



**STALEXPORT AUTOSTRADY S.A.**

**MANAGEMENT BOARD REPORT  
ON THE ACTIVITIES OF  
THE CAPITAL GROUP**

**IN 1st SEMESTER 2013**

Mysłowice, July 25, 2013

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## Definitions and abbreviations

The table below presents the definition of abbreviations used in this Report.

Stalexport Autostrady, Company	Stalexport Autostrady S.A. with its registered office in Mysłowice
Capital Group, Stalexport Autostrady Group	Stalexport Autostrady Group in Mysłowice
SAM, Concessionaire	Stalexport Autostrada Małopolska S.A. with its registered office in Mysłowice
VIA4	VIA 4 S.A. with its registered office in Mysłowice (formerly Stalexport Transroute Autostrada S.A.)
SAD	Stalexport Autostrada Dolnośląska S.A. with its registered office in Katowice
AMSA	Autostrada Mazowsze S.A. in liquidation with its registered office in Katowice
Stalexport Autoroute	Stalexport Autoroute S.a.r.l. with its registered office in Luxemburg
Biuro Centrum	Biuro Centrum Sp. z o.o. with its registered office in Katowice
Atlantia	Atlantia S.p.A. with its registered office in Rome (Italy)
ASPI	Autostrade per l'Italia S.p.A. with its registered office in Rome (Italy)
GDDKiA	General Directorate of National Roads and Motorways
Concession Agreement	The Concession Agreement dated September 19, 1997 on construction by transformation of A-4 motorway section: Katowice (Murckowska Junction, km 340.2) – Kraków (Balice Junction, km 401.1) to the toll motorway standards and motorway operation on this section, including amendments made based on the appendices, which rights and obligations were totally passed from Stalexport Autostrady to SAM on July 26, 2004
Project Loan Agreement	Loan Agreement dated 28th December 2005, entered into between SAM and the banks, i.e. WESTLB BANK POLSKA S.A. Warsaw; WESTLB AG (London Branch), DEPFA BANK PLC, Dublin, Ireland; KfW Frankfurt, Germany and BANK BPH S.A., Warsaw. Loan agreement was aimed to grant the credit of PLN 380 m on the A4 toll motorway project on section Katowice-Kraków (i.e. financing of Construction Works of Phase IIa and refinancing of construction works of Phase I)
Financing Banks	Portigon AG (London Branch), Polski Bank Przedsiębiorczości S.A., DEPFA Bank Plc, KfW IPEX-Bank GmbH and Bank Polska Kasa Opieki S.A.
Deloitte	Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp.k. (formerly Deloitte Audyt Sp. z o.o.) with its registered office in Warsaw, Al. John Paul II, No. 19, entered on the list of entities authorized to audit financial statements kept by the National Chamber of Statutory Auditors under No 73.
GM	General Meeting
GPW	Warsaw Stock Exchange
Report	Management Board Report on the activities of the Capital Group in 1st semester 2013
KSH	Commercial companies code
ADT	Average Daily Traffic

## Letter of the President of the Stalexport Autostrady's Management Board

Dear Sir/Madam,

Dear Shareholders,

I hereby hand over to you the Management Board Report on the activities of Stalexport Autostrady Group in the first half of 2013.

I am pleased to inform you that in the first half of this year, Stalexport Autostrady Group generated a net profit of PLN 20.7 million, with revenues amounting to over PLN 94 million.

In the first six months of the current year, we have also recorded a 7.74% increase in traffic. This increase applies to both cars (8.6%) and lorries (3.7%).

Very good financial results of Stalexport Autostrady Group were also very much influenced by a significant reduction in general administrative expenses, which was due to the reorganisation of the Group's structure carried out in 2012. Thanks to the centralisation of certain areas of operation of the Group, the company reduced general administrative expenses to the lowest level in 4 years in corresponding time periods. The final stage of the reorganisation consisted in relocating Stalexport Autostrady S.A.'s registered office from Katowice to Mysłowice. This change was registered by court on 17 May 2013.

Given the high intensity of traffic on the motorway section managed by our Group, we took a number of measures to increase the flow capacity of Toll Collection Plazas and thus to shorten the service time. Last year, the expansion of the Toll Collection Plaza was completed in Mysłowice, providing as a result 4 additional service lanes. The Toll Collection Plaza in Balice is being currently expanded, with 4 new lanes being added, including one to support the right-hand service. Ultimately, both plazas on the concession section of the A4 motorway will have nine service lanes in each traffic direction.

Apart from the investment to increase the number of toll lanes, we have launched the project aimed at replacing the toll collection equipment. This project will make it possible to introduce new, faster payment methods, e.g. using contactless bank cards, proximity cards for regular motorway users and fleet cards. The next stage is to launch unmanned lanes, and ultimately automatic lines enabling the passage of vehicles with installed on-board equipment without the need to stop at Toll Collection Plazas.

The issue of interoperability of our toll collection system with the national electronic toll collection system has not been resolved so far. No solution that could function on all toll sections of roads in Poland has been worked out with the public party up to this moment. For the sake of drivers' comfort, we that hope that this problem will be effectively resolved. We are constantly ready to continue the talks on the matter with the public party.

There are also other important investments, focusing on environmental protection, planned for 2013. During the next six months, we are going to build the noise screen in Trzebinia and modernise the drainage system on the 16-km section of the motorway in the Silesian Voivodship. In addition, we are preparing for the next projects specified in the Concession Agreement, including the expansion of Mysłowice junction, the reconstruction of Rudno junction and the construction of two additional Rest Areas in Rudno and Grojec.

I would like to thank our Shareholders for their support and interest in the Group's projects. I would also like to thank the Supervisory Board for our fruitful cooperation. I am also grateful to all Group's employees: the success of our companies would not be possible without your involvement, ideas and diligence.

I would like to encourage you to read the financial statements of Stalexport Autostrady Group as well as the Management Board Report on the Group's operation in the first half of 2013.

I hope that you will find the information contained in this report interesting and exhaustive. Stay in touch with us and have a nice read.

Yours sincerely,

*President of the Management Board*

*Director General*

.....

*Emil Wqsacz*

## 1. Main information on Stalexport Autostrady Capital Group

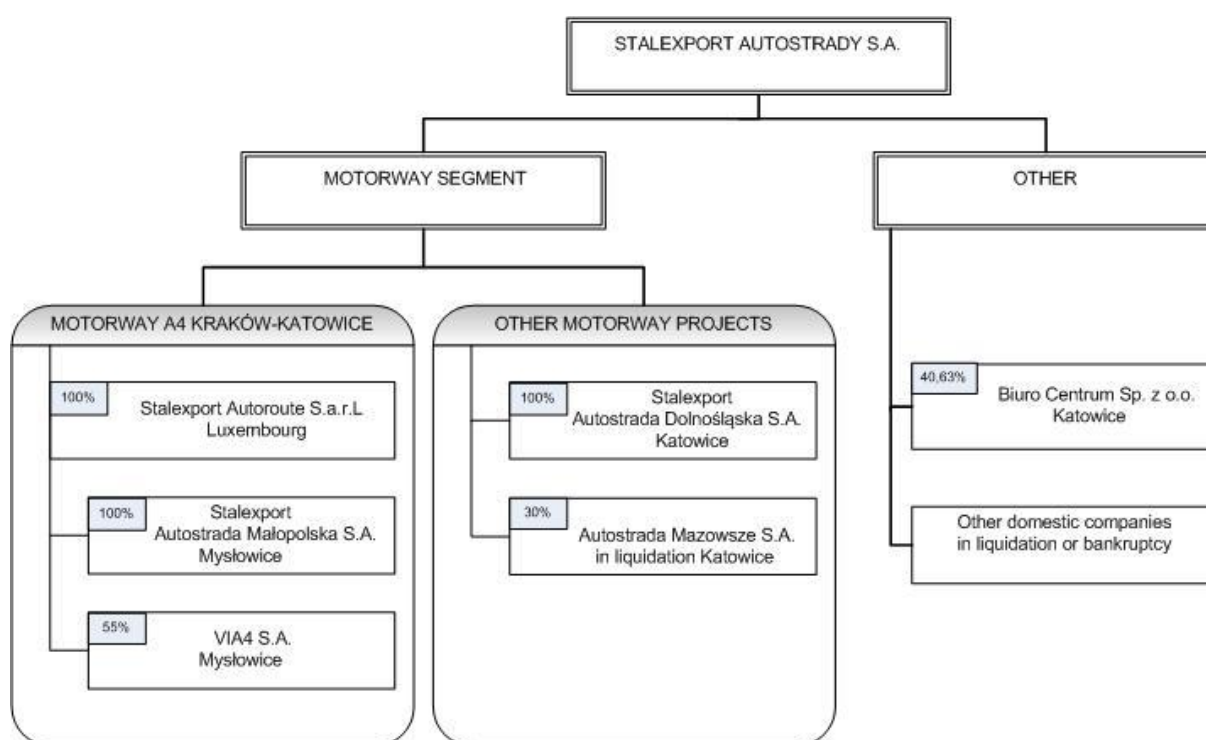
At present the operations of the Company and entities comprising its Capital Group focus primarily on activities related to motorways. It includes:

- (i) operation and maintenance of the A4 motorway section Katowice - Kraków. The activities are conducted by the company of SAM and VIA4 through the special purpose holding vehicle: Stalexport Autoroute;
- (ii) participation in selected tenders for the construction and/or operations of other motorway sections.

Additionally, owing to the fact that the Stalexport Autostrady Group co-owns the office building in the centre of Katowice, it provides services related to leasing office space and parking places. These activities are carried out by the Company itself, as the owner of the property, as well as by its associate company Biuro Centrum, as the property managing entity.

The chart below presents the organizational structure of the Stalexport Autostrady Group broken down into: (i) core area of activities - motorway segment and (ii) other activities.

Figure 1 Organizational scheme of the Stalexport Autostrady Capital Group as at June 30, 2013



Source: Company's own materials

The table below presents the basic consolidated financial data of Stalexport Autostrady Group as well as the separate data of three biggest entities from the Capital Group: Stalexport Autostrady, SAM and VIA4. For comparative purposes, the results recorded by the companies in 1st semester 2013 are presented alongside their results from the comparable period of previous year, and the results as at December 31, 2012 were used for the balance sheet data.

Table 1 Basic financial data of Stalexport Autostrady Capital Group and its most important entities

Balance sheet data	Capital Group		Stalexport Autostrady		SAM		VIA4	
	30.06.13	31.12.12	30.06.13	31.12.12	30.06.13	31.12.12	30.06.13	31.12.12
Non-current assets	1 078 520	1 116 603	83 331	83 841	1 063 780	1 101 811	8 514	8 464
Current assets	178 617	179 093	125 450	131 434	43 889	35 196	11 127	10 570
Equity (total)	207 222	186 491	192 464	192 857	73 401	51 038	5 316	8 862
Non-current liabilities	919 477	962 722	2 014	7 949	917 253	954 541	4 992	5 173
Current liabilities	130 438	146 483	14 303	14 469	117 014	131 428	9 334	4 999
Net debt	10 422	47 103	-181 881	-181 885	121 863	161 137	-8 289	-10 943
performance data	1p2013	1p2012	1p2013	1p2012	1p2013	1p2012	1p2013	1p2012
Revenue	94 075	86 657	1 866	1 933	92 187	82 003	17 638	16 550
Gross profit	57 352	35 827	295	289	48 984	26 868	7 468	7 500
EBITDA	73 311	63 339	-1 258	-3 195	69 284	60 720	5 453	5 825
EBIT	45 675	22 787	-1 594	-3 563	42 584	20 999	4 868	5 369
Net finance income / expenses	-19 613	-20 763	1 201	5 529	-18 983	-24 184	-203	-111
Net result	20 638	502	-393	1 965	19 010	-3 450	3 757	4 254
EBIT margin	49%	26%	-85%	-184%	46%	26%	28%	32%
ROE	10%	0%	0%	1%	26%	-8%	71%	73%

EBITDA = EBIT + amortization + provision on resurfacing

EBIT margin = profit from operating activities/revenue on sales X 100%

ROE (return on equity) = net profit/equity x 100%

Source: prepared by the Company

### 1.1. Stalexport Autostrady S.A.

ul. Piaskowa 20  
41-404 Mysłowice  
tel. +(48) 32 762 75 45  
fax +(48) 32 762 75 56

Management Board:  
Emil Wąsacz – President of  
the Management Board, CEO  
Mariusz Serwa – Vice-  
President of the  
Management Board, CFO

KRS: 0000016854  
District Court Katowice-  
Wschód in Katowice 8th  
Business Department of the  
National Court Register

NIP (tax identification  
number): 634-013-42-11  
REGON (statistical number):  
271936361

Stalexport Autostrady (formerly STALEXPORT S.A.) commenced its operations on January 01, 1963 as Przedsiębiorstwo Handlu Zagranicznego „Stalexport”. It specialized in exporting and importing steel products as well as importing raw materials for the Polish steel industry. In 1993, the company was transformed into a Company wholly owned by the State Treasury and privatized, while as of 26 October 1994 the shares of the Company have been listed at the GPW.

In 1997, Stalexport Autostrady won a tender process and was granted a concession to construct, adapt and operate A4 toll motorway section Katowice-Kraków (61 km long) for the period of 30 years (in 2004, the concession was transferred to an entity established solely for this purpose, namely Stalexport Autostrada Małopolska S.A). The activities of the Company focused on two main areas, i.e. motorway services and commercial activities including exporting, importing and trading in Polish steel products, steel raw materials as well as steel products processing.

Starting from the half of 2006, the Company has been a part of an Italian Atlantia Group. The group manages a network of 5,138 km of toll motorways in Italy, Brazil, Chile, India and in Poland, and it is a leader with respect to automatic motorway toll collections systems. Atlantia is listed at the stock exchange in Milan and its market value amounts to ca. EUR 9 bn as at June 31, 2013.

The strategic investor allowed Stalexport Autostrady to acquire in total PLN 269,700k in cash as a result of the share capital increase. At the first stage, the funds were



Share capital: PLN  
185,446,517.25 (paid in full)

www.stalexport-  
autostrady.pl

earmarked to the completion of financial restructuring, while the remaining funds are allocated for covering the Company's own contribution into the planned motorway projects. One of the elements of the restructuring process included the separation and disposal of the steel part. Since October 01, 2007 the Company has focused only on activities related to the construction and operations of toll motorways as well as to the lease of office space in the office building at Mickiewicza 29 in Katowice. The building is co-owned by the Company and it is a seat of its registered office.

In 2011, the shareholders decided to reduce the share capital of Stalexport Autostrady to the amount of PLN 185,446,517.25 to cover the uncovered losses from previous years. In this way the period history of the Company related to its trading activity was definitely closed.

## 1.2. Entities covered by the consolidation and the methods of their consolidation

Stalexport Autostrady is the dominant company and it draws up the consolidated financial statement. The entities covered by the consolidation as at June 30, 2013, except for the dominant entity are described in the below table.

**Table 2 Companies covered by the consolidation as at June 30, 2013 (except the Company)**

Name of the entity	Seat of the entity	Main activities	Status of the entity	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. w likwidacji	Katowice	Construction and operation of motorway	Associate	30%	2007	Equity method
Biuro Centrum Sp. z o.o.	Katowice	Real estate administration	Associate	40.63%**	1994	Equity method
Stalexport Wielkopolska Sp. z o.o. w upadłości***	Komorniki	Non-operational	Subsidiary	97.96%	1990	-
Petrostal S.A. w likwidacji***	Warszawa	Non-operational	Subsidiary	100%	2005	-

\* through Stalexport Autoroute S.a r.l.;

\*\* during the period from 5 December 2007 till 5 June 2012 Biuro Centrum Sp. z o.o. had a subsidiary status;

\*\*\* these entities are not subject to consolidation due to existing limitations regarding control exercise;

Source: Company's own materials

### 1.3. Description of other companies of Stalexport Autostrady Capital Group

#### 1.3.1. Stalexport Autoroute S.a.r.l.

412F, route d'Esch  
L-1471 Luxembourg

**registered under** B 113660 in  
Registre de Commerce et des  
Sociétés de Luxembourg

**Share capital:** EUR 56,149,500

**Ownership structure:**  
100% - Stalexport Autostrady

Stalexport Autoroute with its registered office in Luxemburg was set up on December 30, 2005. Establishing this entity was one of the basic requirements for SAM to reach financial close, namely conclude a long-term loan agreement with a consortium of banks. On the basis of the aforementioned loan agreement, Group acquired PLN 360m which was necessary to finance the modernization of road surface and bridge structures of the A4 motorway section Katowice-Kraków.

Apart from holding shares in SAM as well as in VIA4, the entity does not conduct any operational activities other than efficient implementation of securities package (pledge on shares) for Project Loan Agreement.

#### 1.3.2. Stalexport Autostrada Małopolska S.A.

ul. Piaskowa 20  
41-404 Mysłowice  
tel. +(48) 32 76 27 555  
fax +(48) 32 76 27 556

Management Board:  
Emil Wąsacz – President of the  
Management Board, CEO  
Mariusz Serwa – Vice-  
President of the Management  
Board, CFO  
Paweł Kocot – Member of the  
Management Board, CTO

KRS: 0000026895  
District Court Katowice-  
Wschód in Katowice 8<sup>th</sup>  
Business Department of the  
National Court Register

NIP: 634-22-62-054  
REGON: 273796214

Share capital: PLN 66,753,000  
(fully paid in)

Ownership structure:  
100% - Stalexport Autostrady  
(through Stalexport Autoroute)

www.autostrada-a4.pl

SAM was established on the basis of a notarial deed on December 19, 1997 as a company, which at that time was intended as a special purpose vehicle in the project of managing A4 motorway section Katowice-Kraków. Statutory activities of this entity comprise managing motorway projects as well as all tasks resulting from the applicable Concession Agreement, which includes managing the construction, adaptation to the requirements of a toll motorway and operation of the A4 motorway section Katowice-Kraków (the aforementioned concession was initially granted to Stalexport Autostrady, later to be transferred to SAM pursuant to the decision of the Minister of Infrastructure of July 28, 2004).

Pursuant to the Concession Agreement, SAM was authorized to collect lease fee and tolls for passing the motorway. In line with the provisions of the Agreement the entity is, on the other hand, obliged to provide continuous maintenance of the motorway and continue other necessary investment activities.

On March 21, 2005, annex No. 5 to the Concession Agreement was signed, and upon signing all appendices – on October 17, 2005 – the agreement has entered into force. In December 2005 it allowed for financial close in the form of a long-term loan allocated to refinancing of Stage I, implemented by Stalexport Autostrady, as well as for further financing of investment works as prescribed in the Concession Agreement.

On September 7, 2011 SAM share capital was increased by PLN 37,200,000, i.e. from PLN 29,553,000 to PLN 66,753,000 through issue of 37,200 of new ordinary shares of D series with a nominal value of PLN 1,000 PLN each. All the new shares D series have been acquired by Stalexport Autostrady by cash contribution. After registering the above increase Stalexport Autostrady held 37,200 shares of SAM, representing 55.73% in the SAM share capital and 55.56% of votes at the SAM GM. All above mentioned SAM shares have been contributed in-kind by Stalexport Autostrady to Stalexport Autoroute.

On January 3, 2012 both sides of the Concession Agreement signed annex No. 6. The purpose of the conclusion of the annex No. 6 is to modify the scope of the subject of the Concession Agreement and to limit the scope of responsibilities of SAM in relation to the section covering the "Murckowska" Junction.

SAM finances its operations with revenues generated from toll collection, tenancy fees as well as with proceeds from the concluded Project Loan Agreement. The Project Loan Agreement concluded in December 2005 with Financing Banks, allowed SAM to obtain external financing up to PLN 380m of the assumed investment programme. After first repayments of the credit instalments, on June 30, 2013 the nominal value of the loan amounted to slightly above PLN 268m.

Selected financial data of SAM are presented in the table at the beginning of this chapter.

1.3.3. VIA 4 S.A.

ul. Piaskowa 20  
41-404 Mysłowice  
tel. +(48) 32 76 27 350  
fax +(48) 32 76 27 355

Management Board:  
Henryk Skiba – President of  
the Management Board  
Mieczysław Skołyżyński – Vice-  
President of the Management  
Board

KRS: 0000162861  
District Court Katowice-  
Wschód in Katowice 8<sup>th</sup>  
Business Department of the  
National Court Register

NIP: 634-22-98-951  
REGON: 276194390

Share capital PLN 500,000  
(fully paid in)

Ownership structure:  
55% - STX Autostrady (through  
STX Autoroute)  
45% - Egis Road Operation  
(France)

VIA4 (formerly Stalexport Transroute Autostrada S.A.) with its registered office in Mysłowice was established on the basis of a notarial deed on May 14, 1998. The activities of VIA4 are related to the operation of the A4 toll motorway Katowice-Kraków. The entity renders its services to its only customer, namely SAM, which is the managing entity with respect to this motorway section pursuant to the Concession Agreement. For its services, the entity receives lump-sum remuneration, the value of which mainly depends on the level of traffic on the motorway and the rate of inflation.

The main tasks realised by VIA4 comprise the services of continuous operation and maintenance of the A4 toll motorway section (Katowice-Kraków), including: (i) operation of the toll collection system; (ii) management of motorway traffic; (iii) maintenance of the facilities of the motorway in proper technical condition; (iv) current maintenance of the entire motorway lane; (v) winter maintenance of the motorway; (vi) management and consulting, in particular with respect to future renovations and renewal of the surface and projects related to improving the standard of the road.

Moreover, VIA4 executes the following tasks related to safety and road traffic which are equally important: (i) 24h/day motorway patrols, which in cooperation with the Motorway Management Centre ensure quick incidents detection; (ii) operation of the SOS telephone system alongside motorway lane; (iii) cooperation with the police and other services in maintaining motorway throughput in the case of collisions, accidents or other incidents.

Selected financial data of VIA4 are presented in the table at the beginning of this chapter.

1.3.4. Stalexport Autostrada Dolnośląska S.A.

ul. Mickiewicza 29  
40-085 Katowice  
tel. +(48) 32 207 21 56  
fax +(48) 32 207 21 46

Management Board:  
Jacek Karolak – President of  
the Management Board

KRS: 0000066811  
District Court Katowice-  
Wschód in Katowice 8<sup>th</sup>  
Business Department of the  
National Court Register

NIP: 634-22-45-392  
REGON: 273710840

Share capital: PLN 10,000,000  
(fully paid in)

Ownership structure:  
100% - Stalexport  
Autostrady 100% - Stalexport  
Autostrady

SAD was established on the basis of a notarial deed on July 2, 1997. The main area of operations of SAD was procurement and management motorway projects, and also participation in selected tenders for the construction and / or operation of the subsequent motorway sections. In the period 2008 – 2009 the entity took part in two tender proceedings related to: (i) adaptation of the A4 motorway section Wrocław - Sośnica (162km) to the toll motorway standards and the toll collection; (ii) adaptation of the A2 motorway section Konin - Stryków (103km) to the toll motorway standards and the toll collection.

In 2009 the Management Board of Stalexport Autostrady decided to reduce the operating activity of SAD. At the moment the only activity of SAD is financing of investment purchases made by VIA4. SAD has no employees.

### 1.3.5. Autostrada Mazowsze S.A. in liquidation

ul. Mickiewicza 29  
40-085 Katowice  
tel. +(48) 32 207 21 56  
fax +(48) 32 207 21 46  
KRS: 0000293547

District Court Katowice-  
Wschód in Katowice 8<sup>th</sup>  
Business Department of the  
National Court Register

Liquidator: Grażyna Durbas

NIP: 634-26-58-065  
REGON: 240781106

Share capital: PLN 20,000,000  
(of which 12,655,000 paid in)

Ownership structure:  
70% - Atlantia S.p.A.  
30% - Stalexport Autostrady

AMSA was established on the basis of a notarial deed of November 6, 2007, as a special purpose vehicle set up by the consortium of SAD and Atlantia for the purposes of a tender process carried out by GDDKiA. The tender aimed at selecting the entity which will sign an agreement for the construction and operation of the A-2 motorway section Stryków-Konotopa. GDDKiA terminated the negotiations without selecting the partner.

After the public party has withdrawn from the A2 motorway construction on the Stryków – Konotopa section under PPP, AMSA took part in the tender for the National Toll Collection System.

As there had been no new projects in which the company could participate, on 11 April 2013, the Annual General Meeting of Autostrada Mazowsze S.A. adopted a resolution to liquidate the Company.

### 1.3.6. Biuro Centrum Sp. z o.o.

ul. Mickiewicza 29  
40-085 Katowice  
tel. +(48) 32 207 22 08  
fax +(48) 32 207 22 00

**Management Board:**

Józef Bról – President of the  
Management Board  
Andrzej Kluba – Vice-President  
of the Management Board

**KRS:** 0000087037

District Court Katowice-  
Wschód in Katowice 8<sup>th</sup>  
Business Department of the  
National Court Register

**NIP:** 634-10-03-422

**REGON:** 272254793

**Share capital:** PLN 80,000  
(paid in full)

**Ownership structure:**

59.37% - WĘGŁOKOKS S.A.  
40.63% - Stalexport Autostrady

[www.biurocentrum.com.pl](http://www.biurocentrum.com.pl)

Biuro Centrum was established on the basis of a notarial deed on June 9, 1994.

The main area of operations of Biuro Centrum is related to managing and technical operation of the office and conference building in Katowice at Mickiewicza 29, which is the co-ownership of Stalexport Autostrady (40.46%) and Węgłokoks S.A.(59.54%).

Biuro Centrum guarantees high standards and professionalism in all services concerning property management and its technical operations. It has modern organisational, technical and office facilities.

The supplementary range of activities of Biuro Centrum includes catering services in "Restauracja pod wieżami" restaurant it runs as well as comprehensive services provided for the conference centre.

To reflect the structure of ownership in the office building at Mickiewicza 29 and also in the ownership of Biuro Centrum in 2011 Węgłokoks S.A. offered the purchase of 54 shares in Biuro Centrum from Stalexport Autostrady.

On 23 March 2012 the conditional share sale agreement was signed. On 5 June 2012 the second and last of the conditions specified in the above sale agreement was met and the shareholder structure in Biuro Centrum is as follows: Stalexport Autostrady – 40.63%, Węgłokoks S.A. – 59.37% (before 5 June 2012 the Company held 74.4% and Węgłokoks S.A. 25.6%).

## 2. Essential information for the evaluation of the financial situation, assets situation and financial result of the Stalexport Autostrady Group and their changes and essential information for the evaluation of the possibilities to execute liabilities by the Company and its Capital Group

### 2.1. Presentation of the financial results

The following table presents basic consolidated financial results of Stalexport Autostrady Group achieved in the first half of 2013. The results generated by the Group in the corresponding period of the previous year are provided next to them.

**Table 3 Selected items from the statement of comprehensive income of Stalexport Autostrady Group in the first half of 2013 and in the corresponding period of the previous year (consolidated data)**

['000 PLN]	H1 2013	H1 2012	Variation
Revenue	94,075	86,657	9%
Costs of sales	-36,723	-50,830	-28%
<b>Gross profit</b>	<b>57,352</b>	<b>35,827</b>	<b>60%</b>
Other income	1,895	1,422	33%
Administrative expenses	-13,414	-14,301	-6%
Other expenses	-158	-161	-2%
<b>Results from operating activities</b>	<b>45,675</b>	<b>22,787</b>	<b>100%</b>
Financial income	8,712	11,710	-26%
Financial expenses	-28,325	-32,473	-13%
<b>Net financial expense</b>	<b>-19,613</b>	<b>-20,763</b>	<b>-6%</b>
Share of loss of equity accounted investees	15	-179	-
<b>Profit/(Loss) before income tax</b>	<b>26,077</b>	<b>1,845</b>	<b>1313%</b>
Income tax	-5,439	-1,343	305%
<b>Net profit/(loss)</b>	<b>20,638</b>	<b>502</b>	<b>4011%</b>

Source: prepared by the Company

In the first half of 2013, the Group generated revenue on sale higher by 9% compared to the corresponding period of the previous year, mainly due to the increase in traffic and the increase in average toll rates collected from cars on the Katowice-Kraków toll section of the A4 motorway.

Gross profit on sale increased by 60% compared to the corresponding period of the previous year. An increase in the gross profit was mainly because the cost of repaving provisions included in the costs of sales (external services) was lower by PLN 11,926 thousand.

#### 2.1.1. Amount and structure of operating revenues

Financial results of Stalexport Autostrady Group are mainly shaped by the Group's motorway activity based on management and operation of the toll section of A4 Katowice-Kraków motorway. The above-mentioned activity is executed by SAM's subsidiary under the Concession Agreement which shall remain in force until 2027.

The traffic level on the concession section of the motorway – particularly of lorries – largely depends on the rate of economic development, which is indicated by the gross domestic product level (GDP).

In the first half of 2013, the Average Daily Traffic (ADT) on the concession section of A4 Katowice-Kraków motorway amounted to 29,085 vehicles and was higher by 7.7% than the traffic level recorded in the corresponding period of 2012 (26,995 vehicles). Net revenue from toll collection in the first half of 2013

amounted to PLN 92,187 thousand, representing an increase of 12.4% compared to the corresponding period of 2012 (PLN 82,003 thousand).

In the area of cars, traffic level increased from 22,482 vehicles in the first half of 2012 to 24,405 vehicles in the first half of 2013 (a 8.6% increase). By contrast, net revenue from toll on cars in the first half of 2013 amounted to PLN 63,643 thousand, which was an increase of 17.5% compared to the first half of 2012 (PLN 54,171 thousand). A greater dynamics of growth in revenue from toll collection in relation to the increase in the Average Daily Traffic of cars is mainly due to two reasons, namely: i) a higher toll rate for this vehicle category (a lower toll rate was in force in the first two months of the first half of 2012) and ii) changes in the method of revenue recognition in the period in question (in the first half of 2012, part of the traffic generated by frequent (i.e. subscription) users was recognised as revenue at the moment of selling subscription coupons, i.e. in 2011, which affected the amount of recognised revenue in 2012, while in the first half of 2013, the entire traffic generated by frequent users was recognised as revenue in this period).

As far as lorries are concerned, an increase of 3,7% in the Average Daily Traffic was lower than in the case of cars, i.e. 4,513 vehicles in the first half of 2012 compared to 4,680 vehicles in the first half of 2013. By contrast, net revenue from toll on lorries in the first half of 2013 amounted to PLN 28,544 thousand, which was an increase of 2.6% compared to the first half of 2012 (PLN 27,832 thousand). A slight difference between the dynamics of growth of toll revenue as compared to the dynamics of growth of the Average Daily Traffic is due to the change in the structure of vehicle category (various toll rates apply depending on the category) and to the fact that 2012 was a leap year (1 more day of revenue).

The following table presents Average Daily Traffic in the first half of 2013 compared to the first half of 2012, together with the dynamics of the item.

**Table 4 Average Daily Traffic (ADT)**

ADT	H1 2013	H1 2012	Variation
Cars	24,405	22,482	8.55%
Lorries	4,680	4,513	3.70%
<b>Total</b>	<b>29,085</b>	<b>26,995</b>	<b>7.74%</b>

Source: prepared by the Company

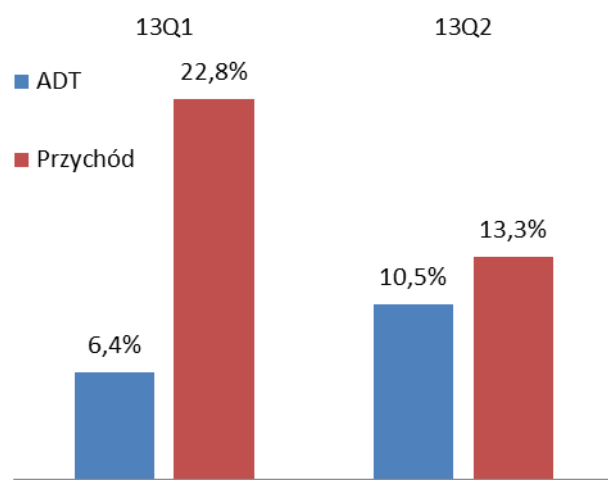
The following table presents net revenue on toll collection in the first half of 2013 compared to the first half of 2012, together with the dynamics of the item.

**Table 5 Net revenue on toll collection**

['000 PLN]	H1 2013	H1 2012	Variation
Cars	63,643	54,171	17.49%
Lorries	28,544	27,832	2.56%
<b>Total</b>	<b>92,187</b>	<b>82,003</b>	<b>12.42%</b>

Source: prepared by the Company

The following figures show variations of the Average Daily Traffic and revenue on toll collection in the first half of 2013 compared to the first half of 2012 on a quarterly basis, separately for cars and lorries.

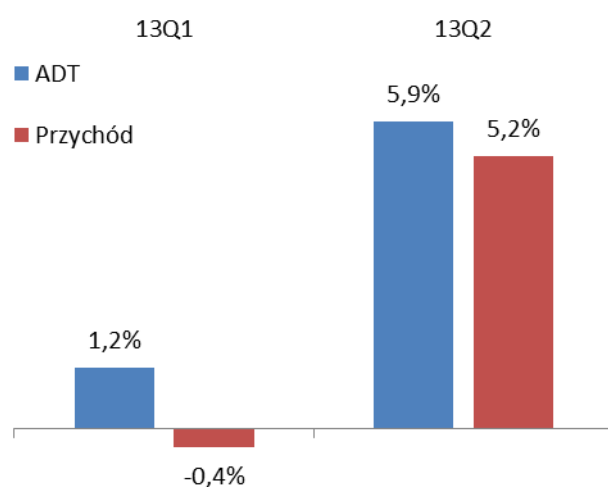


Source: prepared by the Company

Figure 2 Variations in terms of the Average Daily Traffic as well as revenue on toll collection for vehicles in 1st semester 2013 in comparison with 1st semester 2012 (quarter to quarter of the previous year)

The discrepancy between the dynamics of the Average Daily Traffic and that of the revenue resulted mainly from the above-mentioned variation in the toll rate.

Additionally, the evident difference in terms of dynamics of revenue for the first quarter compared to the dynamics of revenue for the second quarter also results from an increased toll rate (the toll increase became applicable as of 1 March 2012, i.e. contrary to the second quarter, it did not apply to the entire first quarter) as well as recognition of part of revenue in another period.



Source: prepared by the Company

Figure 3 Variations in terms of the Average Daily Traffic as well as revenue on toll collection for heavy vehicles in 1 semester 2013 in comparison with 1st semester 2012 (quarter to quarter of the previous year).

The discrepancy between variations in terms of ADT and in terms of revenue in the first and the second quarter results from the change in the traffic category structure and payment forms.

Apart from toll collection, the Group generated additional revenue on sale related to the use of the motorway in the amount of PLN 215 thousand, including PLN 125 thousand as compensation for the infrastructure damage made by the users.

Apart from the motorway activity, Stalexport Autostrady Group's revenue on sale in the amount of PLN 1,673 thousand was from the lease of office space and from IT services provided in an offices building located at Mickiewicza 29 in Katowice. For comparison, in the first half of 2012, in addition to the above revenue, Stalexport Autostrady Group generated revenue from real property management as well. However, due to the sale of the controlling interest in Biuro Centrum (property manager), as of 1 June 2012, revenue of this

company is not consolidated under the full method in the financial statements of the Group. In consequence, compared with the corresponding period of the previous year, in the first half of 2013, the amount of revenue not related to the motorway activity fell by 61.5%. When comparing only the revenue from the lease of office space and from IT services, their value increased by 2.9% in the first half of 2013.

In the first half of 2013, other revenue amounted to PLN 1.895 thousand, of which the largest item was related to tenancy payments for using real properties within the A4 Katowice-Kraków motorway roadstrip, amounting to PLN 1,258 thousand, and interest on trade receivables amounting to PLN 214 thousand.

### 2.1.2. Amount and structure of operating expenses

In the first half of 2013, operating expenses of Stalexport Autostrady Group totalled PLN 50,295 thousand, including:

- costs of sales in the amount of PLN 36,723 thousand, which compared to the corresponding period of the previous year fell by 28% (i.e. by about PLN 14,107 thousand). This was mainly because the cost of repaving provisions included in the costs of sales (external services) was lower by PLN 11,926 thousand compared to the corresponding period of the previous year;
- administrative expenses in the amount of PLN 13,414 thousand, which fell by PLN 887 thousand (6%) compared to the corresponding period of the previous year, which was mostly due to the organisational restructuring carried out in 2012;
- other operational costs amounting to PLN 158 thousand.

The total value of operating expenses in the first half of 2013 amounted to PLN 50,295 thousand and was about 23% lower than in the corresponding period of the previous year.

### 2.1.3. Financial activities

In the first half of 2013, Stalexport Autostrady Group generated a negative balance on financial activities: the generated financial revenue in the amount of PLN 8,712 thousand was lower than the incurred financial costs (PLN 28,325 thousand). The financial income was mainly influenced by interest on bank deposits amounting to PLN 8,578 thousand.

While financial expenses were mainly influenced by the discount on liabilities and provisions in the total amount of PLN 14,640 thousand, of which: (i) PLN 8,930 thousand pertained to the provision for stage II construction works on the motorway; (ii) PLN 4,616 thousand pertained to reversal of discount on to the liability towards the State Treasury on account of the concession payment; and (iii) PLN 1,094 thousand pertained to the reversal of discount on the repaving provision. At this point, it needs emphasising that in line with the International Accounting Standards and the International Financial Reporting Standards, both the subordinated debt towards the National Road Fund being the loan granted by the European Bank for Reconstruction and Development as well as the provisions created for repaving and construction works are reported by the Group in the financial statements in their present values. Therefore, the figure reflects the nominal value of a given liability or an expected expenditure discounted as of the day the financial statements are prepared by using the market interest rate.

Significant items of other financial expenses included the following: loan interest (PLN 9,415 thousand) and interest on the liability towards the State Treasury on account of the guarantee (PLN 455 thousand), loss from derivative transactions (PLN 1,429 thousand) and from investments in investments funds (PLN 803 thousand), and the revaluation of the value of shares in IDEON S.A. (PLN 1,176 thousand) and in Dom Maklerski BDM S.A. (PLN 401 thousand).



It should also be noted that the negative balance in financial activities recorded in the first half of 2013 (PLN 19,613 thousand) was lower than in the corresponding period of the previous year (PLN 20,763 thousand). This was mainly due to reduced interest rates which resulted in lower loan interest, lower value of the discount on provision as well as lower interest revenue on bank accounts and deposits.

## 2.2. Property and financial position

The following table includes a synthetic balance sheet of Stalexport Autostrady Group as well as its structure as at 30 June 2013.

**Table 6 Synthetic statement of financial position of Stalexport Autostrady Group as at 30 June 2013 and 31 December 2012 – consolidated data**

'000 PLN			Dynamics 2013/2012	Structure	
	30.06.2013	31.12.2012		30.06.2013	31.12.2012
Non-current assets	1,078,520	1,116,603	-3%	86%	86%
Current assets	178,617	179,093	0%	15%	14%
Share capital	207,222	186,491	11%	17%	14%
Non-current liabilities	919,477	962,722	-4%	73%	74%
Current liabilities	130,438	146,483	-11%	10%	11%
<b>Balance total</b>	<b>1,257,137</b>	<b>1,295,696</b>	<b>-3%</b>	<b>100%</b>	<b>100%</b>

Source: prepared by the Company

At the end of the first half of 2013, the value of the fixed assets amounted to PLN 1,078,520 thousand and was lower by 3% in comparison with the figure reported at the end of 2012. This was mainly due to the revaluation of the concession intangible assets value by PLN 55,084 thousand, which was related to the revaluation of the planned construction works on the A4 Katowice-Kraków motorway section, and long-term investment value higher by PLN 17,055 thousand.

In the analysed period, the value of current assets decreased slightly to PLN 178,617 thousand, i.e. by 0.3%.

As at 30 June 2013, total liabilities of the Group amounted to PLN 1,049,915 thousand, of which as much as 88% represented long-term liabilities (and provisions). Main liabilities and provisions are as follows:

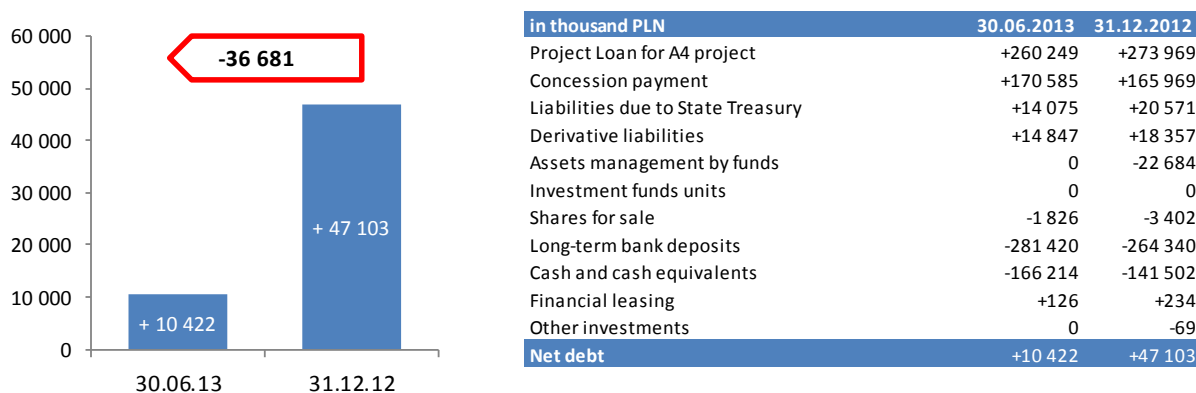
- provisions for stage II construction works (PLN 451,002 thousand);
- bank loan (including charged interest as well as prepaid financing costs) for financing of the investments located on the A4 Katowice-Kraków motorway section (PLN 260,249 thousand);
- current value (discounted) of concession payments liabilities towards the National Road Fund on account of the concession (PLN 170,585 thousand);
- liabilities towards the State Treasury on account of the guarantees provided by Stalexport Autostrady for Huta Ostrowiec S.A. (PLN 14,075 thousand);
- provisions for motorway repaving (PLN 95,961 thousand);
- prepayments on account of lease of the Rest Areas and the land where optic fibre wires are placed – regarding the A4 Katowice-Kraków motorway section (PLN 12,169 thousand).
- value of sold and unused subscription coupons for A4 Katowice-Kraków toll motorway (PLN 5,216 thousand).

A decrease in total liabilities recorded in the first half of 2013 (including provisions) resulted mainly from the revaluation of the provisions made by the Group for stage II construction works by PLN 37,945 thousand. In

addition, as far as liabilities are concerned, the amount of PLN 31,956 thousand, which includes stage II construction works to be carried out in the next 12 months, was reclassified from long- to short-term provisions.

The chart below shows the change in the net debt of the Group, which value decreased from PLN 47,103 thousand at the end of 2012 to PLN 10,422 thousand as at 30 June 2013. The net debt of the Group is primarily influenced by the bank loan granted by Financing Banks for the A4 Katowice-Kraków project and the concession payment (a liability towards the National Road Fund) on one hand and by cash in long- and short-term deposits as well as assets managed by investment funds on the other. In addition, in 2012, the Company's authorities decided on gradual withdrawal from investment funds, and therefore there are no material interests in investment funds in the Company's assets at the end of the first half of 2013.

Figure 4 Net debt of the Group (consolidated data) – as at 31 December 2012 and 30 June 2013



Source: prepared by the Company

Capital expenditure incurred by Stalexport Autostrady Group in the first half of 2013 amounted to PLN 11,389 thousand and included mainly construction works carried out along the A4 Katowice-Kraków motorway section managed by the Group. The said capital expenditure was related to the modernisation of 22 bridges and the expansion of the Toll Collection Plaza in Balice (the expenditure was allowed for in the construction works provision). Other capital expenditure of the Group pertains mainly to the purchase of the equipment required for the purpose of motorway maintenance as well as the purchase of office equipment and means of transport. All the above-mentioned measures were allowed for in the capital expenditure budget of the Group for 2013 and had been approved by Supervisory Boards of particular entities incorporated in the Group. At this point, it needs emphasising that financing of the investments resulting from the Concession Agreement entered into by SAM is secured with the Company's own funds from operation of the A4 motorway (toll) as well as the Loan Agreement entered into in December 2005 with the Financing Banks. The said agreement secured the external financing up to the amount of PLN 380,000 thousand. At the end of 2013 H1, the nominal value of the related bank loans amounted to PLN 268,097 thousand (while taking into account the accrued interest and the prepaid financing costs, the loan amounted to PLN 260,249 thousand). Due to elapse of the loan availability period, the Group's liabilities in this respect will not increase in future periods.

### 3. Other information on STX Autostrady Group

#### 3.1. Information on concluded agreements significant for the Capital Group's operations, including the agreements, the Company is knowledgeable about, concluded between the shareholders, insurance agreements or cooperation agreements

Within the reporting period (and until the date of Report's preparation) no significant agreements for the operations of Capital Group have been concluded.

#### 3.2. Information on changes in organizational or capital relations of the Group with other entities

- On 14 January 2013 the Management Board of Stalexport Autostrady received from Kairos Investment Management S.p.A. with its office in Milan a notification about a decrease in total number of votes at the general meeting of shareholders of the Company below 5%.

According to this notification, as a result of sale of 2,300,000 shares of Stalexport Autostrady on 10 of January 2013 Kairos Investment Management S.p.A. holds 10,783,506 shares of Stalexport Autostrady and the same number of votes at GM of the Company which constitutes 4.36 % in share capital and in total number of votes at GM of Stalexport Autostrady through the following funds:

a) Kairos Focus Fund Ltd. – 2,820,000 shares (1.14 % in share capital of the Company and in total number of votes at GM),

b) Kairos Centauro – 7,963,506 shares (3.22% in share capital of the Company and in total number of votes at GM).

- On **April 11, 2013** the General Shareholders Meeting of Autostrada Mazowsze S.A. passed resolution on liquidation of the Company. Ms. Grażyna Durbas was appointed as a liquidator.

Within the reporting period (and until the date of Report's preparation), there were no other similar changes.

#### 3.3. Information regarding transactions concluded by the Company or by its subsidiary with related entities on non-market terms

All transactions concluded by Stalexport Autostrady or its subsidiaries with affiliated companies were carried out on the market terms. The Management Board of Stalexport Autostrady would like to draw the attention to the five significant Agreements entered into by its subsidiaries with the affiliated companies.

- The first agreement of such kind is **Operation and Maintenance Agreement**, which initially was entered into in 1998 between Stalexport Autostrady and VIA4. The current agreement was entered into **between SAM and VIA4** on 22 March 2006. The maintenance and operation agreement, entered into for the period of the Concession Agreement (until 2027), and its scope includes clearly defined works connected with A4 concession project, including toll collection services and current maintenance and operation of the motorway (including winter maintenance). The contractual level of operator's remuneration in the period of the agreement in a long-term separates the risk of impact of the frequent market price changes on maintenance and operation costs, and provides continuity of services and operation throughout the many years of investment project execution. The value of the transaction between SAM and VIA4 resulting from the above-mentioned Agreement amounted to PLN 17,338 thousand in 1<sup>st</sup> semester 2013.

Considering the specificity and the scope of the above-mentioned agreement, as well as very limited market for that type of services, there is a difficulty in referring the entries of the Operation and Maintenance Agreement to the conditions, which would be possible to reach on the so-called free market. In the opinion of the Company's Management Board, the above-mentioned contract was completed on the market terms, and its provisions do not differ from the conditions possible to obtain in case of entering into it with an entity not belonging to the Group.

- The second agreement is **Agreement no. F2b-1-2009 entered into between SAM and Pavimental S.p.A. and Pavimental Polska Sp. z o.o. consortium** (those entities are members of Atlantia Group, which owns 99.6% shares of Pavimental S.p.A., i.e. the only shareholder of Pavimental Polska Sp. z o.o.) **for the repair of 22 bridge structures on A4 motorway**. Selection of the Contractor for that Agreement was based on the two-stage tendering procedure, the conditions of which were agreed with GDDKiA (in accordance with the provisions of the Concession Agreement, the Concessionaire selects each contractor by means of a tender, and GDDKiA has a right to verify the tendering criteria and conditions, before announcing each of the tenders) and with the Financing Banks. The announcement of the tender was published in the Official Journal of the European Union – Supplement to the Official Journal of the European Union no. TED-publication 2009/S123-179334-PL of 1 July 2009. In response to the announcement, the following companies submitted the prequalification application: (i) Budimex Dromex S.A.; (ii) WARBUD S.A. (iii) Pavimental S.p.A. and Pavimental Polska Sp. z o.o. consortium, and (iv) Sinohydro Corporation Ltd. from China. The following companies completed the prequalification stage and submitted the final offers: (i) Budimex Dromex S.A.; (ii) WARBUD S.A. and (iii) Pavimental S.p.A. and Pavimental Polska Sp. z o.o. consortium. As a result of the tendering procedure, which included the assessment of the quality and price criteria, the offer submitted by Pavimental S.p.A. and Pavimental Polska Sp. z o.o. consortium was considered the most favourable and that entity was selected as a contractor. The initial value of contractual works amounted to net PLN 103,194 thousand. The work commencement order was issued on 22 December, 2009, and the contract was completed in 1<sup>st</sup> semester 2013. Taking into consideration the procedure for selection of the entity executing the F2b-1-2009 agreement, it is the opinion of the Company's Management Board that its terms shall be recognised as the market terms.

The projected general value of works, with consideration of the value of the change order, amounted to net PLN 115,674 thousand, of which, in 1<sup>st</sup> semester 2013, the total net value of the receivables towards Pavimental S.p.A. and Pavimental Polska Sp. z o.o. consortium amounted to PLN 115,194 thousand. Only in 1<sup>st</sup> semester 2013, the value of the transaction amounted to PLN 4,302 thousand.

- The third agreement is the **Agreement between SAM and Pavimental Polska Sp. z o.o.** (that entity is a member of Atlantia Group, which owns 99.6% shares of Pavimental S.p.A., i.e. the only shareholder of Pavimental Polska Sp. z o.o.) **for extension of the Toll Collection Area in Brzęczkowice** (km 351+660). The subject of this agreement is the provision of 4 additional toll collection lanes, which are made of toll collection booths, placed on concrete islands, as well as road strips incoming to and outgoing from the Toll Collection Plaza. The Contractor for that contract was selected on the basis of an inquiry and price negotiations carried out on the basis of the received reply. The final execution of the works in question shall be carried out for a lump-sum fee, amounting to PLN 12,141 thousand. The scope of works and the applied procedure were accepted by the Independent Engineer. In the Company's Management Board opinion, the above-mentioned agreement was entered into on the market terms, and its provisions are not different from the conditions possible to reach in the case of entering into it with an entity not belonging to the Group. The works connected with the expansion of the Toll Collection Area in Brzęczkowice commenced on 22 May 2012, and the contracted works were completed on time, i.e. 23 December 2012. By the end of 1<sup>st</sup> semester 2013, net value of works invoiced by Pavimental Polska Sp. z o.o. on the account of the Agreement amounted to PLN 12,141 thousand, of which PLN 1,591 thousand in 1<sup>st</sup> semester 2013.
- The fourth agreement is the **Agreement between SAM and Autostrade-Tech S.p.A.** (the entity belongs to Atlantia Group, which owns 100% of shares of Autostrade-Tech S.p.A.) **for replacement of the toll collection equipment (WUPO)**. The Contractor for the agreement was selected on the basis of the established tendering procedure. On 31 May 2012, SAM sent invitations to tender to the selected companies. In the defined time (i.e. by 10 July 2012), the offers from the following two companies were submitted: (i) Autostrade-Tech S.p.A. and (ii) Egis

Project S.A. As a result of the tender committee works, with the participation of the Independent Engineer, the offer of Autostrade Tech S.p.A. was assessed as the best. The agreement with that company was completed on 14 September 2012, following the approval of the Financing Banks. The Agreement is executed in the „design-build” formula. In accordance with the terms of the agreement, the contractual price depends on SAM’s selection of the method of functioning and interaction between electronic toll collection (ETC), which is an element of WUPO agreement, with the national toll collection system operating in the public road network, managed by GDDKiA (the so-called interoperability options). Depending on the interoperability option selection, the initial contract value may amount to: from PLN 15,397 thousand to PLN 15,862 thousand. Issuing the change order was necessary in order to facilitate full conformity of the WUPO contract scope with the current condition of the Toll Collection Plaza development and the state of Concessionaire’s negotiations with the public party, with reference to the interoperability. In the Company’s Management Board opinion, the above-mentioned agreement was entered into on the market terms, and its entries do not differ from the conditions possible to reach in the case of entering into it with an entity not belonging to the Group. The works connected with the WUPO agreement commenced on 22 October 2012 and by the end of 1<sup>st</sup> semester 2013 the activation phase was finished and a part subcontractors has been approved as well as the design works have been commenced. The contract has been divided into two phases. The completion of Phase I is scheduled for spring 2014 and completion of Phase II is planned for 12 months after completion of the Phase I.

In 1<sup>st</sup> semester 2013, no financial settlements between SAM and Autostrade-Tech S.p.A. on the account of the contract were made.

- The fifth and the last agreement is the **Agreement between SAM and Pavimental Polska Sp. z o.o.** (that entity belongs to Atlantia Group, which owns 99.6% shares of Pavimental S.p.A., i.e. the only shareholder of Pavimental Polska Sp. z o.o.) **for extension of the Toll Collection Area in Balice.** The subject of the contract is building of the additional two road strips on the northern side, and one strip on the southern side. Such a solution was caused by lack of Balice International Airport’s permission to transfer the land necessary for the investment of extending Balice Toll Collection Area on the southern side. Therefore, the extension is executed within a limited scope. The Contractor for that agreement was selected on the basis of inquiry and price negotiations carried out on the basis of the received reply. The final execution of the subject works shall be carried out for a lump-sum fee, amounting to PLN 8,395 thousand. The scope of works and the applied procedure were accepted by the Independent Engineer. In the Company’s Management Board opinion, the above-mentioned agreement was entered into on market terms, and its terms do not differ from the conditions possible to reach in the case of entering into it with an entity not belonging to the Group. The works connected with the development of the Toll Collection Area in Balice commenced on 23 November 2012, and the completion of the contracted works is scheduled for September 2013. The net value of the works invoiced by Pavimental Polska Sp. z o.o. of this contract till the end of 1st semester 2013 amounts to PLN 2,324 thousand.

#### 3.4. Information on guarantees granted and obtained in the turnover year, in particular guarantees granted to affiliated entities

In the reporting period no guarantees were granted.

#### 3.5. Information on the issuance of securities along with the description of the utilization of inflows from the issuance by the Company

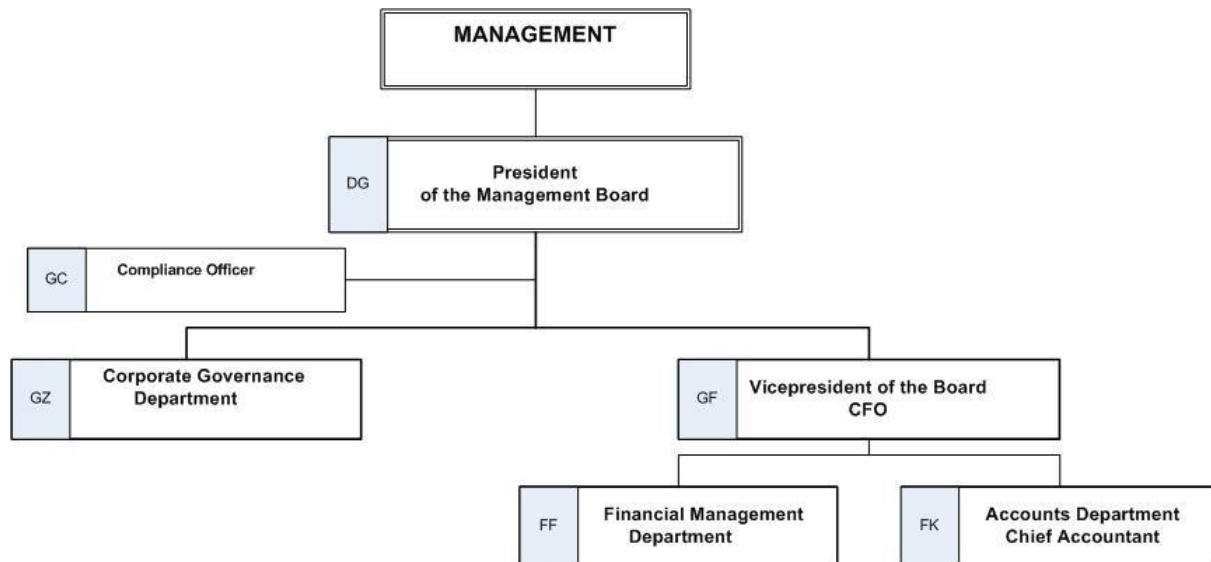
In the reporting period the Company did not issue any securities.

**3.6. Significant information for assessment of personnel situation of Stalexport Autostrady Group**

**(i) Stalexport Autostrady`s organizational structure**

In the first half of 2013 the Company`s organization structure did not change. The structure as at June 30, 2013 is shown below.

Figure 5 Stalexport Autostrady`s organizational scheme as at June 30, 2013



Source: prepared by the Company

As at 30 June 2013, Stalexport Autostrady S.A. employed 22 people (6.125 FTE), which was slightly lower as compared to 31 December 2012 when 23 people were employed (7.125 FTE). This was due to the end of the employment optimisation process carried out in 2012 in the Company and in the Group. The organisation structure of the Group as well as the description of its entities were presented in item 1 of the Report.

**(ii) Employment in the Capital Group**

As at 30 June 2013, Stalexport Autostrady Group employed 263 employees, including 5 executive officers (members of Management Boards) and 19 middle management employees (directors and managers).

For comparison, as of 31 December 2012, Stalexport Autostrady Group employed 258 employees, including 5 executive officers (members of Management Boards) and 20 middle management employees (directors and managers).

A slight increase in employment in the Group (1.9%) is mainly due to additional employment of toll collectors in VIA4, which was necessary because of the increase in traffic on the A4 Katowice-Kraków motorway as compared to the previous year.

**(iii) The changes in the composition of the persons managing and supervising the Company and its Capital Group in the reporting period**

**Stalexport Autostrady**

**a) Management Board**

Pursuant to §10 of the Statutes of Stalexport Autostrady, the Management Board of the Company is composed of 1 to 3 persons. The President of the Management Board is appointed by the Supervisory Board, whilst other members of the Management Board are appointed by the Supervisory Board upon the motion of the President of the Management Board. Joint term of the Management Board`s members lasts three successive years, and

their mandates expire on the day of holding the GM approving the financial statement for the last full turnover year of performing the function of the Management Board's member.

On March 5, 2013, the Supervisory Board of Stalexport Autostrady S.A. appointed the Management Board with the following line-up for another term:

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

Within the reporting period (and until the date of Report's preparation), the line-up of the management Board did not change and is as follows:

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

b) Supervisory Board

Pursuant to §14 of the Company's Statutes, Supervisory Board consists of 5 to 9 persons appointed for the joint term of three years. GM appoints and recalls the members of Supervisory Board fixing first their number for a given term.

According to the resolution No. 22 the General Meeting on March 30, 2010 decided that the Stalexport Autostrady Supervisory Board of VII term (2010-2012) will consist of eight members. Next, General Meeting on December 22, 2010, in the resolution No. 3 and also Ordinary General Meeting on March 4, 2012 in the resolution No. 19 decided that the Supervisory Board of VII term (2010-2012) will consist of seven members.

Because of the end of the seventh term of the Supervisory Board, on 3 April 2013, the General Meeting (by passing the Resolution No. 21) decided that the Supervisory Board of the eighth term (2013-2015) will also consist of seven members.

In the period from 1 January 2013 to 3 April 2013, the Supervisory Board was composed of the following seven members:

1. Roberto Mengucci – Chairman,
2. Aleksander Galos – Deputy Chairman,
3. Michelangelo Damasco – Secretary,
4. Nicolo Caffo,
5. Stefano Cusmai,
6. Costantino Ivoi,
7. Tadeusz Włudyka.

On 3 April 2013, the General Meeting of Stalexport Autostrady appointed the following Supervisory Board for the eighth term:

1. Roberto Mengucci,
2. Aleksander Galos
3. Michelangelo Damasco,
4. Nicolo Caffo,
5. Pietro La Barbera,
6. Costantino Ivoi,
7. Tadeusz Włudyka.

The Supervisory Board of the above line-up functioned until the end of the reporting period (and as of the date of Report preparation).

Aleksander Galos and Tadeusz Włudyka meet the criteria of independent members.

On 5 July 2013, the Supervisory Board passed on the following functions:

1. Roberto Mengucci – Chairman,
2. Aleksander Galos – Deputy Chairman,
3. Michelangelo Damasco – Secretary.

On the same day, acting in accordance with §25 item 2 of the by-laws of the Supervisory Board of Stalexport Autostrady and in particular with the Code of Good Practice of Companies Listed at the Warsaw Stock Exchange (GPW), including especially the good practice for members of supervisory boards, the Supervisory Board established the Audit Committee and Remuneration Committee consisting of the Supervisory Board members.

As of the date of Report preparation, the Supervisory Board committees had the following composition:

**1) Remuneration Committee:**

- Roberto Mengucci – Chairman,
- Aleksander Galos,
- Costantino Ivoi,
- Tadeusz Włudyka;

**2) Audit Committee:**

- Costantino Ivoi – Chairman,
- Aleksander Galos,
- Michelangelo Damasco.

**SAM**

Within the reporting period, there were no changes in the line-up of the Management Board and the Supervisory Board of SAM.

**VIA 4**

Within the reporting period, the Management Board and Supervisory Board of VIA4 worked in an unchanged line-up.

**SAD**

Within the reporting period, there were no changes in the line-up of the Management Board and the Supervisory Board of SAD.

**AMSA**

Within the reporting period, the Supervisory Board of AMSA worked in an unchanged line-up. However, on 11 April 2013, the General Meeting of AMSA passed a resolution to liquidate Autostrada Mazowsze S.A. and appointed Ms Grażyna Durbas as a liquidator of the company.

**BIURO CENTRUM**

Within the reporting period, there were no changes in the line-up of the Management Board and the Supervisory Board of Biuro Centrum.

**3.7. Company's shares as well as stocks in the entities connected with the Company held by the Stalexport Autostrady Group managing and supervising persons**

The number along with the nominal value of Stalexport Autostrady shares held by the persons managing and supervising the Company and the Capital Group, are specified on the base of the statements submitted by particular persons. The table below presents the data as at June 30, 2013 (and as on the day of preparing of the Report).



**Table 7** Number and nominal value of Stalexport Autostrady shares held by the Capital Group's managing and supervising persons

Item	Name and surname	No of shares [units]	Nominal value [in PLN]
1.	Emil Wąsacz	59,000	44,250.00
2.	Katarzyna Bijak	2,000	1,500.00

Source: own study based on the statements submitted by the Capital Group's managing and supervising persons

The persons managing and supervising the companies of the Stalexport Autostrady Group do not hold any stocks or shares in entities affiliated with Stalexport Autostrady.

### 3.8. Shareholders holding directly or indirectly significant block of shares along with showing the number of shares held by these entities, their percent share in equity, number of votes resulting from them and their share in % in total number of votes at the general meeting of the Company

The shareholders holding - according to the best knowledge of the Company - at least 5% in total number of votes at the Stalexport Autostrady's GM are presented in the table below.

**Table 8** List of Stalexport Autostrady's shareholders holding significant block of shares of the Company

Name of company	Number of ordinary bearer shares [units]	Share in share capital [%]	Number of votes at GM	Share in the total number of votes at GM [%]
ASPI	149,923,463	60.63 %	149,923,463	60.63 %
ALTUS TFI S.A.	12,679,263	5.13 %	12,679,263	5.13 %

Source: prepared by the Company

### 3.9. Information on litigations in court, proper authority for the arbitration proceedings or the authority of the public administration

The Company is not a party of any legal proceedings in common, arbitration court of law, and also the bodies of the public administration in matters, in which the individual value of the subject of the dispute exceeds the amount constituting at least 10% of the Company's equity. It concerns both individual litigations and all litigations conducted by the Company or against the Company.

The companies within the Capital Group also are not a party of any legal proceedings in common, arbitration court of law, and also the bodies of the public administration in matters, in which the individual value of the subject of the dispute exceeds the amount constituting at least 10% of their equity.

#### 4. Description of the main risks and hazards as well as the characteristics of the external and internal factors crucial for the development of the Company and the STX Autostrady Group

The basic risks and threats, and external and internal factors significant to the operation of Stalexport Autostrady Group may be divided into two basic groups connected with the following:

- **A4 Katowice-Kraków project under execution**

Within that scope, the risks as well as the economic and financial factors connected with the general economic situation and current situation on the construction work market, as well as the risks of political and legal nature prevail.

The economic situation in the country has an impact mainly on the number of vehicles using the A4 motorway (this factor affects mainly the truck traffic); thus, at the level of revenues from toll collection generated by the Concessionaire. The Group limits that risk by means of adequate (optimal) pricing policy and by taking actions aiming at the improvement of the customer service quality by extension of the toll collection plazas on the motorway section managed by the Group and replacing toll collection equipment (currently executed), which allows for diversification of the forms of payment for using the motorway.

In case of construction work market, the good prosperity period increases the prices of construction services and decreases the efficiency of A4 Katowice-Kraków project; whereas, during the bad prosperity, the Group may negotiate more beneficial conditions for execution of necessary works, thus more financial resources remain at the disposal of the shareholders. The Company strives to limit the risk within that area by active management of the schedule of planned and being carried out construction works, within the scope entrusted with the Company by the Concession Agreement.

Institutional and legal instability of the environment regulating the infrastructure sector in Poland is the main factor from the political and legal risk group. By means of promotion of good practices and solutions aiming at creation of suitable legal framework for execution of infrastructure projects, and by active participation in public discussion regarding new legislation solutions, etc., the Company strives to prevent those risks. This group of risks includes also the potential actions aiming at changing the existing law, which may influence the revenue or expense level of the A4 Katowice-Kraków project. It is worth emphasising that the Concession Agreement includes provisions, which facilitate claiming damages from the State Treasury in the case of actions on the part of the Public Party, which shall have a negative effect on the profitability of A4 Katowice-Kraków project.

Additional risks are also connected with the UOKiK's [Office of Competition and Consumer Protection] decision of 2008, according to which a sanction was imposed on SAM for collecting full toll rates during repair works in 2007, and with the claim filed by CTL Maczki Bór Sp. z o.o.

- **Lease of the office space and investment of owned financial resources**

Within that scope, the risks connected with the economic situation and investment climate, as well as the risk of the market interest rate shall be mentioned.

The economic situation in the country is directly related to the office space lease market; therefore, it influences the size of the free (unleased) space and the rent rate level. The Company limits that risk by application of the flexible price policy and carrying out investments aiming at increasing attractiveness of the office space and improving the user safety. Furthermore, the Company constantly carries out operations aiming at winning new lessees.

Owing to the revenue structure and the nature of the business, the financial results of the Company have a relatively high interest rate risk. The risk results from the changeability of the financial markets and manifests itself in the changes in the money value. Stalexport Autostrady limits the risk by diversification of the periods for which the resources for future motorway projects are deposited.

Another group of risks consists of the **risks directly connected with the investment policy** followed by investment funds, by the agency of which the Company invested part of the owned financial resources. Initially, Stalexport Autostrady limited the risk, on the one hand by dividing the resources between various investment funds, and on the other, if possible, by precise definition of the scope of the possible investments. The outcome of the situation regarding the Idea Premium SFIO – one of the funds managed by Idea TFI – was material for the profitability of such investments. In 2012, the fund, due to the significant majority of remissions over purchases, temporarily suspended the possibility of submitting unit repurchase orders and then verified their assets and liabilities due to the presence in their portfolio of bonds issued by entities under voluntary reorganization or reconciliatory proceedings. The above-mentioned verification resulted in a decrease in the price of a share unit of that fund. Fearing further decrease in the unit value and anticipating the weak market period, the Company's authorities decided to gradually withdraw from investment funds. At the end of the first half of 2013, the Company's assets include no substantial participation in investment funds.

**5. Summary**

Summarizing the presentation of Report, we would like to emphasize that Stalexport Autostrady Group acting in motorway business, has a solid financial foundings which guarantee the stability of current business as well as provide the opportunities for future implementation of usually very capital-consuming projects related to construction and management of motorways.

Vice-President  
of the Management Board  
Chief Financial Officer (CFO)

President  
of the Management Board  
Chief Executive Officer (CEO)

.....

/Mariusz Serwa/

.....

/Emil Wąsacz/

Mysłowice, July 25, 2013

6. Statements

- 6.1. Statement of the Management Board setting forth that according to their best knowledge, the semi-annual condensed consolidated financial statement as well as the comparable data have been drawn up in line with the applicable accounting standards and they give true, fair and clear view of the Capital Group 's state of affairs and its financial result, as well as the Management Board's semi-report on the activities of the Company's Capital Group comprises a true picture of the Company's Capital Group development and achievements and situation, including the description of basic risks

**Statement**

We hereby state that according to our best knowledge, the semi-annual abridged consolidated financial statement of the Company for 2013 as well as comparable data have been drawn up in line with the applicable accounting standards and they give true, fair and clear view of the Group's state of affairs as well as its the financial result.

We also declare that the semi-annual report of the Management Board from the activities of the Stalexport Autostrady Group reflects a true picture of the Capital Group's development, achievements and situation, including the description of basic risks and threats.

Vice-President  
Chief Financial Officer

President  
Chief Executive Officer

*Signed on Polish original*

*Signed on Polish original*

.....

/Mariusz Serwa/

.....

/Emil Wąsacz/

Mysłowice, July 25, 2013

- 6.2. Statement of the Management Board stating that the entity entitled to audit financial statements, reviewing the semi-annual condensed consolidated financial statement, has been selected in accordance with the provisions of law and that this entity as well as chartered auditors reviewing the statement have met the conditions regarding issuing impartial and independent report on reviewing the semi-annual abridged consolidated financial statement, in line with the appropriate provisions of the national law and the professional

**Statement**

We hereby state that Deloitte, entitled to audit the financial statements, reviewing the semi-annual condensed consolidated financial statement for 2013, has been selected in accordance with the provisions of law, i.e. pursuant to §18 section 3 item 8 of the Statutes of Stalexport Autostrady.

At the same time we also declare that the above-mentioned entity and the chartered auditors reviewing the semi-annual condensed consolidated financial statement have met the conditions regarding issuing impartial and independent report on reviewing the semi-annual abridged consolidated financial statement, in line with the appropriate provisions of law and the professional standards.

Vice-President  
Chief Financial Officer

*Signed on Polish original*

.....

/Mariusz Serwa/

President  
Chief Executive Officer

*Signed on Polish original*

.....

/Emil Wąsacz/

Mysłowice, July 25, 2013

## 7. Enclosures

## Enclosure 1 - Financial highlights of Stalexport Autostrady Capital Group

Table 9 Financial data concerning the abridged consolidated interim financial statements for the six-month period ended June 30, 2013

	In thousands of PLN		In thousands of EUR	
	1 H 2013	1 H 2012	1 H 2013	1 H 2012
Revenues	94 075	86 657	22 324	20 512
Profit from operating activities	45 675	22 787	10 839	5 394
Profit before tax	26 077	1 845	6 188	437
Profit for the period	20 638	502	4 897	119
Profit/(loss) for the period attributable to owners of the Parent	18 947	(1 446)	4 496	(342)
Weighted average number of shares at the end of the period (in thousands of shares)	247 262	247 262	247 262	247 262
Diluted profit/loss of the owners of Parent per one ordinary share (PLN/EUR)	0,08	(0,01)	0,02	(0,00)
Diluted earnings per share (PLN/EUR)	0,08	(0,01)	0,02	(0,00)
Net cash used in operating activities	58 889	54 717	13 975	12 952
Net cash used in investing activities	(8 776)	(52 107)	(2 083)	(12 334)
Net cash used in financing activities	(25 401)	(25 495)	(6 028)	(6 035)
Total net cash flows	24 712	(22 885)	5 864	(5 417)
	<b>30.06.2013</b>	<b>31.12.2012</b>	<b>30.06.2013</b>	<b>31.12.2012</b>
Total assets	1 257 137	1 295 696	290 386	316 936
Non-current assets	1 078 520	1 116 603	249 127	273 128
Current assets	178 617	179 093	41 259	43 807
Total liabilities	1 049 915	1 109 205	242 519	271 319
Non-current liabilities	919 477	962 722	212 390	235 488
Current liabilities	130 438	146 483	30 130	35 831
Total equity	207 222	186 491	47 866	45 617
Equity attributable to equity holders of the Parent	204 830	182 502	47 314	44 641
Non-controlling interest	2 392	3 989	553	976
Issued share capital	185 447	185 447	42 836	45 362

Source: prepared by the Company



**Table 10 Financial data concerning the abridged unconsolidated interim financial statements for the six-month period ended June 30, 2013**

	In thousands of PLN		In thousands of EUR	
	1 H 2013	1 H 2012	1 H 2013	1H 2012
Revenues	1 866	1 933	443	458
Loss from operating activities	(1 594)	(3 563)	(378)	(843)
Profit (Loss) before tax	(393)	1 966	(93)	465
Profit (Loss) for the period	(393)	1 965	(93)	465
Weighted average number of shares at the end of the period (in thousands of shares)	247 262	247 262	247 262	247 262
Basic earnings per share (PLN/EUR)	(0,00)	0,01	(0,00)	0,00
Diluted earnings per share (PLN/EUR)	(0,00)	0,01	(0,00)	0,00
Net cash used in operating activities	(7 954)	(10 941)	(1 888)	(2 590)
Net cash used in investing activities	23 336	4 927	5 538	1 166
Net cash used in financing activities	-	-	-	-
Total net cash flows	15 382	(6 014)	3 650	(1 424)
	<b>30.06.2013</b>	<b>31.12.2012</b>	<b>30.06.2013</b>	<b>31.12.2012</b>
Total assets	208 781	215 275	48 226	52 658
Non-current assets	83 331	83 841	19 249	20 508
Current assets	125 450	131 434	28 978	32 150
Total liabilities	16 317	22 418	3 769	5 484
Non-current liabilities	2 014	7 949	465	1 944
Current liabilities	14 303	14 469	3 304	3 539
Total equity	192 464	192 857	44 457	47 174
Issued share capital	185 447	185 447	42 836	45 362

*Source: prepared by the Company*

Selected financial data have been translated to EUR according to following rules:

- particular items of the statement of comprehensive income and the statement of cash flows for the 1<sup>st</sup> semester 2013 and 1st semester 2012 according to exchange rate, calculated as an average of average NBP exchange rates at the last day of every month comprising the accounting period, i.e. 4.2140 PLN/EUR and 4.2246 PLN/EUR respectively;
- particular items of the statement of financial position according to average NBP exchange rate at the reporting date i.e. 4.3292 PLN/EUR at June 30, 2013 and 4.0882 PLN/EUR at December 31, 2012 respectively.