAM S.A. does not generate revenues described in point (ii) from 1 July 2011 onwards.

Throughout the term of the Concession Agreement, the Concession Holder shall have the right to use and receive profits from the road strip of the motorway. The right includes among other things the right to demolish and remove the existing buildings, facilities, equipment, trees and plants, subject to any relevant legal provisions.

In return the Concession Holder is responsible for the operation and maintenance of the toll motorway until the termination or expiry of the Concession Agreement, which determines detailed range of the Concession Holder's obligations, and is obliged to perform precisely specified construction works.

Furthermore, as determined by the Concession Agreement, after fulfilment of conditions defined therein, the Concession Holder will be obliged to make concession payments to the National Road Fund constituting so-called subordinate debt (obligation due to loan received by State Treasury from the European Bank for Reconstruction and Development ("EBRD") for the purpose of financing the construction of A-4 Toll Motorway Katowice-Kraków taken over by the Concession Holder).

Heretofore completed Phase I included inter alia the construction of toll collection system, implementation of maintenance centre in Brzęczkowice and construction of a communication and motorway traffic management system, including an emergency communication system. Further investment phases (Phase II) in progress or to be carried out include, among others, renovations of bridges, development of junctions, construction of rest areas and works related to environmental protection measures (constructions of noise screens, motorway drainage system, passes for animals).

At the conclusion of the Concession Agreement the right to use and receive profits from all buildings, structures and facilities constructed by the Concession Holder will be transferred to the State Treasury.

According to provisions of the Concession Agreement between SAM S.A. and the Minister of Infrastructure and also of the Project Loan Agreement between SAM S.A. and consortium of following banks: PEKAO S.A., DEPFA BANK PLC, KfW, WESTLB BANK POLSKA S.A. and WESTLB AG (London Branch), the possibility of dividend payment by Stalexport Autostrada Małopolska S.A. to its shareholder(s) depends, among others, on completion of specified construction phases, achieving minimum level of debt service ratios, and assuring the sufficient coverage of reserve accounts.

5. Significant accounting policies

Accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at the day and for the year ended 31 December 2011.

6. Segment reporting

The Group presents its activity in business segments, which are based on the Group's management and internal reporting structure.

The Group operates in one geographical segment – entire revenue is earned in Poland.

Business segments

Business segments include:

- management, advisory and rental services,
- management and operation of motorways.

(all amounts in PLN thousand (TPLN), unless stated otherwise)

Business segments results

For the three-month period ended 31 March 2012

	Management, advisory and rental services	Management and operation of motorways	Total
Operating revenues			
Revenue from external customers	2 363	37 449	**39 812**
Total revenue	**2 363**	**37 449**	**39 812**
Operating expenses			
Cost of sales to external customers	(1 917)	(25 965)	**(27 882)**
Total cost of sales	**(1 917)**	**(25 965)**	**(27 882)**
Other income	17	684	**701**
Other expenses	(32)	(51)	**(83)**
Administrative expenses (*)	(2 559)	(4 925)	**(7 484)**
Results from operating activities	**(2 128)**	**7 192**	**5 064**
Net finance income/(expense)	2 332	(12 220)	**(9 888)**
Share of loss of equity accounted investees (net of income tax)	(154)	-	**(154)**
Income tax expense	(67)	126	**59**
Loss for the period	**(17)**	**(4 902)**	**(4 919)**
Other comprehensive income, net of income tax	249	486	**735**
Total comprehensive income for the period	**232**	**(4 416)**	**(4 184)**
Major non-cash items			
Depreciation and amortisation	(190)	(10 139)	**(10 329)**
Recognition of other provisions	(1)	(33)	**(34)**
Unwinding of discount	-	(9 583)	**(9 583)**
Revaluation of investment	146	-	**146**

(*) - Administrative expenses in "Management, advisory and rental services" segment comprise all administrative expenses of the Company

(all amounts in PLN thousand (TPLN), unless stated otherwise)

For the three-month period ended 31 March 2011

	Management, advisory and rental services	Management and operation of motorways	Total
Operating revenues			
Revenue from external customers	2 425	36 621	**39 046**
Total revenue	**2 425**	**36 621**	**39 046**
Operating expenses			
Cost of sales to external customers	(2 114)	(17 105)	**(19 219)**
Total cost of sales	**(2 114)**	**(17 105)**	**(19 219)**
Other income	11	665	**676**
Other expenses (*)	(6 900)	(97)	**(6 997)**
Administrative expenses (**)	(2 451)	(4 418)	**(6 869)**
Results from operating activities	**(9 029)**	**15 666**	**6 637**
Net finance income/(expense)	860	(12 107)	**(11 247)**
Income tax expense	(5)	(605)	**(610)**
Profit/(Loss) for the period	**(8 174)**	**2 954**	**(5 220)**
Other comprehensive income, net of income tax	(352)	1 066	**714**
Total comprehensive income for the period	**(8 526)**	**4 020**	**(4 506)**
Major non-cash items			
Depreciation and amortisation	(189)	(9 417)	**(9 606)**
Recognition of other provisions	-	(32)	**(32)**
Recognition of allowances	(6 884)	(12)	**(6 896)**
Unwinding of discount	-	(8 397)	**(8 397)**
Revaluation of investment	(120)	-	**(120)**

(*) - Other expenses in "Management, advisory and rental services" segment comprise the recognized allowance for tax receivables

(**) - Administrative expenses in "Management, advisory and rental services" segment comprise all administrative expenses of the Company

Financial position according to business segments as at

	31 March 2012	*31 December 2011*	*31 March 2011*
Management, advisory and rental services			
Assets of the segment	146 871	149 523	160 554
Liabilities of the segment	36 262	39 697	50 316
Management and operation of motorways			
Assets of the segment	1 206 787	1 218 479	1 221 728
Liabilities of the segment	1 145 703	1 148 715	1 159 551
Total assets	**1 353 658**	**1 368 002**	**1 382 282**
Total liabilities	**1 181 965**	**1 188 412**	**1 209 867**

7. Periodicity and seasonality of the business

Group’s activity is not significantly influenced by periodicity and seasonality issues.

(all amounts in PLN thousand (TPLN), unless stated otherwise)

8. Disposal group classified as held for sale

In December 2011 the Supervisory Board of the Company following the motion of the Management Board decided to sell 33.75% of Biuro Centrum Sp. z o.o. shares. On 23 March 2012 the Company and Węglokoks S.A. signed a conditional contract on sale of the 54 shares in Biuro Centrum Sp. z o.o. for the total amount of TPLN 495. The transfer of shares is subject to the joint fulfilment of two conditions: (i) obtaining an approval of the General Meeting of Węglokoks S.A. for the purchase of shares and (ii) making changes to the Articles of the Association of Biuro Centrum Sp. z o.o. agreed by both parties. As the consequence of the above and the fact that the conclusion of this transaction will result in change of Biuro Centrum Sp. z o.o. status from a subsidiary to an associate in the consolidated financial statements of the Group, as at 31 December 2011 and 31 March 2012 the assets and liabilities attributed to Biuro Centrum Sp. z o.o. have been reclassified to corresponding items within assets and liabilities of a disposal group held for sale. The major classes of assets and liabilities of a disposal group held for sale are as follows:

	31 March 2012	*31 December 2011*
Assets of a disposal group held for sale		
Property, plant and equipment	17	17
Deferred tax assets	98	98
Inventories	165	176
Current investments	95	80
Income tax receivables	17	45
Trade and other receivables	186	800
Cash and cash equivalents	758	261
Total	**1 336**	**1 477**
Liabilities of a disposal group held for sale		
Employee benefits	16	22
Trade and other payables	567	1 238
Total	**583**	**1 260**

As at 31 March 2012 the accumulated loss in the amount of TPLN 227 (31 December 2011: TPLN 238) incurred on valuation of available-for-sale financial assets included in the disposal group held for sale was disclosed in the consolidated statement of financial position within "Total equity attributable to owners of the Company".

9. Expenses by nature

	I Quarter 2012	*I Quarter 2011*
Depreciation and amortisation	(10 329)	(9 606)
Energy and materials consumption	(2 610)	(2 066)
Accrual of provision for motorway resurfacing disclosed within cost of sales (external services)	(11 916)	(4 571)
Other external services	(3 789)	(3 668)
Taxes and charges	(235)	(255)
Personnel expenses, including:	(6 005)	(5 649)
- wages and salaries	(4 854)	(4 588)
- compulsory social security contributions and other benefits	(1 151)	(1 061)
Other costs	(979)	(819)
Total expenses by nature	**(35 863)**	**(26 634)**
Change in inventories, deferred income and cost in relation to operating activity	497	546
Cost of sales and administrative expenses	**(35 366)**	**(26 088)**

(all amounts in PLN thousand (TPLN), unless stated otherwise)

10. Other income

	I Quarter 2012	*I Quarter 2011*
Rental income from passenger service sites	571	557
Compensations and contractual penalties received	13	37
Reimbursed costs of court proceedings	3	5
Interest from receivables	-	8
Release of other provisions and allowances	1	-
Net gain on disposal of property, plant and equipment and intangible assets	-	4
Other	113	65
Total	**701**	**676**

11. Other expenses

	I Quarter 2012	*I Quarter 2011*
Allowances for receivables	-	(6 892)
Donations granted	(4)	(2)
Repair of damages	(12)	(43)
Penalties, compensations, payments	(1)	(9)
Other provisions and allowances	(34)	(32)
Unrecoverable input VAT	(28)	(16)
Other	(4)	(3)
Total	**(83)**	**(6 997)**

(all amounts in PLN thousand (TPLN), unless stated otherwise)

12. Net finance expense

	I Quarter 2012	*I Quarter 2011*
Recognised in profit or loss for the period		
Dividends	1	1
Interest income, including:	4 746	3 829
- bank accounts and deposits	4 736	3 820
- loans granted	10	9
Revaluation of investments	146	-
Other finance income, including:	1 746	760
- net foreign exchange gain	-	21
- profit on investments in asset management funds (financial assets measured at fair value through profit or loss)	1 746	738
- other finance income	-	1
Finance income	**6 639**	**4 590**
Interest expense on liabilities measured at amortised cost, including:	(8 634)	(8 504)
- loans and borrowings, including:	(5 950)	(5 841)
- nominal	(4 842)	(5 008)
- other	(1 108)	(833)
- discount of concession payments	(2 170)	(2 054)
- other	(514)	(609)
Discount of provisions	(7 413)	(6 343)
Revaluation of investments	-	(120)
Other finance expenses, including:	(480)	(870)
- net foreign exchange loss	(19)	-
- allowance for interest accrued	-	(4)
- loss on derivatives	(461)	(864)
- other finance expenses	-	(2)
Finance expenses	**(16 527)**	**(15 837)**
Net finance expense recognised in profit or loss for the period	**(9 888)**	**(11 247)**
Recognised in other comprehensive income		
Foreign currency translation differences for foreign operations	(37)	9
Effective portion of changes in fair value of cash flow hedges (*)	600	1 316
Net change in fair value of available-for-sale financial assets	286	(361)
Finance income/expenses recognised in other comprehensive income	**849**	**964**

(*) - The Group hedges cash flows resulting from payments of interest related to Project Loan Agreement between SAM S.A. and Banks' Consortium. For cash flow being hedged a cash flow hedge accounting is applied. Derivatives are used as hedging instruments (interest rate swap). For further information see consolidated financial statements for the year 2011 - notes 31.4 and 32.3.

(all amounts in PLN thousand (TPLN), unless stated otherwise)

13. Property, plant and equipment

	Buildings and constructions	Plant and equipment	Vehicles	Other	Under construction	Total
Cost as at 1 January 2011	**20 432**	**26 070**	**11 702**	**3 197**	**552**	**61 953**
Acquisitions	-	95	-	14	1 606	**1 715**
Transfer from property, plant and equipment under construction	-	-	752	-	(752)	**-**
Disposals	-	(34)	(116)	(8)	-	**(158)**
Reclassifications	-	-	-	-	(430)	**(430)**
Cost as at 31 March 2011	**20 432**	**26 131**	**12 338**	**3 203**	**976**	**63 080**
Cost as at 1 January 2012	**19 494**	**13 380**	**15 215**	**4 121**	**568**	**52 778**
Acquisitions	-	39	-	77	685	**801**
Disposals	-	(2)	-	(1)	-	**(3)**
Cost as at 31 March 2012	**19 494**	**13 417**	**15 215**	**4 197**	**1 253**	**53 576**

(all amounts in PLN thousand (TPLN), unless stated otherwise)

	Buildings and constructions	Plant and equipment	Vehicles	Other	Under construction	Total
Depreciation and impairment losses as at 1 January 2011	**(8 663)**	**(24 187)**	**(7 951)**	**(3 133)**	**-**	**(43 934)**
Depreciation for the period	(243)	(212)	(162)	(21)	-	**(638)**
Disposals	-	32	79	8	-	**119**
Depreciation and impairment losses as at 31 March 2011	**(8 906)**	**(24 367)**	**(8 034)**	**(3 146)**	**-**	**(44 453)**
Depreciation and impairment losses as at 1 January 2012	**(8 785)**	**(12 060)**	**(8 034)**	**(2 881)**	**-**	**(31 760)**
Depreciation for the period	(238)	(91)	(249)	(69)	-	**(647)**
Disposals	-	2	-	1	-	**3**
Depreciation and impairment losses as at 31 March 2012	**(9 023)**	**(12 149)**	**(8 283)**	**(2 949)**	**-**	**(32 404)**
Carrying amounts						
At 1 January 2011	11 769	1 883	3 751	64	552	**18 019**
At 31 March 2011	11 526	1 764	4 304	57	976	**18 627**
At 1 January 2012	10 709	1 320	7 181	1 240	568	**21 018**
At 31 March 2012	10 471	1 268	6 932	1 248	1 253	**21 172**

(all amounts in PLN thousand (TPLN), unless stated otherwise)

Impairment losses

As at 31 March 2012 there were no indicators, that would require the Group to test property, plant and equipment for impairment.

14. Intangible assets

	Concession intangible assets	Other concessions, licences, software and other	Other intangible assets	Intangible assets not ready for use	Total
Cost as at 1 January 2011	**966 861**	**1 388**	**970**	**159**	**969 378**
Acquisitions	-	2	-	-	**2**
Revaluation of concession intangible assets	4 251	-	-	-	**4 251**
Disposals	-	-	-	(1)	**(1)**
Reclassifications	430	-	-	-	**430**
Cost as at 31 March 2011	**971 542**	**1 390**	**970**	**158**	**974 060**
Cost as at 1 January 2012	**996 331**	**1 521**	**970**	**-**	**998 822**
Acquisitions	19 058	28	-	-	**19 086**
Revaluation of concession intangible assets	10 465	-	-	-	**10 465**
Cost as at 31 March 2012	**1 025 854**	**1 549**	**970**	**-**	**1 028 373**
Amortisation and impairment losses as at 1 January 2011	**(175 344)**	**(493)**	**(970)**	**-**	**(176 807)**
Amortisation for the period	(8 862)	(33)	-	-	**(8 895)**
Amortisation and impairment losses as at 31 March 2011	**(184 206)**	**(526)**	**(970)**	**-**	**(185 702)**
Amortisation and impairment losses as at 1 January 2012	**(211 706)**	**(554)**	**(970)**	**-**	**(213 230)**
Amortisation for the period	(9 540)	(41)	-	-	**(9 581)**
Reversal of impairment loss	-	1	-	-	**1**
Amortisation and impairment losses as at 31 March 2012	**(221 246)**	**(594)**	**(970)**	**-**	**(222 810)**
Carrying amounts					
At 1 January 2011	791 517	895	-	159	**792 571**
At 31 March 2011	787 336	864	-	158	**788 358**
At 1 January 2012	784 625	967	-	-	**785 592**
At 31 March 2012	804 608	955	-	-	**805 563**

During the current period the Group revalued concession intangible assets recognized in relation to estimated costs of Phase II:

(i) due to changes of discount rates used for valuation of provision for capital expenditures of Phase II (see note 18), which resulted in their decrease by TPLN 263 (I Quarter 2011: decrease of TPLN 2,139) and

(ii) due to changes of estimates regarding construction works schedule and capital expenditures, which according to the Concession Agreement are to be executed by the Group before the end of the concession period (see note 18), resulting in the increase of concession intangible assets by TPLN 10,728 (I Quarter 2011: TPLN 6,390).

On 3 January 2012 SAM S.A. signed the Annex no 6 to the Concession Agreement. According to the provisions of the annex, operation and maintenance of Murckowska junction was delegated to the General Directorate for National Roads and Motorways in return for one-off payment made by SAM S.A. in the gross amount of TPLN 23,441 (TPLN 19,058 net). As a consequence of the above the Group recognized an intangible asset in the amount of TPLN 19,058 which is amortized in line with the accounting policy applicable to the concession intangible assets.

The amortization charge on concession intangible assets is recognized in cost of sales. The amortization charge on other intangible assets is recognized in administrative expenses.

The annual amortization rate calculated on the base of estimated traffic increase during the concession period in relation to present net value of intangible asset at the beginning of the period equalled 4.75% in I Quarter 2012 (I Quarter 2011: 4.48%). According to current amortization schedule, based on updated estimates of traffic increase, the proportion of annual amortization costs to the carrying net value of intangible asset as at 31 March 2012 will range from 4.77% to 7.89% during the concession period.

As at 31 March 2012 there were no indicators, which would require the Group to test concession intangible assets for impairment. As at 31 March 2012, the Group recognized impairment related to other intangible assets of TPLN 8 (31 December 2011: TPLN 8, 31 March 2011: none).

(all amounts in PLN thousand (TPLN), unless stated otherwise)

15. Deferred tax

Deferred tax assets have not been identified in full amount of excess of negative temporary differences and tax losses over positive temporary differences, due to uncertainty of utilization of tax losses and some of temporary differences.

	Assets			Liabilities			Net		
	31 March 2012	***31 December 2011***	***31 March 2011***	***31 March 2012***	***31 December 2011***	***31 March 2011***	***31 March 2012***	***31 December 2011***	***31 March 2011***
Deferred tax assets/liabilities	251 793	248 756	244 747	(151 278)	(151 695)	(153 261)	**100 515**	**97 061**	**91 486**
Set off of tax	(151 222)	(151 679)	(153 225)	151 222	151 679	153 225	-	-	-
Net deferred tax assets/liabilities as in statement of financial position	**100 571**	**97 077**	**91 522**	**(56)**	**(16)**	**(36)**	**100 515**	**97 061**	**91 486**

Changes of deferred tax assets / liabilities for three-month periods ended 31 March 2012 and 31 March 2011 were following:

	Change of deferred tax on temporary differences recognised in	
	profit or loss for the period	**other comprehensive income**
I Quarter 2012	3 568	(114)
I Quarter 2011	1 471	(250)

(all amounts in PLN thousand (TPLN), unless stated otherwise)

16. Allowances for current receivables

Trade and other receivables are presented net of allowances for doubtful debts amounting to TPLN 113,291 (31 December 2011: TPLN 113,408, 31 March 2011: TPLN 117,467).

Movements of allowances for doubtful debts were as follows:

	I Quarter 2012	*I Quarter 2011*
Allowances for bad debts as at 1 January	**(113 408)**	**(110 556)**
Allowances recognised	(5)	(6 918)
Allowances reversed	5	22
Allowances utilised	117	16
Reclassifications	-	(31)
Allowances for bad debts as at 31 March	**(113 291)**	**(117 467)**

As a result of the decision of the Supreme Administrative Court dated 29 March 2011 the Group recognized in the comparative period an allowance in the amount of TPLN 6,894, which concerns amounts receivable due to VAT paid as the result of incorrect, according to the Group, decision of tax authorities that determined the excess of input VAT over output VAT for the period of August 2004. As a rule the sentences of the Supreme Administrative Court are legally binding, however the Group is analysing various subsequent actions with the assistance of tax advisors.

The allowances for doubtful debts within trade receivables were recognized due to expected difficulties in collection of amounts due from some customers. The allowances for other receivables concern mainly receivables arisen as a result of loans guarantees granted to entities which are not able to settle their liabilities and VAT receivables mentioned above.

According to the Group, the collection of receivables which have not been subject to allowances is not doubtful.

17. Equity

17.1. Share capital

	31 March 2012	*31 December 2011*	*31 March 2011*
Number of shares at the beginning of the period	247 262 023	247 262 023	247 262 023
Number of shares at the end of the period (fully paid)	247 262 023	247 262 023	247 262 023
Nominal value of shares (PLN)	0.75	0.75	2.00
Nominal value of A-series issue	6 256	6 256	16 682
Nominal value of B-series issue	370	370	986
Nominal value of D-series issue	3 000	3 000	8 000
Nominal value of E-series issue	71 196	71 196	189 856
Nominal value of F-series issue	37 500	37 500	100 000
Nominal value of G-series issue	67 125	67 125	179 000
Total	**185 447**	**185 447**	**494 524**

17.2. Hedging reserve

Hedging reserve balance is the result of valuation of derivatives meeting the requirements of cash flow hedge accounting. Recognized as effective changes to fair value of cash flow hedging instruments, amounted to TPLN

(all amounts in PLN thousand (TPLN), unless stated otherwise)

600 in I Quarter 2012 (I Quarter 2011: TPLN 1,316). This value has been adjusted by change in deferred tax amounting to TPLN -114 (I Quarter 2011: TPLN -250), recognised in other comprehensive income.

17.3. Fair value reserve

All profits and losses from valuation of available-for-sale financial assets (apart from impairment losses and exchange rate changes), for which it is possible to declare their fair value based on regulatory market, or in any other reliable way, are attributed to this item of the equity. In I Quarter 2012, the corresponding gains attributable to owners of the Company amounted to TPLN 286 (I Quarter 2011: loss of TPLN 361).

18. Provisions

Non-current provisions	**Provisions for motorway resurfacing**	**Provisions for capital expenditures (Phase II)**	**Other provisions**	**Total**
Balance at 1 January 2011	**27 659**	**487 039**	**-**	**514 698**
Additions, including:	4 722	5 094	-	**9 816**
- due to discounting	*289*	*5 094*	-	***5 383***
Change of estimates	138	2 852	-	**2 990**
Reclassifications	-	(9 894)	-	**(9 894)**
Balance at 31 March 2011	**32 519**	**485 091**	**-**	**517 610**
Balance at 1 January 2012	**50 930**	**476 216**	**-**	**527 146**
Additions, including:	5 536	5 672	-	**11 208**
- due to discounting	*606*	*5 672*	-	***6 278***
Change of estimates	6 986	5 680	-	**12 666**
Reclassifications	-	(14 770)	-	**(14 770)**
Balance at 31 March 2012	**63 452**	**472 798**	**-**	**536 250**

Current provisions	**Provisions for motorway resurfacing**	**Provisions for capital expenditures (Phase II)**	**Other provisions**	**Total**
Balance at 1 January 2011	**-**	**91 756**	**3 154**	**94 910**
Additions, including:	-	960	32	**992**
- due to discounting	-	*960*	-	***960***
Change of estimates	-	1 399	-	**1 399**
Utilisation	-	(4 625)	(328)	**(4 953)**
Reclassifications	-	9 894	-	**9 894**
Balance at 31 March 2011	**-**	**99 384**	**2 858**	**102 242**
Balance at 1 January 2012	**-**	**95 267**	**1 647**	**96 914**
Additions, including:	-	1 135	34	**1 169**
- due to discounting	-	*1 135*	-	***1 135***
Change of estimates	-	4 785	-	**4 785**
Utilisation	-	(7 033)	-	**(7 033)**
Reclassifications	-	14 770	-	**14 770**
Balance at 31 March 2012	**-**	**108 924**	**1 681**	**110 605**

Provision for capital expenditures is recognized in the present value of future construction costs to be incurred in relation to section Katowice-Kraków of A4 motorway (Phase II), due to obligations undertaken by Concession Holder under the Concession Agreement (see note 4).

As at 31 March 2012 the Group changed estimates regarding discount rates used for calculation of the present value of provisions for resurfacing and provision for capital expenditures of Phase II (in both cases as at 31 December 2011 the rates ranged from 4.18% to 5.16%, currently from 4.00% to 5.08%). As result of those changes the provision for resurfacing decreased by TPLN 55 (I Quarter 2011: decrease of TPLN 216), which in line with IAS 37 decreased operating expenses for the period. At the same time the provision for capital expenditures (Phase II) decreased by TPLN 263 (I Quarter 2011: decrease of TPLN 2,139), which was recognized as a decrease of concession intangible assets.

As at 31 March 2012 the Group made also a revaluation of provision for resurfacing and provision for capital expenditures of Phase II following the change of estimates regarding expected expenditures and future building works schedule. As result of that changes the provision for resurfacing increased by TPLN 7,041 (I Quarter 2011: increase of TPLN 354), which in line with IAS 37 was recognised in operating expenses for the period. At the same time the provision for capital expenditures (Phase II) increased by TPLN 10,728 (I Quarter 2011: increase of TPLN 6,390), which was recognized as an increase of concession intangible assets

In October 2007, the Office of Competition and Consumer Protection (“UOKiK”) commenced an antimonopoly proceeding against Stalexport Autostrada Małopolska S.A. in relation to the suspicion of abuse of dominant position on the market of paid passage of the section of the motorway A-4 Katowice – Kraków, through the imposition of unfair prices for the crossing through the paid section of the motorway in the magnitude as stated in the price list during the time of repairing of this section of the motorway, causing significant hindrance to vehicle traffic. In response to the summons of the office, the Group submitted relevant information required in relation to the proceedings in progress, and it issued the necessary explanations. On 25 April 2008, the Office of Competition and Consumer Protection issued a decision, in which it has been recognized that the Stalexport Autostrada Małopolska S.A. breached the art. 9 sect. 2 pt. 1 of the act of law on competition and consumer protection, simultaneously instructing it to relinquish the practices being the subject matter of the antimonopoly proceedings. The Office of Competition and Consumer Protection imposed on the Group a financial penalty in the amount of TPLN 1,300 payable to the State Treasury. The Group launched an appeal to the Competition and Consumer Protection Court in Warsaw. On 10 May 2010 the abovementioned court issued a sentence upholding the decision of the Office of Competition and Consumer Protection. On 28 June 2010 the Group made an appeal to the Appeal Competition and Consumer Protection Court in Warsaw. On 31 May 2011 the Appeal Court issued a sentence dismissing the Group’s appeal and upholding the UOKiK decision. On 6 July 2011 the Group paid the financial penalty of TPLN 1,300 utilizing the corresponding current provision. On 10 October 2011 the Group filed a final appeal against the sentence of the Appeal Court.

Other provisions as at 31 March 2012 constitutes a provision recognized based on the sentence of the District Court in Katowice dated 18 December 2009 responding to claim lodged by CTL Maczki Bór Sp. z o.o. for compensation for the use of certain lots of land in the motorway lane without valid agreement. The court awarded to CTL Maczki Bór Sp. z o.o. the amount of TPLN 40 plus interest from Stalexport Autostrady S.A. and TPLN 996 plus interest from Stalexport Autostrada Małopolska S.A. Abovementioned interest were also subject to provision. On 25 January 2010 both Stalexport Autostrady S.A. and Stalexport Autostrada Małopolska S.A. submitted appeals against the abovementioned sentence to the Appeal Court in Katowice, which haven’t been processed so far.

19. Contingent liabilities

Contingent liabilities relate to guarantees given to related entities amounting to TPLN 17,082 (31 December 2011: TPLN 17,565, 31 March 2011: TPLN 15,806).

(all amounts in PLN thousand (TPLN), unless stated otherwise)

20. Related parties transactions

20.1. Intragroup receivables and liabilities

31 March 2012	**Receivables**	**Loans granted**	**Payables**
Pavimental S.p.A. S.A. Oddział w Polsce	-	-	17 289
Pavimental Polska Sp. z o.o.	9	-	134
Atlantia S.p.A.	-	-	17
Autostrada Mazowsze S.A.	-	102	-
Total	**9**	**102**	**17 440**

31 December 2011	**Receivables**	**Loans granted**	**Payables**
Pavimental S.p.A. S.A. Oddział w Polsce	-	-	32 394
Pavimental Polska Sp. z o.o.	12	-	1 699
Atlantia S.p.A.	-	-	18
Autostrada Mazowsze S.A.	-	507	-
Total	**12**	**507**	**34 111**

31 March 2011	**Receivables**	**Loans granted**	**Payables**
Pavimental S.p.A. S.A. Oddział w Polsce	-	-	9 599
Pavimental Polska Sp. z o.o.	20	-	621
Atlantia S.p.A.	-	-	16
Autogrill Polska Sp. z o.o.	-	-	2
Autostrada Mazowsze S.A.	21	501	-
Total	**41**	**501**	**10 238**

20.2. Related parties transactions

I Quarter 2012	**Revenue**	**Other income**	**Finance income**	**Cost of acquired goods and services**	**Capital expenditures and resurfacing works**
Pavimental S.p.A. S.A. Oddział w Polsce	-	-	-	-	(6 358)
Pavimental Polska Sp. z o.o.	29	11	-	(1)	-
Autogrill Polska Sp. z o.o.	14	-	-	-	-
Autostrada Mazowsze S.A.	15	-	10	-	-
Total	**58**	**11**	**10**	**(1)**	**(6 358)**

I Quarter 2011	**Revenue**	**Other income**	**Finance income**	**Cost of acquired goods and services**	**Capital expenditures and resurfacing works**
Pavimental S.p.A. S.A. Oddział w Polsce	-	-	-	-	(2 104)
Pavimental Polska Sp. z o.o.	24	9	-	(87)	-
Autogrill Polska Sp. z o.o.	4	-	-	-	-
Autostrada Mazowsze S.A.	19	-	9	-	-
Total	**47**	**9**	**9**	**(87)**	**(2 104)**

In I Quarter 2012 the Group reversed an impairment loss in relation to the loan granted to an associated entity Autostrada Mazowsze S.A. in amount of TPLN 145 due to its partial repayment. In I Quarter 2011 the impairment loss concerning the abovementioned loan was recognised in amount of TPLN 120.

21. Financial results of the Capital Group and its Parent Entity for the I Quarter 2012

21.1. Financial results of Stalexport Autostrady S.A.

In I Quarter 2012 the Company generated revenue on sales amounting to TPLN 922, which was 2.7% lower than in comparable quarterly period of 2011.

The Company suffered a loss from operating activities for I Quarter 2012 of TPLN 2,121 – for similar period of 2011 a loss amounting to TPLN 8,918 was incurred. The abovementioned positive difference is mainly the consequence of recognition of an allowance for VAT receivables in the amount of TPLN 6,894 in I Quarter 2011 (matter described in note 16).

The financial activity of Stalexport Autostrady S.A. generated a profit of TPLN 2,330 for I Quarter 2012. Interest on bank deposits (TPLN 1,011) and a net profit from asset management funds (TPLN 1,657) constituted the main items of financial income, while an impairment in relation to investment in Company's subsidiary Stalexport Autostrada Dolnośląska S.A. (TPLN 238) and interest resulting from guarantees given for Huta Ostrowiec to the State Treasury (TPLN 505) were the most significant items of financial expenses.

As the consequence of all the above Stalexport Autostrady S.A. generated a net profit for the I Quarter 2012 amounting to TPLN 209, comparing to TPLN 7,871 net loss for the I Quarter 2011.

21.2. Financial results of motorway business

The motorway activity, consisting mainly of exploitation, toll collecting and execution of motorway investments on section Katowice – Kraków of A4 motorway and also participation in tender proceedings, has the biggest impact on Group's financial results. The activity is performed mainly by four related entities: SAM S.A., VIA4 S.A., Stalexport Autostrada Dolnośląska S.A. and Autostrada Mazowsze S.A. SAM S.A. organizes and supervises motorway investments. VIA4 S.A is responsible for motorway operation and on behalf of SAM S.A. collects tolls for vehicle passage. Activities of Stalexport Autostrada Dolnośląska S.A. and Autostrada Mazowsze S.A. concentrate on participation in tender proceedings. Additionally Stalexport Autostrada Dolnośląska S.A. is currently financing as a lessor the capital expenditures incurred by VIA4 S.A.

Consolidated revenue on sales generated by motorway activity for I Quarter 2012 amounted to TPLN 37,449, increasing by 2% in relation to revenue for I Quarter 2011 (TPLN 36,621). The variation resulted from:

(i) the commencement of real tolling for previously toll-exempted vehicles since 1 July 2011,
(ii) the increase of toll rate for heavy vehicles (vehicle category 2 and 3) from PLN 13.50 to PLN 15.00 since 1 July 2011,
(iii) the increase of toll rate for light vehicles from PLN 8.00 to PLN 9.00 since 1 March 2012,
(iv) 9% decrease of traffic level comparing to I Quarter 2011, resulting mainly from the nearly 37% decrease of traffic level for heavy vehicles (caused mainly by the event described in point (i)) with the traffic level for light vehicles remaining nearly at the same level.

Due to the fact that in comparison to 2011, in I Quarter 2012 the increase of revenue on sales was additionally accompanied by the much higher increase of cost of sales (mainly due to higher by TPLN 7,345 costs of provision for resurfacing recognized – see note 18), gross profit on sales decreased by over 41%.

Consolidated profit on operating activity attributed to motorway segment amounted to TPLN 7,192 for I Quarter 2012, comparing to TPLN 15,666 for I Quarter 2011.

(all amounts in PLN thousand (TPLN), unless stated otherwise)

21.3. Information on construction contracts involving Stalexport Autostrada Małopolska S.A.

On 1 December 2010 SAM S.A. concluded the tender for Contract F2b-2-2009 "Modernization of motorway dehydration in Balice (km 398+700 – 401+100)". The contract was assigned to consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o. The execution of the contract has started in December 2010 and finished in February 2012. Total amount of the contract amounted to TPLN 16,996.

In December 2009 SAM S.A. selected a contractor in the tender for the completion of Contract F2b-1-2009 "Repairs of 22 bridges". The contract was signed with consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o. for the total amount of TPLN 112,695. The works have started in 2010 and should be completed by the end of 2012. Fourteen bridges were completed so far. The financial progress of the project (value of construction works invoiced) amounted to TPLN 77,138 (68% of contract value) as at 31 March 2012, out of which TPLN 5,454 related to works invoiced in 2012.

In I Quarter 2012 the preparation works aimed to increase Brzęczkowice Toll Plaza's capacity by additional two lines each way were completed. On 8 May 2012 SAM S.A. and Pavimental Polska Sp. z o.o. signed a contract "Enlargement of Brzęczkowice Toll Plaza (km 351+660)" for the total amount of TPLN 12,141. The execution of the contract should be completed by December 2012. The tender proceedings concerning Balice Toll Plaza will start after the preparation works are completed.

22. Important events within the Capital Group during the period from 1 January to 31 March 2012

Beside the events already described in notes 8, 14, 21.2, 21.3 and 23 the following important events took place in I Quarter 2012:

- On 2 February 2012 the District Court in Katowice registered the change of name of Stalexport Transroute Autostrada S.A. to VIA4 S.A., based on the decision of Extraordinary General Meeting of the company dated 19 January 2012.
- On 1 March 2012 the Supervisory Board of the Company appointed Deloitte Audyt Sp. z o.o. to audit separate financial statements of the Company and consolidated financial statements of the Group for the years 2012 and 2013.
- On 21 March 2012 the General Meeting of VIA4 S.A. decided to pay out the dividend for 2011 in the amount of TPLN 11,381, out of which TPLN 5,121 was attributed to non-controlling shareholders.
- In March 2012 shareholders of the associated company Autostrada Mazowsze S.A. partly paid in an unpaid share capital in the amount of TPLN 580 (Stalexport Autostrady S.A.: TPLN 174, Atlantia S.p.A.: TPLN 406).

23. Shareholders holding directly or indirectly via their subsidiaries at least 5% of total number of votes at the Annual General Meeting of the Parent Entity at quarterly report's date

List of Shareholders holding more than 5% of total number of votes eligible for Annual General Meeting of Stalexport Autostrady S.A.:

Shareholder	Number of ordinary shares held	Share in share capital (%)	Number of votes at AGM	Share in total number of votes at AGM (%)
Autostrade per l'Italia S.p.A.	149,923,463	60.63 %	149,923,463	60.63 %
Kairos Investment Management S.p.A	12,391,265	5.01 %	12,391,265	5.01 %

Autostrade per l'Italia S.p.A. increased its share in the Company from 144,071,265 to 149,923,463 shares, constituting 60.63% of the total number of votes at the General Meeting of the Company, by way of acquisition of 5,852,198 shares during the period between 22 December 2011 and 19 January 2012.

24. Parent Entity's shares held by managing and supervising personnel at quarterly report's date

The President of the Management Board of the Parent Entity Emil Wąsacz held 59,000 shares at report's issue date. There were no changes in the number of Parent Entity's shares held by managing and supervising personnel since the previous report's issue date.

25. Subsequent events

On 4 April 2012 the General Meeting of Stalexport Autostrady S.A. passed inter alia the resolutions:

(i) approving the separate financial statements of the Company and consolidated financial statements of the Capital Group for the year 2011,

(ii) appointing Mr Nicolo Caffo and Mr Stefano Cusmai as members of the Supervisory Board to replace Mr Massimo Lapucci and Mr Christopher Melnyk, who resigned from the membership in the body.

Explanation

This document constitutes a translation of the condensed consolidated interim financial statements of Stalexport Autostrady S.A. Capital Group, which were originally issued in Polish. In case of ambiguities in interpretation of terminology, the original Polish terminology should be treated as binding.