

**STALEXPORT AUTOSTRADY S.A.
KATOWICE, UL. MICKIEWICZA 29**

**FINANCIAL STATEMENTS
FOR THE 2012 FINANCIAL YEAR**

**WITH
AUDITOR'S OPINION
AND
AUDIT REPORT**

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REPORT ON THE ACTIVITIES OF STALEXPORT AUTOSTRADY S.A. FOR THE 2012 FINANCIAL YEAR

AUDITOR'S OPINION

To the Shareholders and Supervisory Board of Stalexport Autostrady S.A.

We have audited the attached financial statements of Stalexport Autostrady S.A. with its registered office in Katowice at Mickiewicza 29 Street, including statement of financial position prepared as of 31 December 2012, statement of comprehensive income, statement of changes in equity, statement of cash flows for the financial year from 1 January 2012 to 31 December 2012 and notes comprising a summary of significant accounting policies and other explanatory information.

Preparation of financial statements and a report on the activities in line with the law is the responsibility of the Management Board of the Company.

The Management Board of the Company and members of its Supervisory Board are obliged to ensure that the financial statements and the report on the activities meet the requirements of the Accounting Act of 29 September 1994 (Journal of Laws of 2009, No. 152, item 1223, as amended), hereinafter referred to as the "Accounting Act".

Our responsibility was to audit and express an opinion on compliance of the financial statements with the accounting principles (policy) adopted by the Company and whether the financial statements present fairly and clearly, in all material respects, the financial and economic position as well as the financial result of the Company and on the correctness of the underlying accounting records.

Our audit of the financial statements has been planned and performed in accordance with:

- section 7 of the Accounting Act,
- national auditing standards, issued by the National Council of Statutory Auditors in Poland.

We have planned and performed our audit of the financial statements in such a way as to obtain reasonable assurance to express an opinion on the financial statements. Our audit included, in particular, verification of the correctness of the accounting principles (policy) and material estimates applied by the Company, verification – largely on a test basis – of the accounting evidence and records supporting the amounts and disclosures in the financial statements, as well as overall evaluation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the audited financial statements in all material respects:

- present fairly and clearly the information material to evaluate the economic and financial position of the Company as of 31 December 2012 as well as its profit or loss in the financial year from 1 January 2012 to 31 December 2012,
- have been prepared in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published as Commission regulations and in all matters not regulated in the standards – in accordance with the provisions of the Accounting Act, secondary legislation to the Act and based on properly kept accounting records,
- comply with the provisions of law and the articles of association of the Company which affect the contents of the financial statements.

The Report on the activities of the Company for the financial year 2012 is complete within the meaning of Article 49.2 of the Accounting Act and the Ordinance of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and the rules of equal treatment of the information required by the laws of non-member states and consistent with underlying information disclosed in the audited financial statements.

.....
Miroslaw Mitrenga
Key certified auditor
conducting the audit
No. 11723

On behalf of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. (formerly: Deloitte Audyt Sp. z o.o.) – entity authorized to audit financial statements entered under number 73 on the list kept by the National Council of Statutory Auditors:

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Artur Maziarka – Vice-President of the Management Board of Deloitte Polska Sp. z o.o. - which is the General Partner of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.

Warsaw, March 5, 2013

The above audit opinion together with audit report is a translation from the original Polish version. In case of any discrepancies between the Polish and English version, the Polish version shall prevail.

**REPORT ON THE AUDIT
OF THE FINANCIAL STATEMENTS OF STALEXPORT AUTOSTRADY S.A
FOR THE 2012 FINANCIAL YEAR**

I. GENERAL INFORMATION

1. Details of the audited Company

The Company operates under the business name Stalexport Autostrady S.A. The Company's registered office is located in Katowice at Mickiewicza 29 Street.

The Company operates as a joint stock company established by a notarized deed on October 26, 1993, before Paweł Błaszczuk, Notary Public in Warsaw (Repertory A No. 10526/93). The Company was recorded in the Commercial Register kept by the District Court, VIII Business-Registry Division in Katowice, section B, under number RHB 10130. Currently, the Company is recorded in the Register of Entrepreneurs kept by the District Court, Business-Registry Division in Katowice, under KRS number 0000016854.

The Company's tax identification number NIP assigned by First Tax Office in Katowice is: 634-013-42-11.

The REGON number assigned by the Statistical Office on is: 271936361.

The Company operates based on the provisions of the Code of Commercial Companies.

In accordance with the Company's articles of association, the scope of its activities includes:

- manufacture of metal structures and parts of structures,
- other manufacturing not elsewhere classified,
- repair of fabricated metal products,
- installation of industrial machinery and equipment,
- dismantling of wrecks,
- development of building projects,
- construction of residential and non-residential buildings,
- construction of roads and motorways,
- construction of railways and underground railways,
- construction of bridges and tunnels,
- construction of utility projects for fluids,
- construction of utility projects for electricity and telecommunications,
- construction of water projects,
- construction of other civil engineering projects not elsewhere classified,
- electrical installation,
- other construction installation,
- joinery installation,
- roofing activities,
- other specialised construction activities not elsewhere classified,
- sale of cars and light motor vehicles,
- sale of other motor vehicles,
- agents involved in the sale of timber and building materials,
- wholesale of china and glassware and cleaning materials,
- wholesale of computers, computer peripheral equipment and software,
- wholesale of other machinery and equipment,

- wholesale of wood, construction materials and sanitary equipment,
- wholesale of hardware, plumbing and heating equipment and supplies,
- wholesale of chemical products,
- wholesale of other intermediate products,
- wholesale of waste and scrap,
- non-specialised wholesale trade,
- freight transport by road,
- warehousing and storage gas fuel,
- warehousing and storage of other goods,
- service activities incidental to land transportation,
- cargo handling,
- other transportation support activities,
- sound recording and music publishing activities,
- computer programming activities,
- computer consultancy activities,
- computer facilities management activities,
- other information technology and computer service activities,
- data processing, hosting and related activities,
- web portals,
- other information service activities not elsewhere classified,
- activities of holding companies,
- trusts, funds and similar financial entities,
- financial leasing,
- other credit granting,
- other financial service activities, except insurance and pension funding not elsewhere classified,
- other activities auxiliary to financial services, except insurance and pension funding,
- buying and selling of own real estate,
- renting and operating of own or leased real estate,
- management of real estate on a fee or contract basis,
- accounting, bookkeeping and auditing activities; tax consultancy,
- activities of head offices,
- public relations and communication activities,
- business and other management consultancy activities,
- architectural activities,
- engineering activities and related technical consultancy,
- technical testing and analysis,
- advertising agencies,
- media representation in radio and television,
- media representation in printed media,
- media representation in internet,
- media representation in other media,
- specialised design activities,
- other professional, scientific and technical activities not elsewhere classified,
- renting and leasing of trucks,
- renting and leasing of construction and civil engineering machinery and equipment,
- renting and leasing of other machinery, equipment and tangible goods not elsewhere classified,
- leasing of intellectual property and similar products, except copyrighted works,
- activities of employment placement agencies,
- temporary employment agency activities,
- other human resources provision,

- combined facilities support activities,
- combined office administrative service activities,
- photocopying, document preparation and other specialised office support activities,
- activities of collection agencies and credit bureaus,
- other business support service activities not elsewhere classified,
- educational support activities,
- manufacture of communication equipment,
- retail sale of computers, peripheral units and software in specialised stores,
- retail sale of telecommunications equipment in specialised stores,
- satellite telecommunications activities,
- other telecommunications activities,
- repair of computers and peripheral equipment,
- repair of communication equipment.

In the audited period, the Company conducted the business activities in renting office space and as a holding company of the capital group.

As of 31 December 2012, the Company's share capital amounted to PLN 185,447 thousand and was divided into 247,262,023 ordinary shares with a face value of PLN 0.75 each.

As of 18 February 2013 the Company's shareholders included:

- Autostrade per l'Italia S.p.A. - 60.63% shares,
- ALTUS TFI S.A. - 5.13% shares
- others - 34.24% shares.

There were no changes in the share capital of the Company during the financial year.

After the balance-sheet date there were no changes in the Company's share capital.

As of 31 December 2012, the Company's equity amounted to PLN 192,857 thousand.

The Company's financial year is the calendar year.

The Company has the following related parties:

- | | |
|--|---------------------|
| - Autostrade per l'Italia S.p.A. | - Holding Company, |
| - Stalexport Autoroute S.a.r.l. (Luxembourg) | - 100 % subsidiary, |
| - Stalexport Autostrada Dolnośląska S.A | - 100 % subsidiary, |
| - Petrostal S.A. in liquidation | - 100 % subsidiary, |
| - Stalexport Wielkopolska Sp. z o.o. in bakruptycy | - 100 % subsidiary, |
| - Biuro Centrum Sp. z o.o. | - 40.63% associate, |
| - Autostrada Mazowsze S.A. | - 30% associate |

Moreover it holds through Stalexport Autoroute S.a.r.l. the following shares: of Stalexport Autostrada Małopolska S.A. (100% shares) and VIA4 S.A. (55% shares).

In addition, the companies in the Atlantia S.p.A Capital Group are treated as related parties of Stalexport Autostrady S.A.

Composition of the Management Board as of the date of the opinion and till the date of the opinion:

- Emil Wąsacz - President of Management Board,
- Mariusz Serwa - Vice President of Management Board.

Changes in the composition of the Management Board during the audited period:

- On December 19, 2012, effective from December 31, 2012, Mr. Mieczysław Skołożyński has been dismissed from the position of Vice President of Management Board and Mr. Mariusz Serwa has been appointed to the position of Vice President of Management Board, effective from January 1, 2013.

The above changes have been reported and registered at a relevant court register.

2. Information about the financial statements for the prior financial year

The activities of the Company in 2011 resulted in a net loss of PLN 5,119 thousand. The financial statements of the Company for 2011 were audited by a certified auditor. The audit was performed by authorized entity KPMG Audyt sp. z o.o. On March 1, 2012, the certified auditor issued an unqualified opinion on those financial statements.

The General Shareholders' Meeting which approved the financial statements for the 2011 financial year was held on April 4, 2012. The General Shareholders' Meeting decided on coverage the net loss for 2011 from the share premium capital.

In accordance with applicable laws, the financial statements for the 2011 financial year were submitted to the National Court Register (KRS) on May 8, 2012, and filed for publication in Monitor Polski B on April 10, 2012. They were published in Monitor Polski B No. 1309 on June 20, 2012.

3. Details of the authorized entity and the key certified auditor acting on its behalf

The audit of the financial statements was performed based on the agreement of July 13, 2012, concluded between Stalexport Autostrady S.A and Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. (formerly: Deloitte Audyt Sp. z o.o.) with its registered office in Warsaw, al. Jana Pawła II 19, recorded under number 73 on the list of entities authorized to provide audit services kept by the National Council of Statutory Auditors. On behalf of the authorized entity, the audit of the financial statements was conducted under the supervision of Mirosław Mitrenga key certified auditor (No. 11723) in the registered office of the Company from December 17 to 20, 2012, from January 28 to February 1, 2013, as well as outside the Company's premises until the date of this opinion.

The entity authorized to audit the financial statements was appointed by the resolution of the Supervisory Board of March 1, 2012, based on authorization included in Article 18 of the Company's articles of association.

Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. (formerly: Deloitte Audyt Sp. z o.o.) and Mirosław Mitrenga, key certified auditor, confirm that they are authorized to carry out audits and meet the requirements of Article 56 of the Act on statutory auditors and their self-governing body, auditing firms and on public oversight (Journal of Laws of 2009, No. 77, item 649, as amended) to express an unbiased and independent opinion on the financial statements of Stalexport Autostrady S.A.

4. Availability of data and management's representations

The scope of our audit was not limited.

During the audit, all necessary documents and data as well as detailed information and explanations, were provided to the authorized entity and the key certified auditor, as confirmed e.g. in the written representation of the Management Board of March 5, 2013.

II. ECONOMIC AND FINANCIAL POSITION OF THE COMPANY

Presented below are the main items from the statement of comprehensive income as well as financial ratios describing the financial performance of the Company and its economic and financial position compared to the prior year.

<u>Main items from the statement of comprehensive income (PLN '000)</u>	<u>2012</u>	<u>2011</u>
Sales revenue	3,826	3,893
Operating expenses	(9,568)	(11,896)
Other operating revenue	12	344
Other operating expenses	(66)	(7,118)
Financial revenue	12,994	12,861
Financial expenses	(8,114)	(3,203)
Income tax	(49)	0
Net profit (loss)	(965)	(5,119)
Total comprehensive income	4,823	(7,651)
<u>Profitability ratios</u>	<u>2012</u>	<u>2011</u>
- gross profit margin	(151%)	(380%)
- net profit margin	(25%)	(131%)
- net return on equity	0.5%	(3%)
<u>Effectiveness ratios</u>		
- assets turnover ratio	0.02	0.02
- receivables turnover in days	21	22
- liabilities turnover in days	11	11
<u>Liquidity/Net working capital</u>		
- debt ratio	10%	17%
- equity to fixed assets ratio	90%	83%
- net working capital (PLN '000)	116,965	123,947
- current ratio	9.08	8.01

An analysis of the above figures and ratios indicated the following trends in 2012:

- in the periods analysed gross profit margins were negative,
- net profit margin has improved in comparison to 2011 however it was still negative,
- net return on equity amounted to 0.5% in 2012 in comparison to (3%) in 2011,
- the assets turnover ratio was set at level 0.02 in both periods,
- the receivables turnover in days has decreased by 1 day compared to 2011 and was set at 21 days,
- the debt ratio has decreased in comparison to 2011,
- the equity to fixed assets ratio has increased in comparison to 2011,
- the net working capital has decreased compared to prior year,
- the current ratio has increased in comparison to 2011 and reached the level assessed as high.

III. DETAILED INFORMATION

1. Evaluation of the accounting system

The Company has valid documentation required by Article 10 of the Accounting Act, referring in particular to: definition of the financial year and reporting periods thereof, methods of measuring assets and liabilities and determining the financial result, method of keeping the accounting records and the system of data and file protection. The documentation of the accounting policy was developed in line with the Accounting Act and with respect to the measurement of assets and liabilities plus equity as well as presentation of the financial statements – in line with IFRS and approved for use as of 1 January 2011 by a resolution of the Management Board No. 44/2011 of May 30, 2011. Principal methods of measuring assets, liabilities and the financial result have been presented in the explanatory notes.

Accounting principles selected at the Company's discretion pursuant to IFRS have been selected in a manner that correctly reflects specifics of its business operations, its financial standing and performance. The accounting principles have been applied in a continuous manner and unchanged compared to those applied to the accounting records and financial statements in the preceding financial year.

The Company uses Impuls 5.5.0 computerized accounting system to record all business transactions. The Impuls 5.5.0 system is password-protected against unauthorized access and has functional access controls.

The opening balance resulting from the approved financial statements for the prior financial year has been properly introduced into the accounting records of the audited period.

As regards the opening balance, we have performed the required procedures to ensure that the balances are free from material misstatements.

In the part we have audited, documentation of business transactions, accounting records and the relationships between accounting entries, documents and financial statements complied with the requirements of section 2 of the Accounting Act.

The accounting records and evidence, the documentation of the accounting system and the approved financial statements of the Company are stored in compliance with section 8 of the Accounting Act.

The Company performed a physical count of assets and liabilities within the scope, timing and frequency required by the Accounting Act. Identified differences have been recorded and settled in the accounting records for the audited period.

2. Information about the audited financial statements

The audited financial statements were prepared as of 31 December 2012 and include:

- statement of comprehensive income for the period from 1 January 2012 to 31 December 2012, with a net loss of PLN 965 thousand and total comprehensive income of PLN 4,823 thousand,
- statement of financial position prepared as of 31 December 2012, with total assets and liabilities plus equity of PLN 215,275 thousand,
- statement of cash flows for the period from 1 January 2012 to 31 December 2012, showing a cash inflow of PLN 26,336 thousand,

- statement of changes in equity for the period from 1 January 2012 to 31 December 2012, disclosing an increase in equity of PLN 4,823 thousand,
- notes, comprising a summary of significant accounting policies and other explanatory information.

The structure of assets and liabilities plus equity as well as items affecting the profit or loss has been presented in the financial statements.

3. Information about selected material items of the financial statements

Long-term investments

The Company's long-term investments include:

- shares in subsidiaries and associates of PLN 78,294 thousand.

The notes correctly describe changes in investments during the financial year.

Structure of receivables

Ageing of trade receivables has been correctly presented in the respective explanatory note to the statement of financial position. The audited sample did not include past-due or redeemed receivables.

Liabilities

Ageing and types of liabilities have been correctly presented in the respective explanatory note to the statement of financial position.

Key item of the Company's liabilities include bank loan guarantee given to a third party in the amount of PLN 20,571 thousand.

The audited sample did not include past-due or redeemed liabilities.

Provisions for liabilities

The explanatory notes to provisions for liabilities correctly present the structure of the items. Provisions for liabilities have been determined at reliably estimated amounts. The items have been recognized completely and correctly in all material respects in relation to the financial statements as a whole.

4. Completeness and correctness of drawing up notes and explanations and the report on the activities of the Company

The Company confirmed the validity of the going concern basis in preparation of the financial statements. The explanatory notes give a correct and complete description of measurement principles regarding assets, liabilities, profit or loss and principles of preparation of the financial statements.

Limitations imposed on individual assets disclosed in the statement of financial position arising from security granted to creditors have been described.

The explanatory notes comprehensively describe the reporting items and clearly present the remaining data required by the IFRS.

The financial statements have been supplemented with the Management Board's report on the activities of the Company in the 2012 financial year. The report contains all information required

under Article 49.2 of the Accounting Act and the Ordinance of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and the rules of equal treatment of the information required by the laws of non-member states. We have audited the report with respect to the disclosed information derived directly from the audited financial statements.

IV. CLOSING COMMENTS

Management Board's Representation

Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. (formerly: Deloitte Audyt Sp. z o.o.) and the key certified auditor received a representation letter from the Company's Management Board, in which the Board stated that the Company complied with the laws in force.

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Miroslaw Mitrenda
Key certified auditor
conducting the audit
No. 11723

On behalf of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. (formerly: Deloitte Audyt Sp. z o.o.) – entity authorized to audit financial statements entered under number 73 on the list kept by the National Council of Statutory Auditors:

.....
Artur Maziarka –Vice-President of the Management Board of Deloitte Polska Sp. z o.o. - which is the General Partner of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k.

Warsaw, March 5, 2013