



STALEXPORT AUTOSTRADY S.A.

**MANAGEMENT BOARD'S REPORT
ON THE ACTIVITIES OF THE
COMPANY IN 2013**

Mysłowice, 5 March 2014

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Definitions and abbreviations

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

ADT	Average Daily Traffic
AMSA	Autostrada Mazowsze S.A. in liquidation with its registered office in Katowice
ASPI	Autostrade per l'Italia S.p.A. with its registered office in Rome (Italy)
Atlantia	Atlantia S.p.A. with its registered office in Rome (Italy)
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.
Biuro Centrum	Biuro Centrum Sp. z o.o. with its registered office in Katowice
Deloitte	Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp.k. (formerly Deloitte Audyt Sp. z o.o.) with its registered office in Warszawa, Al. Jana Pawła II nr 19, entered on the list of entities authorised to audit financial statements kept by the National Chamber of Statutory Auditors under No. 73
GDDKiA	General Directorate of National Roads and Motorways
GPW	Warsaw Stock Exchange
Capital Group, Stalexport Autostrady Group, Group	Stalexport Autostrady S.A. Group in Mysłowice
KSH	The Polish Code of Commercial Partnerships and Companies
Independent Engineer	Jacobs Polska Sp. z o.o.
PPP	Public Private Partnership
SAD	Stalexport Autostrada Dolnośląska S.A. with its registered office in Katowice
SAM, Concessionaire	Stalexport Autostrada Małopolska S.A. with its registered office in Mysłowice
Report	Management Board's Report on the Activities of Stalexport Autostrady S.A. in 2013
Stalexport Autoroute	Stalexport Autoroute S.a.r.l. with its registered office in Luxembourg
Stalexport Autostrady, Company	Stalexport Autostrady S.A. with its registered office in Mysłowice
Concession Agreement	The Concession Agreement dated 19 September 1997 on building through conversion of the A4 motorway section: Katowice (Murkowska Junction, 340.2 km) – Kraków (Balice Junction, 401.1 km) to the toll motorway standards and motorway operation on this section, including amendments made based on the appendices, rights and obligations under which were totally transferred from Stalexport Autostrady to SAM on 26 July 2004
Project Loan Agreement	Loan Agreement dated 28 December 2005, entered into between SAM and the banks, i.e. WESTLB BANK POLSKA S.A., Warszawa, WESTLB AG (London Branch), DEPFA BANK PLC, Dublin, Ireland, KfW Frankfurt, Germany and BANK BPH SPÓŁKA AKCYJNA, Warszawa. The objective of the Loan Agreement was to grant the loan of PLN 380 million to finance the A4 toll motorway project on Katowice-Kraków section (i.e. to finance the construction works of Phase IIa and to refinance the construction works of Phase I)
VIA4	VIA4 Spółka Akcyjna with its registered office in Mysłowice
GM	General Meeting

1. Letter from the President of the Management Board of Stalexport Autostrady

Sir/Madam,
Dear Shareholders,

I am pleased to present you the Management Board's Report on the Activities of Stalexport Autostrady S.A. in 2013.

Last year, the Company recorded a significant improvement in its financial performance. It generated net profit of over PLN 3 million as compared to a loss recorded in 2012. This positive development was, among other things, due to lower level of non-current and current liabilities (by 87% and 33% respectively), significantly higher net financial income and reduced administrative expenses, including – as a result of the previous organisational structure changes – lower personnel costs. These changes also include consolidation of the position of the President and Vice-president of the Management Board of Stalexport Autostrady S.A. and Stalexport Autostrada Małopolska S.A., as well as moving the Company's registered office from Katowice to Mysłowice. The said change was registered on 17 May 2013.

Currently, the Company's operations include, apart from corporate governance in relation to Group companies, the lease of office space in a 19-storey office building located in the centre of Katowice. Despite difficult economic situation on the office rental market, the office occupancy level in the aforementioned building continues to be relatively high.

At the beginning of my letter, I mentioned a decrease in the Company's liabilities in 2013. We expect further improvement in this area. Although the Company continues to pay amounts due to the State Treasury on the account of sureties granted to Huta Ostrowiec S.A. in the period of steel operations, this liability shall terminate in July 2014, when the last instalment shall be paid. It shall further reduce the financial expenses incurred by the Company.

When presenting the results of Stalexport Autostrady S.A., it is worth mentioning the results of the Group which recorded revenue of PLN 206.5 million and profits of PLN 62.4 million. Last year, the Group generated revenue from the collection of toll for using the A4 Katowice-Krakow motorway in the amount of PLN 202.3 million, i.e. by 13.1% higher than in 2012. These results were achieved mainly due to significantly increased traffic on the motorway, which was by 10.5% higher as compared to 2012.

Very good financial performance of Stalexport Autostrady Group was also due to a significant reduction in administrative expenses, which was due to the reorganisation of the Group's structure carried out in 2012 and continued in 2013. Last year, further decisions were taken as far as organisational changes, making the Group's structure more orderly, are concerned. Namely, it was decided to liquidate Autostrada Mazowsze S.A. and to merge Stalexport Autostrada Dolnośląska S.A. with Stalexport Autostrady S.A. (the Acquiring Company).

For Stalexport Autostrada Małopolska S.A., the Concessionaire of the A4 Katowice-Kraków motorway, 2013 was another year of investing in projects aimed at improving the travellers' comfort and protecting inhabitants of housing estates located in the vicinity of the motorway. Due to a high traffic level, a programme aimed at improving the flow capacity of the Toll Collection Plazas in Mysłowice and Balice is implemented. A total of 8 new service lanes have already been constructed. The Replacement of the Toll Collection Equipment project is being implemented. This project shall make it possible to introduce new and faster toll payment methods.

Apart from the investments aimed at faster service at the toll collection gates, a number of other investments, including those related to the environmental protection, were implemented in 2013. More than 1.5 km of noise screens were erected. In 2014, further 2.5 km of noise screens shall be erected. Furthermore, the modernisation of the motorway water drainage system in the Silesia Province was commenced.

I would like to encourage you to read the financial statements of Stalexport Autostrady S.A. and the Management Board's Report on the Activities of the Company in 2013.

I would also like to thank the Shareholders for their interest in our projects and capital market analysts for favourable rating of our business, as reflected in the increased market value of Stalexport Autostrady in 2013.

Furthermore, I would like to thank the Supervisory Board for fruitful cooperation, support and guidance. Finally, I would like to thank all employees of the Group. Without their everyday commitment, creativity and professionalism, it would be impossible for us to get this far.

I believe that you shall find this Report interesting and exhaustive. Stay in touch with us. All your suggestions and ideas are welcome. Enjoy the reading.

Yours sincerely,

*President of the Management Board
Director General*

/Emil Wąsacz/

2. Basic information on Stalexport Autostrady

2.1. Basic corporate data and history of Stalexport Autostrady

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Management Board:

Emil Wąsacz – President of the Management Board, Director General

Mariusz Serwa – Vice-president of the Management Board, CFO

KRS [National Court Register]:
0000016854

Katowice-Wschód District
Court in Katowice, 8th
Business Department of the
National Court Register

NIP [VAT No.]: 634-013-42-11

REGON [National Official
Business Register No.]:
271936361

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

www.stalexport-autostrady.pl

Stalexport Autostrady (formerly STALEXPORT S.A.) commenced its operations on 1 January 1963 as Przedsiębiorstwo Handlu Zagranicznego "Stalexport." It specialised 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 privatised, while as of 26 October 1994 the shares of the Company have been listed on GPW.

In 1997, Stalexport Autostrady won a tender process and was granted a concession to construct, adapt and operate Katowice-Kraków section (61 km long) of the A4 toll motorway 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 in the steel industry. Since the middle of 2006, the Company has been part of the Italian Atlantia Group. At the moment, the Atlantia Group manages a network of 5.000 km of toll motorways in Italy, Brazil, Chile, India and in Poland, and it is an automatic motorway toll collection system leader. Atlantia is listed on the stock exchange in Milan and its market value amounts to approximately EUR 13.5 billion as at 31 December 2013.

The strategic investor made it possible for Stalexport Autostrady to acquire in total PLN 269,700 thousand in cash as a result of the share capital increase. At the first stage, the funds were earmarked for 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 spin-off and disposal of the steel operations. Since 1 October 2007, the Company has focused only on activities related to the construction and operation of toll motorways as well as on the lease of office space in the office building at ul. Mickiewicza 29 in Katowice, which is co-owned by the Company and in which the Company's registered office was located until 17 May 2013.

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 brought forward reported in the balance sheet. This way, the period in the Company's history related to its commercial activity was definitely closed.

2.2. Stalexport Autostrady Group

At present, the operations of the Company and entities belonging to its Group focus primarily on activities related to motorways. They include the following:

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

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

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

Figure 1 Organisational chart of Stalexport Autostrady Group as at 31 December 2013

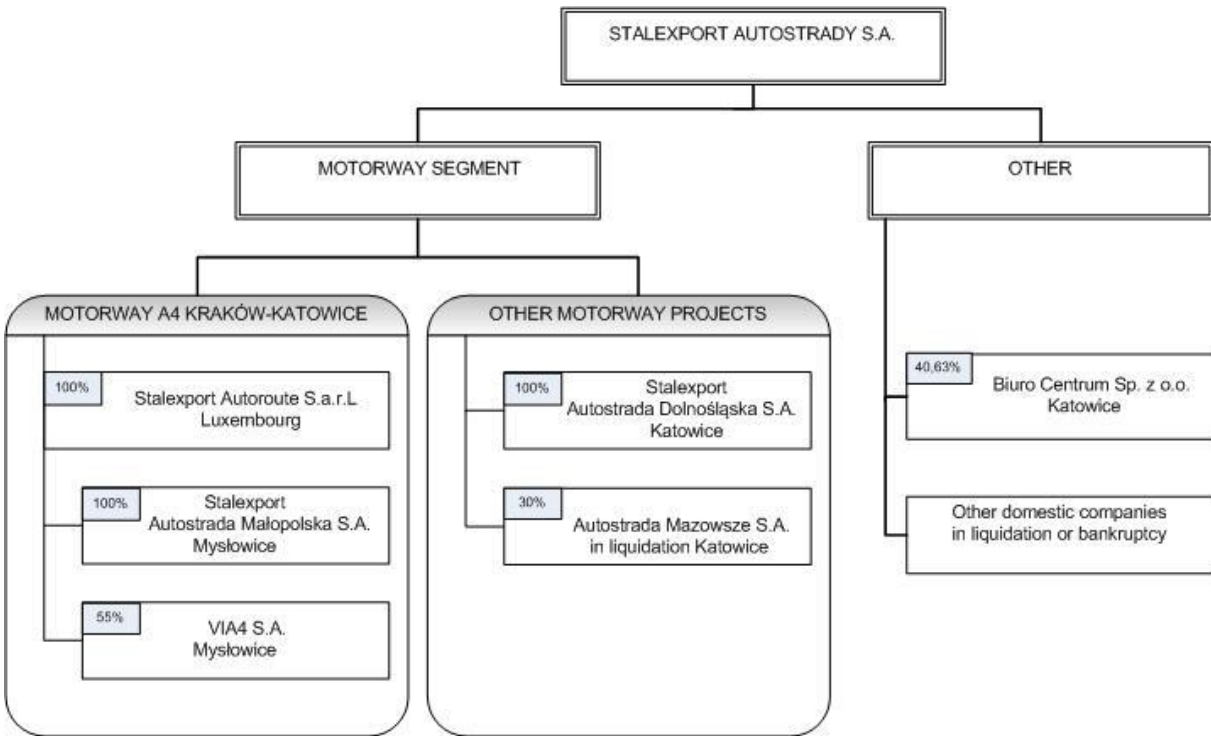


Table 1 Basic financial data of selected entities from the Group [figures in PLN '000]

Balance sheet data	Group		Stalexport Autostrady		SAM		VIA4	
	31.12.13	31.12.12	31.12.13	31.12.12	31.12.13	31.12.12	31.12.13	31.12.12
Non-current assets	1,063,618	1,116,603	83,066	83,841	1,048,293	1,101,811	9,823	8,464
Current assets	183,727	179,093	123,586	131,434	49,820	35,196	9,758	10,570
Equity (total)	248,510	186,491	195,866	192,857	110,788	51,038	8,264	8,862
Non-current liabilities	870,763	962,722	1,025	7,949	869,580	954,541	5,975	5,173
Current liabilities	128,072	146,483	9,761	14,469	117,746	131,428	5,342	4,999
Net debt	87,850	199,547	-103,488	-78,094	198,357	284,994	7,700	5,254
Performance data	2013	2012	2013	2012	2013	2012	2013	2012
Revenue on sales	206,499	185,507	3,762	3,826	202,548	178,826	35,166	33,753
Gross profit on sales	140,578	95,060	326	623	123,226	76,583	15,914	16,099
EBITDA	163,693	138,616	-2,411	-5,062	154,095	130,834	12,271	12,942
EBIT	115,202	66,059	-3,074	-5,796	107,513	59,996	11,057	11,971
Net financial income/expenses	-35,819	-47,755	6,186	4,880	-36,664	-46,870	-397	-284
Net result	62,435	12,879	3,112	-965	55,957	10,218	8,584	9,430
EBIT margin	56%	36%	-82%	-151%	53%	34%	31%	35%
ROE	25%	7%	2%	-1%	51%	20%	104%	106%

EBITDA = EBIT + depreciation and amortisation + provision for resurfacing

EBIT margin = EBIT / Revenue on sales

Net debt = financial liabilities – financial assets – cash in hand and cash equivalents

Source: internal analysis

3. Stalexport Autostrady – financial analysis

3.1. Presentation of financial results

The table below shows the Company's basic financial results achieved in 2013 and comparative 2012 figures.

Table 2 Selected items of the financial statements of comprehensive income of Stalexport Autostrady in 2013 and 2012 (separate figures)

PLN '000	2013	2012	Change [%]
Revenue on sales	3,762	3,826	-2%
Cost of sales	-3,436	-3,203	7%
Gross profit on sales	326	623	-48%
Other operating income	504	12	4,100%
Administrative expenses	-3,851	-6,365	-39%
Other operating expenses	-53	-66	-20%
Profit/(Loss) from operating activities (EBIT)	-3,074	-5,796	-47%
Financial income	9,016	12,994	-31%
Financial expenses	-2,830	-8,114	-65%
Net financial expense	6,186	4,880	27%
Profit (Loss) before income tax	3,112	-916	-
Income tax	0	-49	-
Net profit (loss)	3,112	-965	-

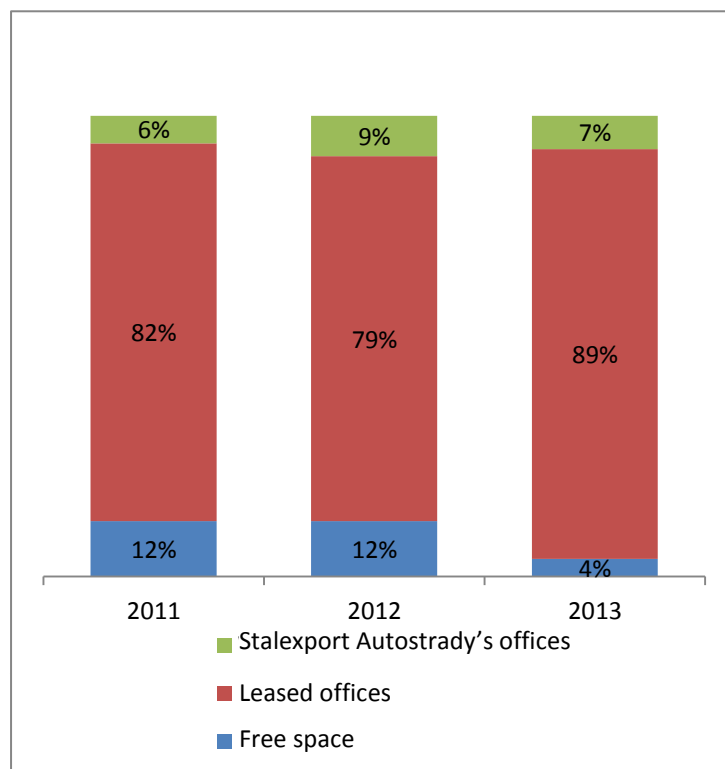
Source: internal analysis based on the Company's financial statements

The amount of net profit generated in 2013 was mainly a result of reduced administrative expenses, including reduced employee benefits as compared to previous years, and positive financial operations. Both issues are discussed in more detail in sections 3.1.2 and 3.1.3 of this Report respectively.

3.1.1. Amount and structure of operating revenue

Stalexport Autostrady runs its motorway business via its subsidiaries. Thus, the separate **revenue on sales** generated by the Company includes mainly the services related to the lease of office space in the office building in Katowice at ul. Mickiewicza 29 and car parks located near this office building. In 2013, Stalexport Autostrady generated the total revenue in relation to this operation in the amount of PLN 3,301 thousand as compared to PLN 3,370 generated in 2012. Despite difficult economic situation on the office rental market, the revenue remained at the similar level as in 2012.

Figure 2 The structure of office space usage in the office building in Katowice at ul. Mickiewicza 29



Stalexport Autostrady is a co-owner of the office building in Katowice at ul. Mickiewicza 29. As the co-owner, the Company has at its sole disposal the office space of 4,735 m² [1 m = 3.2809 ft] (and additionally 212 m² of conference rooms). In 2013, 181 m² of this office space was occupied by Stalexport Autostrady for its own needs (569 m² at the end of 2012).

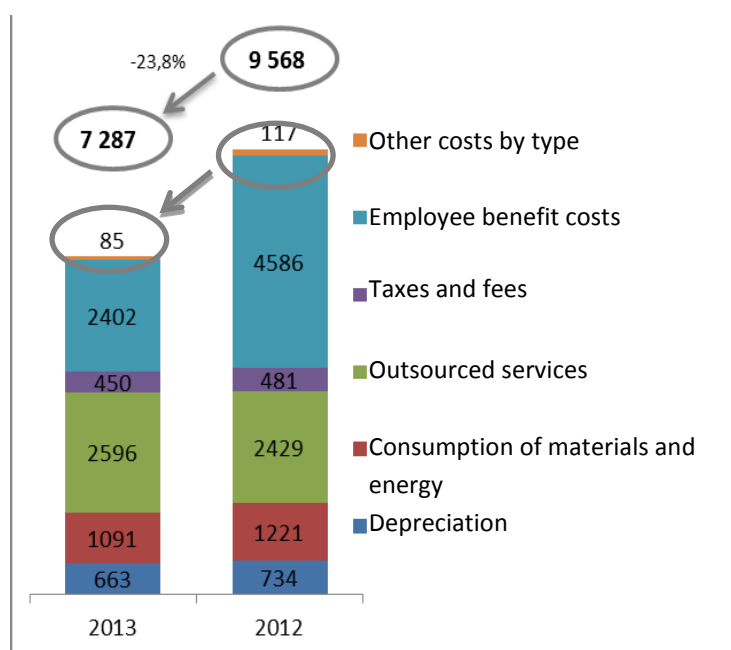
Currently, the unoccupied office space is near to the minimum level possible from the technical point of view that results from a natural rotation of lessees and preparation (refurbishment or redecoration) of rooms in order to lease them out to third parties. This year, the plan is to continue the efforts in order to maintain the current number of lessees while maintaining the optimum rent rates.

Other revenue on sales amounting to PLN 450 thousand was generated by the Company in relation to services, including mainly IT works and financial and accounting services (bookkeeping), provided for affiliated entities. In 2013, this revenue increased by PLN 12 thousand as compared to the previous year. Moreover, Stalexport Autostrady receives from VIA4 a fee related to the performance guarantee granted to this company. The above-mentioned sources are the **permanent elements of the operating revenue** of Stalexport Autostrady and their value in the future periods should be similar to that reported in 2013.

3.1.2. Amount and structure of operating expenses

In 2013, the value of costs by type incurred by Stalexport Autostrady – including the cost of sales and administrative expenses – decreased by 24%. It was mainly caused by a decrease in employee benefits by PLN 2,184 thousand. This decrease was mainly due to continuation in 2013 of the consolidation of managerial and functional positions within the existing structure of the Group.

Figure 3 The structure of costs by type related to the Company's operations



Employee benefits, including remunerations, account for the largest part of costs by type incurred by Stalexport Autostrady. The factors that contribute to the reduction of the value of this group of costs were described above.

Outsourcing (including property administration services, repairs, cleaning services, property security services, rental and lease services, and consultancy services) accounts for the second largest item in the structure of the Company's costs by type. In 2013, the outsourcing costs increased by less than 7% as compared to 2012, mainly due to higher expenses related to repair services.

In 2013, the consumption of materials and energy as well as depreciation remained at the similar level as in 2012.

Source: internal analyses (PLN thousand)

In 2013, other operating expenses amounted to PLN 53 thousand and included mainly non-deductible input VAT.

3.1.3. Financial operations

The financial operations of the Company significantly affect net profit generated by Stalexport Autostrady. On the one hand, it is a result of the nature of the Company's operations (managing the Group), and on the other of the amount of funds that may be used to implement future motorway projects.

The figures in this area of operation are to the greatest extent affected by financial income which in 2013 included the following:

- a dividend received from the subsidiary Stalexport Autoroute (PLN 5,150 thousand);
- interest related to depositing financial resources in banks (PLN 3.864 thousand).

In 2013, the total financial income amounted to PLN 9,016 thousand and was by PLN 3,978 thousand lower than in 2012. The amount of financial expenses is to the greatest extent affected by interest on the liability towards the State Treasury on the account of a surety for Huta Ostrowiec S.A. in bankruptcy. In line with the schedule, Stalexport Autostrady repays the above-mentioned liability in equal monthly instalments plus the market value of interest. In 2013, the value of the interest amounted to PLN 692 thousand as compared to PLN 1,746 thousand in 2012. In accordance with the schedule, the last instalment shall be paid in June 2014. Thus, the costs related to interest shall be lower in 2014.

Revaluation write-offs related to investments in the total amount of PLN 1,633 thousand constituted the second element of financial expenses. A decrease in the value of IDEON S.A.'s and BDM S.A.'s shares due to a decrease

in fair value (market value) of these financial assets as compared to the value recognised by the Company at the end of 2012 accounted for the largest part of this item.

Material and financial position of the Company

The material and financial position of Stalexport Autostrady was presented on the basis of the synthetic report on the financial position presented in the table below. This report shows the structure of assets and liabilities of the Company and the dynamics of particular items, year over year.

Table 3 A synthetic report on Stalexport Autostrady's financial situation as at 31 December 2013 and 31 December 2012 – separate figures

Figures in PLN '000			<i>Dynamics</i>	<i>Structure</i>	
	31.12.2013	31.12.2012	2013/2012	31.12.2013	31.12.2012
Non-current assets	83,066	83,841	-1%	40%	39%
Current assets	123,586	131,434	-6%	60%	61%
Equity	195,866	192,857	2%	95%	90%
Non-current liabilities	1,025	7,949	-87%	0%	4%
Current liabilities	9,761	14,469	-33%	5%	7%
Balance sheet total	206,652	215,275	-4%	100%	100%

Source: internal analysis based on the Company's financial statements

(i) ASSETS

As far as the structure of **non-current assets** is concerned, the main items include the shares of subsidiaries running the motorway business, i.e. Stalexport Autoroute (PLN 67,086 thousand) and SAD (PLN 11,169 thousand). The decrease in the non-current assets reported in the analysed period was mainly due to depreciation of non-current assets and intangible assets in the amount of PLN 663 thousand (PLN 734 thousand in 2012).

The amount of **current assets** depends on the funds that may be used to implement future motorway projects. Until these funds were allocated for projects related to the core business line of the Company, Stalexport Autostrady invested them on the money and capital market. As a result, the majority of the Company's free funds are invested in the short-term deposits. Before 2013, some of these free funds were also allocated for the purchase of the investment fund units. However, due to the occurred risks referred to in detail in section 6.2 of this Report, the Company's bodies decided in 2012 to gradually withdraw from the investment funds. At the end of 2013, it resulted in a change in the current asset structure, when the value of cash and cash equivalents amounted to PLN 114,274 thousand (PLN 100,512 as at 31 December 2012) while the value of assets in investment funds was zero (PLN 20,248 thousand as at 31 December 2012).

Other significant items of Stalexport Autostrady's current assets include the shares held for sale (the shares of IDEON S.A. and BDM S.A.) in the amount of PLN 1,789 thousand and trade receivables amounting to PLN 7,462 thousand, including overdue net receivables in the amount of PLN 7,314 thousand, for which the write-off was not made because they are secured on the contracting party's property, which exceeds the receivables value.

(ii) LIABILITIES

In 2013, with the exception of covering losses from 2012 by means of the capital from the issuance of shares above their nominal value, the structure of the equity was not significantly changed.

As at 31 December 2013, the total liabilities of the Company amounted to PLN 10,786 thousand and a decrease in this item by PLN 11,632 thousand was mainly a result of regular repayment of liabilities towards the State Treasury on the account of sureties for Huta Ostrowiec S.A. in bankruptcy. Pursuant to the agreement with the State Treasury entered into in 2004, the above-mentioned liabilities are repaid in equal monthly principal instalments in the amount of PLN 1,083 thousand each, payable until June 2014. As at 31 December 2013, the total liabilities on this account amounted to PLN 8,692 thousand.

4. Analysis of the core business of the Company

Taking into account the present condition of the road infrastructure and development needs, the Ministry of Infrastructure developed the "Programme for Construction of National Roads for the Years 2011-2015" (hereinafter "Programme"). This document defines the objectives and investment priorities of the public party, throughout the programming period. The Programme execution has been planned for 5 years, whereas the physical and financial programming for the period of 3 years (2011-2013). Therefore, the Programme includes a detailed list of projects whose execution was to be commenced before 2013 and the amount of funds allocated in the National Road Fund and the State budget for this purpose. The "Programme for Construction of National Roads for the Years 2011-2015" was adopted by the Council of Ministers, by enactment, on 25 January 2011.

In line with the enactment referred to above, the total amount of expenditures for the years 2010- 2015 in relation to projects whose execution was to be commenced before 2013, included in the Programme, estimated as at 13 October 2010, was to amount to PLN 82.8 billion.

At the beginning of 2014, the EU funds for the period 2014-2010 were allocated. On the basis of, *inter alia*, these funds, the government updated the road infrastructure construction programme. As recently declared, the public party does not currently plan to construct motorways under the public-private partnership. However, it does not exclude the delegation of the operator's tasks based on the "Maintain the Standard" formula.

As the policy of the public party changes frequently, the Company plans to analyse the situation on this market on the date-to-date basis.

If any new invitation to public tender being of interest to Stalexport Autostrady is issued, it shall be analysed by the Company and if it is positively verified and meets the strategic objectives of the Group, the Company shall decide to participate in such a tender.

The Company also considers the option of equity investment in some of the existing concession projects in Poland if another participant of the projects is ready to quit the project or if one of the consortiums looks for additional capital support.

Moreover, bearing in mind a high level of public debt and budget deficit, one should not overlook the possibility of infrastructure privatisation, also as regards motorways currently under the management of the public party. The experience of Italy and France in this respect shows that such a step allows for a rapid reduction in the public debt and for speeding up the process of infrastructure development, with the standards of safety and quality met. This issue, however, has not yet entered the public debate.

5. Other information on Stalexport Autostrady

5.1. Information on contracts significant for the Company's and the Group's operating activity, including contracts between the shareholders as well as insurance and cooperation contracts the Company is aware of

In the reporting period and by the date of this Report, no contracts significant for the Company's operating activity have been entered into.

5.2. Information on changes in organisational or capital relations of the Group with other entities

- **On 14 January 2013**, the Management Board of Stalexport Autostrady received from Kairos Investment Management Spa with its registered office in Milan a notification about a decrease in the total number of votes at the General Meeting of the Company below 5%. According to this notification, as a result of the sale of 2,300,000 shares of Stalexport Autostrady on 10 January 2013, Kairos Investment Management Spa holds 10,783,506 shares of the Company and the same number of votes at GM of Stalexport Autostrady, which constitutes 4.36 % in share capital of the Company and in the 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 the total number of votes at GM),
 - b) Kairos Centauro – 7,963,506 shares (3.22% in share capital of the Company and in the total number of votes at GM).
- **On 11 April 2013**, the Ordinary General Meeting of Autostrada Mazowsze S.A. adopted a resolution to liquidate the Company. Ms Grażyna Durbas was appointed a liquidator.
- **On 28 November 2013**, a plan was adopted to merge Stalexport Autostrady (acquiring company) with the subsidiary Stalexport Autostrada Dolnośląska S.A. with its registered office in Katowice (company being acquired). The companies shall be merged pursuant to article 492 § 1(1), article 515 § 1 and article 516 § 6 of the Act of 15 September 2000 – the Polish Code of Commercial Partnerships and Companies (Dz. U. [Journal of Laws] of 2000, No. 94, item 1037, as amended), i.e. by transferring all assets of the company being acquired to the acquiring company without increasing the share capital of the acquiring company. Pursuant to article 516 § 5 of the Polish Code of Commercial Partnerships and Companies, in connection to article 516 § 6 of this Code, the Management Board's report referred to in article 501 of the Code and a written expert's opinion referred to in article 503 § 1 of the Code shall not be drawn up in relation to the above-mentioned merger plan.

There were no other similar changes in the reporting period and by the date of this Report.

5.3. Description of transactions with affiliated companies and information on transactions concluded by the Company or its subsidiaries with affiliated companies on the terms different than market terms

(i) Transaction with affiliated companies for the single or total transaction value exceeding in the financial year the amount of EUR 500,000

In the case of the Company, in the financial year, there were two transactions meeting the above-mentioned criteria:

- In 2013, Stalexport Autostrady was incurring costs as per maintenance cost estimates and estimates for investments related to the safety and functioning of the office facility located in Katowice at ul. Mickiewiczza 29. All of the above-mentioned expenses were covered by the agency of Biuro Centrum and their total

amount on the part of Stalexport Autostrady was PLN 2,756 thousand. It is the equivalent of approximately EUR 665 thousand (based on the National Bank of Poland's average exchange rate as at 31 December 2013).

- In 2013, Stalexport Autoroute transferred (in instalments) to Stalexport Autostrady a dividend in the total amount of PLN 5,150 thousand, which is the equivalent of approximately EUR 1,242 thousand (based on the National Bank of Poland's average exchange rate as at 31 December 2013).

(ii) Information on transactions concluded by the Company or its subsidiaries with affiliated companies on terms different than market terms

All transactions concluded by Stalexport Autostrady or its subsidiaries with affiliated companies were carried out on the market terms. However, the Management Board of Stalexport Autostrady would like to draw the attention to six significant contracts entered into by its subsidiaries with the affiliated companies. They are as follows:

- **Operation and Maintenance Agreement** which was initially entered into in 1998 by and between Stalexport Autostrady and VIA4. The current agreement was entered into by and between **SAM and VIA4** on 22 March 2006. The Maintenance and Operation Agreement was 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 ensures continuity of services and operation throughout many years of investment project execution. In 2013, the value of the transactions between SAM and VIA4 resulting from the above-mentioned Agreement amounted to PLN 34,428 thousand. Considering the specificity and the scope of the above-mentioned Agreement and very limited market for that type of services, it is difficult to compare the provisions of the Operation and Maintenance Agreement to the terms which may be provided on the so-called free market. Nevertheless, in the opinion of the Company's Management Board, the above-mentioned Agreement was entered into on the market terms and its provisions do not differ from the terms which might be provided if it was signed with an entity not belonging to the Group.
- **Contract No. F2b-1-2009 entered into by and between SAM and the consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o.** (these entities are members of Atlantia Group which holds 99.6% of shares of Pavimental S.p.A., i.e. the sole shareholder of Pavimental Polska Sp. z o.o.) **for the repair of 22 bridges on the A4 motorway.** The selection of the contractor for this Contract was based on the two-stage tendering procedure, the conditions of which were agreed with GDDKiA (pursuant to 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 notice of invitation to 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) the consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o., 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) the consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o. As a result of the tendering procedure which included the assessment of the quality and price criteria, the offer submitted by the consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o. was considered the most beneficial and this 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. Taking into consideration the procedure for the selection of the entity to execute Contract No. F2b-1-

2009, in the opinion of the Company's Management Board its terms should be deemed market terms. As at the end of the third quarter of 2013, all additional works under the Variation Orders were completed. There will be no additional payments associated with this Contract. When performing the works, SAM learned that it was necessary to repair and strengthen the supports of the M48 flyover. According to SAM, this repair is a repair of a latent defect of this flyover under the provisions of the Concession Agreement. SAM lodged a claim against GDDKiA and sustains this claim for the payment of compensation for the repair of latent defects in the supports of the above-mentioned flyover. Works related to the repair of latent defects in the above-mentioned flyover shall not be included as additional works in Contract No. F2b-1-2009 and shall be covered by a separate tender procedure. The total net value of the confirmed amounts due to the consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o. was PLN 115,340 thousand and the value of transactions in 2013 was PLN 4,449 thousand.

- **Contract entered into by and between SAM and Pavimental Polska Sp. z o.o.** (this entity is a member of Atlantia Group which holds 99.6% of shares of Pavimental S.p.A., i.e. the sole shareholder of Pavimental Polska Sp. z o.o.) **for the extension of the Toll Collection Plaza in Brzeczkwice** (351+660 km). The subject of this Contract was the construction of 4 additional toll collection lanes, including toll collection booths on concrete islands and road strips at the Toll Collection Plaza entry and exit. The contractor for this Contract was selected on the basis of an inquiry and price negotiations carried out on the basis of the received reply. The scope of works and the applied procedure were accepted by the Independent Engineer. In the opinion of the Company's Management Board, the above-mentioned Contract was entered into on the market terms and its terms do not differ from the terms which might be provided if it was signed with an entity not belonging to the Group. The works related to the expansion of the Toll Collection Plaza in Brzeczkwice commenced on 22 May 2012 and the contracted works were completed on time, i.e. on 23 December 2012. By the end of 2013, the net value of works invoiced by Pavimental Polska Sp. z o.o. on the account of this Contract amounted to PLN 12,141 thousand..
- **Contract entered into by and between SAM and Autostrade-Tech S.p.A.** (this entity is a member of Atlantia Group which holds 100% of shares of Autostrade-Tech S.p.A.) for the **Replacement of the Toll Collection Equipment (RTCE)**. The contractor for this Contract was selected on the basis of the established tendering procedures. On 31 May 2012, SAM sent invitations to tender to the selected companies. By the deadline (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 deemed the best. The Contract with this company was entered into on 14 September 2012 upon the approval of the Financing Banks. The Contract is being implemented based on the "Design&Build" formula. The Contract price, pursuant to the terms and conditions of the Contract, depends on the choice made by SAM as regards the functioning and interoperability of the Electronic Toll Collection (ETC) system (which is part of the RTCE Contract) with the National Toll Collection System operating on the public road network managed by GDDKiA (the so-called interoperability options). Depending on the selected interoperability option, the initial Contract value was from PLN 15,397 thousand and PLN 15,862 thousand. To ensure full compliance of the scope of the RTCE Contract with the current stage of the extension of both Toll Collection Plazas and the state of negotiations between the Concessionaire and the public party, it was necessary to issue a Variation Order as regards the interoperability. In the opinion of the Company's Management Board, the above-mentioned Contract was entered into on the market terms and its terms do not differ from the terms which might be provided if it was signed with an entity not belonging to the Group. The works related to the RTCE Contract commenced on 22 October 2012 and by the end of the third quarter of 2013 the contractor met the obligations required at the mobilisation stage. In the fourth quarter, the design stage was completed and factory tests of the equipment to be installed under the Contract as well as acceptance tests of the first toll collection lanes

were carried out. In 2013, the net value of works invoiced by Autostrade-Tech S.p.A. on the account of this Contract amounted to PLN 1,764 thousand.

- **Contract entered into by and between SAM and Pavimental Polska Sp. z o.o.** (this entity is a member of Atlantia Group which holds 99.6% of shares of Pavimental S.p.A., i.e. the sole shareholder of Pavimental Polska Sp. z o.o.) **for the extension of the Toll Collection Plaza in Balice.** This was the Contract for the construction of two additional lanes on the north side and one lane on the south side. Such a solution was due to the lack of the consent of Balice International Airport to transfer the land necessary to extend the Toll Collection Plaza in Balice on the south side. Therefore, the Toll Collection Plaza was extended within a limited scope. The contractor for this Contract was selected on the basis of an inquiry and price negotiations carried out on the basis of the received reply. Finally, the works in question shall be performed for a lump-sum fee in the amount of PLN 8,395 thousand. The scope of works and the applied procedure were accepted by the Independent Engineer. In the opinion of the Company's Management Board, the above-mentioned Contract was entered into on the market terms and its terms do not differ from the terms which might be provided if it was signed with an entity not belonging to the Group. The works related to the expansion of the Toll Collection Plaza in Balice commenced on 23 November 2012 and the contracted works were completed on time, i.e. in September 2013. In the fourth quarter of 2013, as specified in the issued Variation Order, the contractor performed the necessary additional works for the amount of PLN 250 thousand. In 2013, the net value of works invoiced by Pavimental Polska Sp. z o.o. on the account of this Contract amounted to PLN 8,645 thousand.
- **Contract No. F2b-4-2013 entered into by and between SAM and the consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o.** (these entities are members of Atlantia Group which holds 99.6% of shares of Pavimental S.p.A., i.e. the sole shareholder of Pavimental Polska Sp. z o.o.) **for the rebuilding of the A-4 motorway water drainage system for 11 catchment areas in the Silesia Province.** The selection of the contractor for this Contract was based on the two-stage tendering procedure, the conditions of which were agreed with GDDKiA (pursuant to 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 notice of invitation to tender was published on 22 April 2013. The tender dossier was provided to five prospective tenderers. By the deadline, i.e. by 5 June 2013, only one offer submitted by the consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o. was received. Having opened and having verified the offer, the tender committee found it to be valid and complete. It was also found that the amount offered for the execution of the Contract is higher than the value specified in the investor's cost estimate. Upon an analysis of the offer components carried out by members of the tender committee and upon negotiations with the consortium, the Contract value was finally reduced and approved in the amount of PLN 19,803 thousand. The Contract was entered into on 26 July 2013. The work commencement order was issued on 3 September 2013 and the time for the performance of works under this Contract is 450 days from this date. Taking into consideration the procedure for the selection of the entity to execute Contract No. F2b-4-2013, in the opinion of the Company's Management Board its terms should be deemed market terms. In the fourth quarter of 2013, the consortium completed the mobilisation stage and thus it was possible for the consortium of Pavimental S.p.A. and Pavimental Polska Sp. z o.o. to issue an interim invoice for the net amount of PLN 892 thousand.

5.4. [Information regarding contracts on credits and loans incurred and revoked in the financial year](#)

In 2013, the Company did not raise any credits or loans and no credit or loan agreement was terminated.

5.5. Information on loans granted in the financial year, in particular loans granted to the affiliated companies

In 2013, the Company did not grant any loans to the affiliated companies or entities not belonging to the Group.

5.6. Information on guarantees granted and received in the financial year, in particular guarantees granted to the affiliated companies

In 2013, the Company did not grant nor received any guarantees. As at the end of 2013, the Company has a contingent liability under the performance guarantee towards VIA4 in the amount of PLN 17,098 thousand. The Company receives remuneration on this account.

5.7. Information on issuance of securities including the description of the usage of the proceeds of the issue by the Company

In 2013, the Company did not issue any securities.

5.8. Explanation of differences between the financial results presented in the annual report and previously published financial result forecasts for the financial year

The company did not publish any financial result forecasts for 2013.

5.9. Evaluation of funds management, including in particular the Company's ability to pay off its liabilities and determination of potential threats and actions taken by Stalexport Autostrady or actions it intends to take in order to prevent these threats

Currently, there are no threats related to liquidity. Free funds held by Stalexport Autostrady are sufficient to pay off the liabilities and may be used to finance future motorway projects. Currently, free funds are invested via bank deposits. These investments generate additional financial income.

5.10. Investment plans feasibility assessment

In 2013, the Company allocated the amount of PLN 3 thousand for the investments in non-current assets (office furniture and equipment).

CAPEX for 2014 were limited to the absolute minimum and were of the replacement nature or were related to the requirements for safety and use of the office building at ul. Mickiewicza 29 in Katowice. They shall be financed by Stalexport Autostrady's own funds.

5.11. Assessment of the factors and unusual events affecting the operation results in the reporting period and the description of the impact of these factors or unusual events on the achieved result

As there were objective grounds to expect a decrease in the value of IDEON S.A.'s BDM S.A.'s shares, i.e. a decrease in fair value (market value) of these financial assets as compared to the value as at the end of 2012, in 2013, the Company recognised additional revaluation write-offs in the amount of PLN 1,174 thousand and PLN 438 thousand respectively.

Additional information regarding this matter is available in Section 3 of this Report (Stalexport Autostrady financial analysis).

5.12. Description of the external and internal factors significant for the Company's development and perspectives for the business development

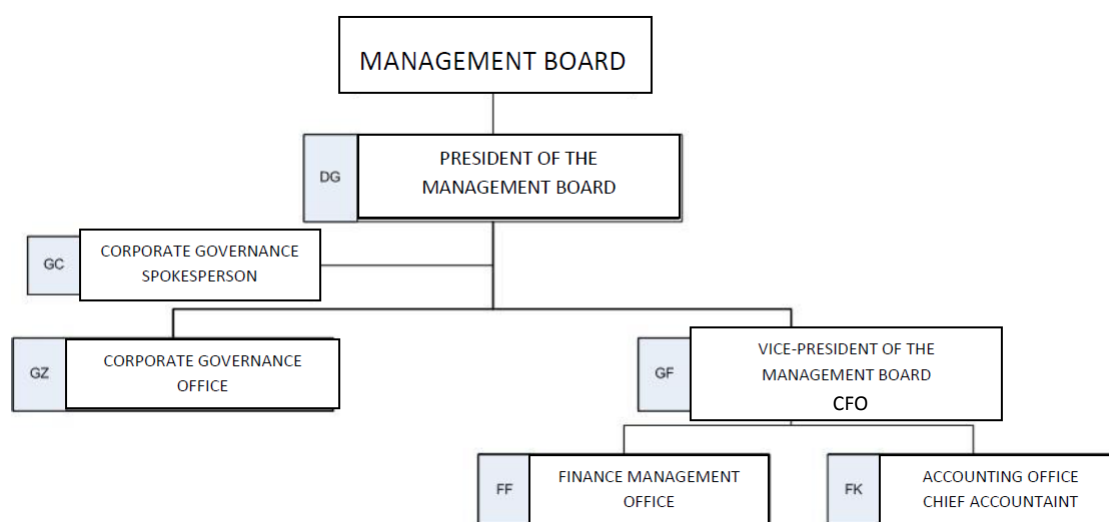
Detailed information was presented in the following Sections of this document:

- Section 3 of the Report (Stalexport Autostrady – financial analysis);
- Section 4 of the Report (Analysis of the core business of the Company);
- Section 6 of the Report (Perspectives for development and major risks and threats; description of the external and internal factors significant for Stalexport Autostrady's development).

5.13. Changes to the basic principles for the Company's management and essential information for the employment situation assessment

In 2013, there were no changes to the Company's organisational structure which is presented in the figure below.

Figure 4 Organisational structure of Stalexport Autostrady as at 31 December 2013



Source: Company's documents

Furthermore, as at 31 December 2013, a decrease in the number of employees to 22 (6% FTE) was recorded as compared to 31 December 2012, when there were 23 employees (7% FTE).

The number of employees was reduced due to the consolidation of the position of Vice-president of the Management Board of Stalexport Autostrady and Vice-president of the Management Board of SAM as at 1 January 2013.

5.14. Information regarding the agreements between the Company and the managing persons providing for compensation if they resign or are made redundant without valid reason or if they are recalled or dismissed because of Company's merger by takeover

The contracts with persons being in 2013 members of the Management Board provide for the following:

- in the case of Emil Wąsacz – a 6-month severance pay in the case of recalling before the end of the term of office;
- in the case of Mariusz Serwa – 6-month remuneration in the case of termination of the contract by the Company, excluding termination for reasons attributable to the managing person.

5.15. Remuneration of the managing and supervising persons of Stalexport Autostrady

Pursuant to the Statutes of Stalexport Autostrady, the rules for the Management Board members' remuneration payment are defined by the Supervisory Board. In 2013, the total remuneration paid to the Company's managing persons, i.e. members of the Management Board, amounted to PLN 905 thousand. The total remuneration of the Company's managing persons received for being a member of the subsidiaries' governing bodies in the same period amounted to PLN 1,023 thousand. The detailed information regarding the amount of remuneration of the Company's managing persons in 2013 is presented in the table below.

Table 4 Remuneration paid in 2013 to the Company's managing persons [figures in '000 PLN]

No.	Name and surname	Position in the Company	Remuneration, rewards or profit amounts paid within the Company	Remuneration amounts received for being a member of the subsidiaries' governing bodies	TOTAL
1.	Emil Wąsacz	President of the Management Board Director General	748	569	1,317
2.	Mariusz Serwa	Vice-president of the Management Board CFO	157	454	611
x	TOTAL		905	1,023	1,928

Source: internal analysis

The remuneration amounts presented in the table above include the payment of the amount of PLN 155 thousand on the account of an annual bonus paid out in 2013 and concerning 2012, which was included in the provision created for 2012, and payment of the amount of PLN 90 thousand on the account of a special award.

The provision for the Management Board's bonuses for 2013 in the amount of PLN 199 thousand and the provision of the payment of the three-year incentive plan covering the period between January 2013 and December 2015 in the amount of PLN 994 thousand were entered into books for 2013.

Pursuant to the Statutes of Stalexport Autostrady, the rules for the Supervisory Board members' remuneration payment are defined by the General Meeting.

In 2013, the total remuneration of the members of the Supervisory Board amounted to PLN 63 thousand. The detailed information regarding the amount of the remuneration paid to individual persons serving as members of the Supervisory Board of Stalexport Autostrady in this period are presented in the table below.

Table 5 Remuneration paid in 2013 to the members of the Company's Supervisory Board [figures in '000 PLN]

No.	Name and surname	Position in the Supervisory Board of Stalexport Autostrady	Remuneration amount
1.	Roberto Mengucci	Chairman	did not receive remuneration
2.	Aleksander Galos	Vice-chairman	34
3.	Michelangelo Damasco	Secretary	did not receive remuneration
4.	Nicolo Caffo	Member	did not receive remuneration
5.	Stefano Cusmai	Member	did not receive remuneration
6.	Tadeusz Włudyka	Member	29
7.	Costantino Ivoi	Member	did not receive remuneration
8.	Pietro La Barbera	Member	did not receive remuneration
	Total		63

Source: internal analysis

There are no incentive or bonus programmes based on the Company's capital, including programmes based on senior bonds, convertible bonds, warrants (in cash, in kind or any other form), paid, due or potentially due to the Company's managing and supervising persons.

5.16. The Company's shares and the affiliated companies' shares held by persons managing and supervising Stalexport Autostrady

The number and nominal value of Stalexport Autostrady's shares held by the persons managing and supervising the Company is provided based on declarations of these persons. The balance as at 31 December 2013 and as at the date of this Report is presented in the table below.

Table 6 The number and nominal value of Stalexport Autostrady's shares held by persons managing and supervising the Company (as at 31 December 2013 and as at the date of this Report)

No.	Name and surname	Number of shares [units]	Nominal value [in PLN]
1.	Emil Wąsacz	59,000	44,250

Source: internal analysis based on declarations made by the persons managing and supervising the Company

Persons managing and supervising Stalexport Autostrady do not hold any shares in affiliated companies.

5.17. Information on the agreements known to the Company (also including those entered into after the balance sheet date), which in the future may result in changes in proportions of the shares held by the existing shareholders and bondholders

The Company is not aware of other agreements which may result in changes in proportions of the shares held by the existing shareholders.

5.18. Information on the control system regarding employee share schemes

There are no employee share schemes in Stalexport Autostrady.

5.19. Date of entering into contract with an entity authorised to audit financial statements and consolidated financial statements for the period of the contract, as well as the total amount of remuneration for the separate and consolidated audit in a given financial year

In accordance with the powers stipulated in the Statutes of the Company, the Supervisory Board entrusted the audit of the financial statements and consolidated financial statements of Stalexport Autostrady S.A. Group for 2013 to Deloitte. Deloitte is entered into the list of entities authorised to audit financial statements under No. 73.

On 13 July 2012, the Company entered into an agreement with Deloitte for the audit and review of the financial statements in the period 2012-2013.

The total Deloitte's remuneration for the audit and review of the financial statements for 2013 shall amount to net PLN 105 thousand, including the works related to the following:

- review of the interim separate and consolidated financial statements of Stalexport Autostrady for the period of 6 months ended on 30 June 2013 – PLN 31.5 thousand;
- audit of the annual separate and consolidated financial statements of the Company for 2013 – PLN 73.5 thousand.

The limit for additional costs subject to reimbursement was agreed to be 5%.

The total Deloitte's remuneration for the audit and review of the financial statements for 2012 amounted to net PLN 105 thousand including the works related to the following:

- review of the interim separate and consolidated financial statements of Stalexport Autostrady for the period of 6 months ended on 30 June 2012 – PLN 31.5 thousand;
- audit of the annual separate and consolidated financial statements of the Company for 2012 – PLN 73.5 thousand.

The limit for additional costs subject to reimbursement was agreed to be 5% and the actual additional costs amounted to PLN 5 thousand.

5.20. Information on proceedings before the court, authority competent for the arbitration proceedings or public administration authority

The Company is not a party to any proceedings before the common or arbitration court of law or public administration authority in matters in the case of which the 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.

6. Perspectives for development and major risks and threats; description of the external and internal factors significant for Stalexport Autostrady's development

6.1. Growth prospects

In recent years, the Company has participated in tenders related to the construction, management and operation of toll motorways. The Road Construction Programme is a potential market for the Company and the Group companies. However, it should be emphasised that the road infrastructure area is a sector heavily dependent on the State regulator. Thus, the number of tenders related to the projects interesting for the Company and possibility of their implementation under the PPP formula is the consequence of the Public Side's policy on road construction and the national budget. Prospects for external growth of Stalexport Autostrady are related to possible implementation of potential motorway projects described in Section 4 of this Report.

As far as internal growth is concerned, the Group makes and shall continue to make efforts to improve the quality of services provided to the motorway users by extending the Toll Collection Plazas and by the currently executed project of replacement of toll collection equipment, which shall make it possible for the customers to pay for using the motorway by diversified means of payment. These efforts are intended to improve the flow capacity of the Toll Collection Plazas and to shorten the transaction time. Additionally, the public party conducts legislative works related to the possible interoperability between the viaTOLL electronic toll collection system and the toll collection managed by the companies being parties to the contracts for construction and operation of toll motorways. Thanks to the planned solutions, vehicles equipped with on-board viaTOLL devices would be able to drive the national roads already covered with the viaTOLL system as well as future motorways managed by the aforesaid companies. The Group is expecting further details regarding the solutions planned by the public party.

6.2. Description of major risks and threats, the external and internal factors significant for Stalexport Autostrady's development and risk prevention methods

Major risks and threats and the external and internal factors significant for the operation of Stalexport Autostrady may be divided into two basic groups related to the following:

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

Within this scope, the risks as well as the economic and financial factors related to 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 Poland has an impact mainly on the number of vehicles using the A4 motorway (this factor affects mainly the truck traffic) and thus on the level of revenue from toll collection generated by the Concessionaire. The Group mitigates this risk by means of adequate (optimal) price policy and by taking actions aiming at the improvement of the customer service quality by the extension of the toll collection plazas on the motorway section managed by the Group and replacing toll collection equipment (currently executed), which shall make it possible for the customers to pay for using the motorway by diversified means of payment.

As far as the **construction work market** is concerned, the economic boom period increases the prices of construction services and decreases the efficiency of the A4 Katowice-Kraków project, whereas in the economic crisis period the Group may negotiate more beneficial conditions for the execution of necessary works, thus more funds remain at the disposal of the shareholders. The Company makes efforts to mitigate

the risk within this area by active management, as authorised under the Concession Agreement, of the schedule of planned and carried out construction works.

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 the execution of infrastructure projects and by active participation in a public debate regarding new legislative solutions, etc., the Company makes efforts to prevent these risks. This risk group includes also the potential efforts to change the existing law, which may affect the revenue or expense level of the A4 Katowice-Kraków project. It is worth emphasising that the Concession Agreement includes provisions which make it possible to claim damages from the State Treasury if the public party takes actions that adversely affect the profitability of the A4 Katowice-Kraków project.

Additional risks are also related to the decision of **Urząd Ochrony Konkurencji i Konsumenta** [Office of Competition and Consumer Protection] (hereinafter referred to as "UOKiK") in which UOKiK stated that the practices of the Concessionaire infringed the competition by "charging unfair prices for using the toll section of the motorway in the amount specified in the price list, in spite of the repair works being carried out within this section, resulting in major traffic hindrances" and ordered to stop these practices. When performing repairs resulting in major traffic hindrances in the future, the Concessionaire should allow for the wording of the decision in the context of the policy applicable to identification of the toll rates.

▪ **Lease of the office space and investment of the owned funds**

Within this scope, the risks related to the economic situation and investment climate, as well as the risk of the market interest rate shall be mentioned.

The **economic situation** in Poland directly affects the office space lease market and thus the size of the unoccupied (unleased) space and the rent rates. The Company mitigates this risk by the application of a flexible price policy and by making other efforts to increase the attractiveness of the office space and to improve the user safety. Furthermore, the Company makes constant efforts to win new lessees.

Owing to the revenue structure and the nature of the business, the financial results of the Company are subject to a relatively high **interest rate risk**. This risk is related to the changeability of the financial markets and manifests itself in changes in the money value. Stalexport Autostrady mitigates this risk by the diversification of the periods for which the funds for future motorway projects are invested

7. Statement of the Management Board of Stalexport Autostrady on the Company's corporate governance rules

7.1. Introduction

Performing the duty stipulated in § 29(5) of the GPW Regulations and the resolution No. 1013/2007 of the GPW's Management Board of 11 December 2007 (regarding the scope and the structure of the report on the application of the corporate governance rules by listed companies) and the resolution No. 718/2009 of GPW's Management Board of 16 December 2009 (regarding the submission of the corporate governance reports by listed companies), the Management Board of Stalexport Autostrady publishes this statement on the Company's application of the corporate governance rules specified in "Good Practices of the Companies Listed on GPW" in the period from 1 January 2013 to the date of publishing the annual report for 2013.

7.2. Corporate governance rules the Company is subject to and its public availability

The Management Board of Stalexport Autostrady declares that the corporate governance rules the Company is subject to are publicly available on the following websites:

- the website of Stalexport Autostrady (www.stalexport-autostrady.pl);
- the website of Warsaw Stock Exchange (www.corp-gov.gpw.pl);
- the website of Stowarzyszenie Emitentów Giełdowych [Polish Association of Stock Exchange Issuers] (www.seg.org.pl).

7.3. Information on the scope in which the Company renounced the provisions of the above-mentioned corporate governance rules, identification of these provisions and explanation of the reasons for this renouncement

Pursuant to the resolution No. 1014/2007 of the GPW's Management Board of 11 December 2007 regarding partial exemption from the obligation to publish the report on the corporate governance rules applicable to the main market of GPW, the Management Board of Stalexport Autostrady, adhering to the rules specified in the Good Practices of the Companies Listed on GPW (DPSN), declares that in 2013 the Company did not broadcast the GMs over the Internet, but it recorded the GMs and published the recordings on its website. Furthermore, the Company notified with delay, i.e. on 11 February 2014, of the number of women and men being members of the Management Board and Supervisory Board of Stalexport Autostrady in two last years, as specified in DPSN (Section II (1)(2a)).

7.4. Description of the basic attributes of the Company's systems of internal control and risk management as regards drawing up of the unconsolidated and consolidated financial statements

The Management Board of Stalexport Autostrady is responsible for the system of internal control and its effectiveness. The system of internal control and risk management as regards drawing up of the financial statements involves the procedures for drawing up and approving the financial statements in force in Stalexport Autostrady. The system makes it possible to monitor the liabilities and to control the costs and the achieved results on the date-to-date basis. The financial data which are the basis for the financial statements and periodic reports come from the accounting and financial system IMPULS into which the documents are entered in line with the Company's accounting policy based on the International Accounting Standards.

The financial statements are drawn up by the financial and accounting staff under the control of the Company's Chief Accountant and then verified by the Vice-president of the Management Board and CFO in cooperation with the Finance Management Director and their final wording is approved by the Management Board in a resolution.

The financial statements approved by the Management Board are verified by an independent auditor (chartered accountant) appointed by the Supervisory Board of the Company. Then, pursuant to § 18(2)(1) of the Company's Statutes, the Supervisory Board – following the recommendation of the Audit Committee, each year verifies whether the audited financial statements of the Company and the Group are consistent with the books and documents and whether they reflect the real situation, and notifies the shareholders of the results of this verification in its annual report.

The Company systematically monitors changes required under external laws and regulations concerning the stock exchange reporting requirements and it takes steps to implement them in advance.

7.5. Shareholders holding directly or indirectly significant blocks of shares and the number of shares held by these shareholders, their percentage share in the share capital, the number of votes related to these shares and their percentage share in the 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% of the total number of votes at the Stalexport Autostrady's GM as at 31 December 2013 and as the date of this Report are listed in the table below.

Table 7 List of Stalexport Autostrady's shareholders holding significant blocks of the Company's shares (as at 31 December 2013 and as at the date of this Report)

Company name	Number of ordinary bearer shares [units]	Share in share capital [%]	Number of votes at GM [units]	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: internal analysis

7.6. Holders of any shares giving the special control rights and description of these rights

No shares of Stalexport Autostrady provide shareholders with the special control rights towards the Company.

7.7. Information on all limitations regarding exercising the voting right, such as limitation of exercising the voting right by the holders of a specified part or number of votes, time limitations regarding exercising the voting rights or provisions under which, with the cooperation of the company, the capital rights related to the securities are separated from the ownership of the securities

The shares of Stalexport Autostrady are not subject to any limitations as far as exercising the right to vote related to the shares is concerned.

7.8. Information on all limitations regarding transferring the ownership rights to the Company's securities

The shares of Stalexport Autostrady are not subject to any limitations as far as the transferring of the ownership rights is concerned.

7.9. Description of the rules of appointing and recalling of the managing persons and their rights, in particular the right to decide on the issuance or buy out of shares

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 and other members of the Management Board are appointed by the Supervisory Board at the motion of the President of the Management Board.

The rights of the Management Board are specified in the Statutes of the Company, Regulations of the Management Board issued on the basis of these Statutes, Polish Code of Commercial Partnerships and Companies and other generally applicable laws. The Statutes of the Company and the Regulations of the Management Board form enclosures to this annual report (**Enclosures No. 1 and No. 2**) and are also available on the corporate website of Stalexport Autostrady (www.stalexport-autostrady.pl).

7.10. Description of the rules of amending the Statutes or the Articles of Association of the Company

The Statutes of the Company shall be amended as specified in the Polish Code of Commercial Partnerships and Companies. The Statutes do not stipulate otherwise in this respect, except for § 5(2) which concerns material change of the objects of the Company. In such a case, the Statutes do not stipulate the necessity to buy out the shareholders that do not agree on the amendment.

7.11. The General Meeting's rules of action and its basic powers and the description of the rights of shareholders and the way of exercising these rights, in particular the rules stipulated in the Regulations of the General Meeting if such Regulations were approved, provided that the information in this respect does not result directly from the law

The General Meetings of Stalexport Autostrady are held in line with the rules stipulated in the Polish Code of Commercial Partnerships and Companies, the Statutes and the Regulations of the General Meeting, and these rules do not differ from the rules which are applied by other companies listed on GPW. In particular, apart from the shareholders, the members of the Management Board and the Supervisory Board of the Company as well as the guests, including experts invited by the body convening the General Meeting, may attend the General Meeting. A representative of the auditor of the Company attends the General Meetings whose agenda comprises financial matters of the Company and gives explanations during such Meetings.

GMs are convened in the manner and according to the rules stipulated in the commonly binding regulations. It means that the announcement on convening a General Meeting is made in the current report and published at the website of Stalexport Autostrady (www.stalexport-autostrady.pl) not later than 26 days before the date of the General Meeting.

The shareholders that hold the shares of Stalexport Autostrady on the 16th day before the date of the General Meeting, which is the record date, are entitled to take part in the General Meeting. The basis for permitting a shareholder to attend the General Meeting is putting a given shareholder on the list made available to the Company by Krajowy Depozyt Papierów Wartościowych S.A. [National Depository of Securities] (KDPW) not later than one week before the date of the General Meeting.

The General Meetings are held in the Company's registered office and the detailed rules of its debate are specified in the Regulations of the General Meeting of Stalexport Autostrady adopted on 27 November 2002. The currently binding text of the Regulations of the General Meeting takes into account the amendments introduced in 2004, 2005, 2006 and 2010, and forms **Enclosure No. 3** to this Report. It is also available on the corporate website of Stalexport Autostrady. The amendments introduced in 2010 take into account the new rules for the organisation of the General Meetings of public (listed) joint stock companies, which were introduced on 3 August 2009 by amending the Polish Code of Commercial Partnerships and Companies of 5 December 2008 (Dz.U. of 2009, No. 2, item 28).

The above-mentioned Regulations specify in particular the scope of rights of shareholders (in relation to the most important right that is exercised by them, i.e. participation in the General Meeting) and the way these rights are exercised, the rules of appointing the Chairman of the General Meeting, the tasks of the Chairman of the General Meeting and his duties, the rules of appointing members of the Returning Committee and its duties. In practice, the Returning Committee is not appointed according to the decision of the General Meeting,

because the voting is carried out via a computer system of casting and counting the votes, and the printed results of voting are signed by the Chairman of the General Meeting pursuant to § 10a of the Regulations of the General Meetings.

Pursuant to § 24 of the Company's Statutes, the resolutions of the General Meeting are required in particular in the case of:

- 1) approval, upon review, of the Management Board's Report on the Company's Activities and the financial statements for the previous financial year;
- 2) distribution of profit/covering losses;
- 3) acknowledgement of the fulfilment of duties by members of the Management Board and members of the Supervisory Board;
- 4) disposal and lease of the enterprise or its organised part and creating of a limited right in rem over them;
- 5) the issue of convertible bonds or senior bonds;
- 6) review and approval of the financial statements of Stalexport Autostrady Group;
- 7) amendment to the Company's Statutes, including the objects of the Company, share capital increase or decrease and redemption of shares;
- 8) material change of the objects of the Company;
- 9) dissolution and liquidation of the Company;
- 10) Company's merger, demerger and transformation;
- 11) appointing members of the Supervisory Board after their number has been determined for a given term of office and recalling these members of the Supervisory Board;
- 12) determining the remuneration rules for the appointed members of the Supervisory Board.

7.12. The composition and its changes which took place in the last financial year and the description of the activity of the bodies managing, supervising or administering the Company and their committees

(i) Management Board

Pursuant to § 10 of the Company's Statutes, the Management Board is composed of 1 to 3 persons. The President of the Management Board is appointed by the Supervisory Board and other members of the Management Board are appointed by the Supervisory Board at the motion of the President of the Management Board. Joint term of office of the Management Board's members lasts three successive years and their mandates expire on the day of holding the GM approving the financial statements for the last full financial year of performing the function of the Management Board's member.

In the reporting period, the composition of the Management Board didn't change and it was as follows:

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

(ii) Supervisory Board

Pursuant to § 14 of the Company's Statutes, the Supervisory Board is composed of 5 to 9 persons appointed for the joint term of office of three years. The General Management appoints and recalls members of Supervisory Board having first determined their number for a given term of office.

In the resolution No. 22, the General Meeting on 30 March 2010 decided that Stalexport Autostrady's Supervisory Board of the 7th term of office (2010-2012) shall be composed of eight members. Then, the General Meeting on 22 December 2010 in the resolution No. 3 and the Ordinary General Meeting on 4 March 2012 in the resolution No. 19 decided that the Supervisory Board of the 7th term of office (2010-2012) shall be composed of seven members.

Because of the end of the 7th term of office of the Supervisory Board, on 3 April 2013, the General Meeting (in the Resolution No. 21) decided that Stalexport Autostrady's Supervisory Board of the 8th term of office (2013-2015) shall also be composed 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 – Vice-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 8th term of office:

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 at the date of this Report).

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

On 5 July 2013, the Supervisory Board had the following composition:

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

On the same day, acting pursuant to § 25(2) of the Regulations of the Supervisory Board of Stalexport Autostrady and pursuant to Good Practices of the Companies Listed on GPW, including especially good practices for members of Supervisory Boards, the Supervisory Board appointed the Audit Committee and Remuneration Committee out of the Supervisory Board members.

As at the date of this Report, the Supervisory Board's committees had the following composition:

Remuneration Committee:

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

Audit Committee:

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

The Supervisory Board acts pursuant to the law, including the Polish Code of Commercial Partnerships and Companies and the Statutes adopted by GM. Moreover, pursuant to the Company's Statutes, the Supervisory Board adopted its Regulations defining the course of proceedings. These Regulations form **Enclosure No. 4** to this Report and are also available on the corporate website of Stalexport Autostrady (www.stalexport-autostrady.pl).

The Supervisory Board's committees act pursuant to the Regulations adopted by the Supervisory Board. These Regulations form Enclosures to the Regulations of the Supervisory Board. They are also available on the corporate website of the Company (www.stalexport-autostrady.pl).

(iii) Proxies

Pursuant to Article 371 § 4 of the Polish Code of Commercial Partnerships and Companies, proxies are appointed by the Management Board. In the reporting period there were no proxies in the Company.

8. Summary

Summarising the presentation of the Report, we would like to emphasise that Stalexport Autostrady, operating in the motorway business, has sound financial basis guarantees the stability of its business and provides opportunities for future implementation of usually very capital-consuming projects related to the construction and management of motorways.

Vice-president of the Management Board

CFO

.....

/Mariusz Serwa/

President of the Management Board

Director General

.....

/Emil Wąsacz/

Mysłowice, 5 March, 2014

9. Statements

- 9.1. Statement of the Management Board setting forth that according to their best knowledge, the annual financial statements as well as the comparable data have been drawn up in line with the applicable accounting standards and they give a true and fair view of the Company's state of affairs and its financial position, and that the Management Board's Report on the Activities of the Company gives a true presentation of the Company's development, achievements and position, including the description of major risks

Statement

We hereby state that according to our best knowledge, the annual financial statements of the Company for 2013 and comparable data have been drawn up in line with the applicable accounting standards and they give a true and fair view of the Stalexport Autostrady's state of affairs and its financial result.

At the same time we also declare that the annual Management Board's Report on the Activities of Stalexport Autostrady gives a true presentation of the Company's development, achievements and position, including the description of major risks and threats.

Vice-president of the Management Board

President of the Management Board

CFO

Director General

.....
/Mariusz Serwa/

.....
/Emil Wąsacz/

Mysłowice, 5 March 2014

- 9.2. Statement of the Management Board stating that the entity authorised to audit the financial statements, auditing the annual financial statements, has been appointed in accordance with the provisions of the law and that this entity as well as chartered auditors conducting the audit have met the conditions regarding issuing impartial and independent opinion on the audited annual financial statements, in line with applicable provisions of the law and professional standards

Statement

We hereby state that Deloitte with its registered office in Warszawa, authorised to audit the financial statements, auditing the annual financial statements for 2013, has been appointed in accordance with the provisions of the law, i.e. pursuant to § 18(3)(8) of the Statutes of Stalexport Autostrady.

At the same time, we also declare that the above-mentioned entity and the chartered auditors conducting the audit have met the conditions regarding issuing impartial and independent opinion on the audited annual financial statements, in line with applicable provisions of the law and professional standards.

Vice-president of the Management Board

President of the Management Board

CFO

Director General

.....

.....

/Mariusz Serwa/

/Emil Wąsacz/

Mysłowice, 5 March 2014

10. Enclosures

Enclosure No. 1 Stalexport Autostrady's Statutes

Enclosure No. 2 Regulations of the Management Board of Stalexport Autostrady

Enclosure No. 3 Regulations of the General Meeting of Stalexport Autostrady

Enclosure No. 4 Regulations of the Supervisory Board of Stalexport Autostrady

Enclosure No. 5 Financial highlights of Stalexport Autostrady

The Statutes and the above-mentioned Regulations are also available on the corporate website of Stalexport Autostrady (www.stalexport-autostrady.pl).

Enclosure no 1

**Stalexport Autostrady
Joint Stock Company**

STATUTES¹

consolidated text determined by the SB's resolution No. 17 dated 5th July, 2013

¹ This document is a free translation of the Polish original. The binding Polish original should be referred to in matters of interpretation.

I. GENERAL PROVISIONS

§1

1. The Company's firm is Stalexport Autostrady Joint Stock Company.
2. The Company may use the abbreviation of the firm: Stalexport Autostrady S.A. and the graphic or verbal-graphic symbol that distinguishes it (logotype).

§2

The city of Mysłowice is the seat of the Company.

§3

(deleted)

§4

The Company conducts its activity on the basis of this Statutes, the Code of commercial companies and other regulations in force.

II. THE SUBJECT OF THE COMPANY ACTIVITY

§5

1. The subject of the Company activity:

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

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

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

2. The General Meeting of Shareholders may pass a resolution on a significant change of the subject of the Company's activity also without buying out the shares of these shareholders who do not accept the change provided that such resolution is passed with the majority of two thirds of votes in the presence of the people who represent at least one half of the stock capital.

III. STOCK CAPITAL

§6

The stock capital of the Company amounts to PLN 185,446,517.25 (one hundred eighty five million four hundred and forty six thousand five hundred seventeen zloty and twenty five).

§7

The stock capital of the Company is divided into 247,262,023 (two hundred forty seven million two hundred sixty two thousand twenty three) of ordinary bearer shares of a nominal value of PLN 0,75 (seventy five) each, including 8,341,030 (eight million three hundred forty one thousand thirty) shares of the A series with numbers from A 000,000,001 to A 008,341,030; 492,796 (four hundred ninety two thousand seven hundred ninety six) shares of the B series with numbers: from B 008,341,031 to B 008,833,826; 4,000,000 (four million) shares of the D series with numbers: from D 008,833,827 to D 012,833,826; 94,928,197 (ninety four million nine hundred twenty eight thousand one hundred ninety seven) shares of the E series with numbers: from E 12,833,827 to E 107,762,023; 50,000,000 (fifty million) shares of the F series with numbers: from F 107,762,024 to F 157,762,023; and 89,500,000

(eighty nine million five hundred thousand) share of the G series with numbers from G 157,762,024 to G 247,262,023.

All shares of the Company are bearer shares.

§8

1. The Shares may be written off with the consent of a shareholder by means of the acquisition by a Company determined in the Resolution of General Meeting.
2. *(deleted)*
- 2.a *(deleted)*

IV. THE COMPANY'S AUTHORITIES

§9

The authorities of the Company are:

1. The Management Board of the Company.
2. The Supervisory Board.
3. The General Meeting.

A. THE MANAGEMENT BOARD OF THE COMPANY

§10

1. The Management Board consists of 1 to 3 persons.
2. The Supervisory Board appoints the President of the Management Board and the Supervisory Board appoints the other members of the Management Board upon the motion of the President of the Management Board.
3. The joint term of office of the members of the Management Board lasts three consecutive years and their mandates expire on the day of the General Meeting approving the financial report for the last full turnover year of performing the function of the member of the Management Board.
4. *(deleted)*
5. The member of the Management Board can be recalled or suspended in his functions at any time by the Supervisory Board and also by the General Meeting.
6. A person who is a Polish citizen with a place of residence on the territory of the Republic of Poland can be appointed President of the Management Board.

§11

1. The Management Board conducts the matters of the Company and the right of the member of the Management Board to represent the Company concerns all judicial and extrajudicial actions of the company.
2. The Management Board makes its decisions in the form of resolutions or without resolutions being passed. The resolution form is required for decisions concerning:
 - 1) purchasing and selling real properties, and a part of them as well, and the perpetual usufruct or a part of it, with the reservation, that if the the value of the transaction exceeds five million PLN the approval of the Supervisory Board is required,

- 2) incurring liabilities, including credits, sureties, etc. the value of which exceeds one million PLN,
 - 3) *(deleted)*,
 - 4) convening general meetings and accepting draft resolutions for these meetings,
 - 5) proposing the Supervisory Board the selection of a chartered auditor,
 - 6) purchasing and selling the company shares or shares of other companies,
 - 7) creating a company branch or representation abroad,
 - 8) lay-offs,
 - 9) adopting an investment plan, selling and leasing the enterprise with a group of tangible and intangible assets, as well as transferring the usufruct rights.
3. The resolutions of the Management Board are passed with an absolute majority of votes and in case of an equal amount of votes, the vote of the President of the Management Board is the casting one.
 4. The Management Board may also adopt resolutions in all matters it deems material and essential, as long as they fall within the objects of the Company as well as its functioning.
 5. The resolutions of the Management Board are recorded and the minutes should include the agenda, the list of the present members of the Management Board, the list of votes cast in regard to the individual resolutions, distinct sentences and signatures of the present members of the Management Board.
 6. The Management Board may pass its own regulations. The Management Board regulations are approved by the Supervisory Board.

§12

When the Management Board is numerous, the following persons are entitled to submit declarations on behalf of the Company:

- independently - the President of the Management Board,
- jointly - two members of the Management Board,
- or - the member of the Management Board with the proxy.

§13

The remuneration and other terms of employing the members of the Management Board are determined by the Supervisory Board which concludes suitable contracts with them and also represents the Company in possible disputes with the members of the Management Board.

B. THE SUPERVISORY BOARD

§14

1. The Supervisory Board consists of 5 to 9 members including the Chairman and its deputy. The General Meeting decides about the number of members of the Supervisory Board for a given term.
2. The term of the Supervisory Board lasts three years. The mandates of the Supervisory Board's members expire on the day of the General Meeting approving the financial statements for the last full year of performing duties as a member of the Supervisory Board.
3. The Supervisory Board's members are appointed for a joint term. The mandate of a member of the Supervisory Board, appointed before the end of the term, expires simultaneously with the mandates of the other members of the Supervisory Board.

4. The General Meeting appoints and recalls the members of the Supervisory Board. The member of the Supervisory Board shall elect, from among its members, the Chairman of the Supervisory Board and at his request - the Deputy Chairman.
5. In the event of death or resignation of a member of the Supervisory Board is entitled to continue its work within a given term, unless the number of remaining members meet the rules provided by law. Passage 6 of §14 shall apply accordingly.
6. The Supervisory Board should comprise also the independent members, i.e. independent of any relations, which could have significant impact on the ability of an independent member to make impartial decisions.
7. Independency discussed in passage 6 should be understood as:
 - a) the lack of relations with the Company, i.e. the member of the Supervisory Board is not related with the Company or its subsidiary or associated companies by employment contract or any other civil law agreements resulting in its dependency,
 - b) lack of relations with shareholders possessing over 5% shares in equity capital, i.e. the member of the Supervisory Board:
 - is not related with the shareholder by the employment contract or by any civil law agreements resulting in its dependency;
 - does not serve on managing and supervising authorities of the entities which are the shareholders of the Company;
 - lack of relations with the members of the Company's Management Board. i.e. a member of the Supervisory Board is not the member of the closest family of any of the members of the Company's Management Board.

§15

1. The Supervisory Board on its first meeting elects in a secret voting the Chairman of the Supervisory Board, his deputy and its secretary and on the next meeting, in case there is such a need conducts supplementary elections.
2. The Chairman of the Supervisory Board or his deputy or a person indicated by the Chairman convenes the meetings of the Supervisory Board and presides at them. The Chairman of the Supervisory Board of the former term of office or a member of the Supervisory Board indicated by the Chairman convenes and opens the first meeting of the newly elected Supervisory Board and presides at it until choosing the Chairman of the Supervisory Board. Should the first meeting of the Supervisory Board not be convened as described above within 14 days from the day of the selection, any of the selected members of the Supervisory Board is entitled to convene it.
3. The Supervisory Board may recall the Chairman, his deputy or the Secretary of the Supervisory Board from the performed function in a secret voting.

§16

1. The Supervisory Board should convene meetings if necessary, however not less than three times during the turnover year.
2. The Chairman of the Supervisory Board or his deputy has the duty to convene the meeting of the Supervisory Board upon the request of the Management Board or a member of the Supervisory Board containing the proposed agenda within two weeks from the day of receiving the motion.

§17

1. Taking into consideration the resolutions of section 2, the Supervisory Board passes resolutions with an absolute majority of votes, i.e. the number of votes exceeding half of the cast valid votes when at least half of the Supervisory Board's composition is represented.
2. The Supervisory Board passes its regulations which determine the mode of its proceedings in a detailed way.
3. The members of the Supervisory Board may take part in passing resolutions of the Supervisory Board, casting their vote in writing by hand of another member of the Supervisory Board with the exclusion of matters that are introduced to the agenda on the meeting of the Supervisory Board.
4. The members of the Supervisory Board may participate in passing resolutions casting their vote in a written course or by using means of direct remote communication under the condition of notifying all members of the Supervisory Board about the contents of the resolution draft.

§18

1. The Supervisory Board permanently supervises the activity of the Company in all domains of its activity.
2. The Supervisory Board has, in particular, the following entitlements:
 - 1) to estimate the reports of the Management Board on the Company's activity and the financial report for the previous turnover year in the range of their conformity with the books and documents, as well as, with the real status,
 - 2) to estimate the motions of the Management Board concerning the profit distribution or loss coverage,
 - 3) to submit to the General Meeting an annual report, in writing, on the results of the estimates mentioned in point 1 and 2.
3. The Supervisory Board is also entitled to:
 - 1) to approve the regulations of the Management Board of the Company,
 - 2) to appoint and recall individual or all members of the Management Board (in a secret voting),
 - 3) to conclude contracts with the members of the management, including the establishment of the remuneration and other terms of performing the function of the member of the Management Board,
 - 4) to determine the remuneration for the member of the Supervisory Board delegated to a permanent individual supervision in case of entrusting this entitlement by the General Meeting,
 - 5) to suspend in functions - out of important reasons - individual or all members of the Management Board (in a secret voting),
 - 6) to delegate the members of the Supervisory Board to temporarily perform the functions of the members of the Management Board who are not able to perform their functions,
 - 7) to grant consent for reducing employment if it has a nature of the so called group dismissal according to the interpretation of proper regulations,
 - 8) to choose, upon the motion of the Management Board, an expert auditor in order to examine financial reports,
 - 9) to give consent to acquire and sell real estates, perpetual usufruct or a share in the real estate of a value exceeding five million PLN,

- 10) to grant the Management Board the consent for acquiring and taking over shares or stocks in other companies the single value of which exceeds one million PLN or 25% in the capital of such company,
- 11) to grant consent for setting up branch offices or representative offices abroad,
- 12) to approve the investment plan for the Company and the Stalexport Autostrady Capital Group,
- 13) to give an opinion on the resolutions presented by the Management Board on General Meetings,
- 14) to give consent to grant guarantees or warranties and also to contract other off- balance sheet liabilities, the single value of which exceeds five million PLN,
- 15) to give consent - on the motion of the Management Board - to issue the bonds other than convertible ones and with the priority rights,
- 16) on the motion of the Management Board - to give a consent to transfer the rights and duties resulting from licences and concessions granted the Company by appropriate bodies of administration,
- 17) on the motion of the Management Board - to give an opinion regarding the sale and leasing of the enterprises as well as tangible and intangible assets and making the right of perpetual usufruct on them,
- 18) on the motion of the Management Board - to give a consent to sell the shares in the subsidiary companies for which Stalexport Autostrady S.A. with the seat in Katowice, is the dominant company.

§19

1. The Supervisory Board carries out its duties collectively, it can, however, delegate its members to an independent performance of definite supervisory functions.
2. The members of the Supervisory Board perform their rights and duties personally.

C. THE GENERAL MEETING

§20

1. The Ordinary General Meeting takes place in a period of 6 months after the passage of each turnover year.
2. The Extraordinary General Meeting may take place in any term when the organs or persons entitled to convene the general meetings acknowledge it as advisable maintaining the binding procedures.
3. The Management Board convenes the General Meeting.
4. The General Meeting shall be convened by publishing the announcement, at least twenty-six days before the date of the meeting, on the company's website and in the manner provided for publishing the current information, in accordance with the provisions of the Act on Public Offering and the conditions for introducing financial instruments to organized trading system and public companies.
5. The Supervisory Board has the right to convene an Ordinary General Meeting, if the Management Board does not convene it in the term defined in section 1 and Extraordinary General Meeting if convening it considers as necessary.
6. The shareholder or shareholders representing at least 1/20 of the stock capital may request to convene an Extraordinary General Meeting.

§21

1. The General Meeting may pass resolutions only in matters covered by the agenda, unless the entire stock capital is represented and no one from the present members submits an objection in regard to passing the resolution.
2. Motions of an orderly nature and the motion on convening the Extraordinary General Meeting may be voted and resolutions in this range passed, despite the fact that they have not been placed on the agenda.
3. Taking off of the agenda or abandonment of examining the question put on the agenda, on motion of the shareholders, requires passing a resolution of the general meeting, after approval given beforehand by all present shareholders, who notified such motion, supported by 75% votes of the general meeting.

§22

The General Meetings are held at the seat of the Company.

§23

1. The General Meeting of Shareholders is opened by the Chairman of the Supervisory Board or his deputy or another member of the Supervisory Board - and in case when the members of the Supervisory Board are absent - the President of the Management Board or a person indicated in writing by the Management Board and next the chairman is chosen from among the persons entitled to participate in the General Meeting.
2. The General Meeting may pass its own regulations, determining the course of conducting the meetings in a detailed way.

§24

1. The resolutions of the General Meeting of Shareholders require, in particular:
 - 1) the approval after considering the Management Board's report on the Company's activity and the financial report for the previous turnover year,
 - 2) the profit distribution or loss coverage,
 - 3) granting the members of the Management Board and the members of the Supervisory Board exoneration from duties performed by them,
 - 4) sale and lease of the enterprise or its organised part and setting up a limited property right upon them,
 - 5) the issue of convertible bonds or bonds with the priority right,
 - 6) consideration and approval of the financial statement of the Stalexport Autostrady Capital Group,
 - 7) the amendment of the Company's Statutes, including the subject of the Company's activity, increase or decrease of the stock capital and also the amortisation of shares,
 - 8) an essential change of the subject of the Company's activity,
 - 9) dissolution and liquidation of the Company,
 - 10) merging, dividing and transforming the Company,
 - 11) appointing members of the Supervisory Board after establishing earlier the number of its members for a given term of office and recalling them,

- 12) determining the remuneration principles for the appointed members of the Supervisory Board.

§25

An essential change of the subject of the Company's enterprise may take place without the duty to redeem shares with the observance of the adequate provisions of law.

V. THE COMPANY'S ECONOMY

§26

The calendar year is the turnover year of the Company.

§27

1. The reserve capital is formed in order to cover losses up to the value no smaller than 1/3 of the stock capital;
2. The Company may form other reserve capitals for covering particular losses or expenditures.

§28

1. The shareholders have the right to a share in the profit indicated in the financial report unless the General Meeting passes a resolution in this subject;
2. The General Meeting determines the day of the dividend and the date of its payment.

VI. FINAL PROVISIONS

§29

1. The Company publishes its announcements in the Judicial and Economic Monitor.
2. Moreover, every announcement of the Company should be posted up at the seat of the Company in places that are accessible to all employees.

Enclosure no 2

**REGULATIONS
OF THE MANAGEMENT BOARD¹**

**of Stalexport Autostrady
Joint Stock Company**

¹ This document is a free translation of the Polish original. The binding Polish original should be referred to in matters of interpretation.

REGULATIONS^{2/3/4}
OF THE MANAGEMENT BOARD

§1

The Regulations determines the organisation and activities of the Management Board of Stalexport Autostrady S.A.

§2

The Management Board conducts the matters of the Company and represents it, and all the matters which are not restricted for the statutory or legal competence of the Supervisory Board or the General Meeting of Shareholders, are within its competence.

§3

1. In case the Management Board is numerous - the Chairman - individually, two members of the Management Board jointly or a member of the Management Board together with a proxy - are entitled to submit declarations on behalf of the Company.
2. The Management Board may grant proxies.

§4

The Management Board conducts the matters of the Company collectively, and the resolutions of the Management Board form the judicial basis for carrying out the provisions of that acts of the internal law for all organizational units and the employees of the Company.

§5

1. Meetings of the Management Board are held once a month, if there is such a need.
2. Meetings of the Management Board are convened by the Chairman or when he is absent, by the member of the Management Board, appointed by the Chairman - out of his own initiative or on a written motion of each of the members of the Management Board.
3. Meetings of the Management Board are also convened out of the initiative of the Supervisory Board or it Chairman.
4. A meeting convened on motion of the Supervisory Board or a member of the Management Board should be held without delay but not later than within 7 days from the date of submitting the motion.

² These regulations were passed - on the basis of §11 reg.5 of Statutes of STALEXPORT S.A. - by the Management Board of the Company on 13.03.2003 (resolution no. 32/2003) and approved by the Supervisory Board on 26.03.2003 (Resolution no 2/2003).

³ §10 the Management Board of the Company on 15.04.2004 (resolution no. 26/2004). The change was approved by the Supervisory Board on 26.04.2004 (resolution no. 3/2004).

⁴ Section 2 §7 deleted by the Management Board on 02.02.2010 (resolution no 10/2010). The change was approved by the Supervisory Board on 02.03.2010 (resolution no 2/2010).

§6

1. A notification about convening a meeting of the Management Board should be such forwarded so as each member of the Management Board was informed about it in an adequate time.
2. The agenda should be enclosed to the notification about the meeting of the Management Board.
3. Participation of members of the Management Board in the meetings is obligatory.

§7

1. The Management Board passes the resolutions in all matters which, according to it are crucial and important in the activity which constitutes the subject of the Company's enterprise and for functioning of the Company.
2. (deleted).
3. In case of justified absence of a member of the Management Board at the meeting, he may, in matters covered by the agenda, submit his standpoint in writing to the Management Board.

§8

1. In justified cases, a resolution may be passed in a circular course, without holding the meeting of the Management Board.
2. In the remaining matters the current decisions are taken by individual members of the Management Board, according to the competence resulting from the Regulations of the Company's Organisation with maintaining the rule of the appropriate representation in case of need to submit declarations on the behalf of the Company.

§9

1. To make resolutions of the Management Board valid, it is necessary to notify about the meeting all members of the Management Board.
2. The President of the Management Board or a member of the Management Board appointed by him, presides over the meetings of the Management Board.
3. Resolutions are passed by the absolute majority of votes, if there is an equal number of votes, the vote of the President of the Management Board is decisive.

§10

1. The members of the Management Board observe the Best Practices accepted by the Company, in particular:

- will inform the Management Board if there is possibility of investing by them or concluding other profitable transaction connected with the subject of the Company activity,
 - will inform immediately the Supervisory Board about each conflict of interests which already occurred or is possible to occur, in connection with the function they perform.
2. In case of an inconsistency between the Company's business with a personal business of a member of the Management Board, his spouse, relatives and kinsmen, the member of the Management Board should restrain himself from taking part in deciding about such matters and he should demand that this be pointed out in the minutes.

§11

1. Other persons, invited by the President out of his own initiative or on motion of a member of the Management Board, may take part in the meetings of the Management Board.
2. A member of the Management Board has the right to object to the participation of persons from beyond the Management Board. The matter will be settled by the Management Board by means of adopting an adequate resolution.
3. All participants of the meeting are obliged to keep the meetings secret.

§12

Resolutions passed by the Management Board should contain the date and the number according to the order they are passed and a concise definition of their subject. Members of the Management Board, who pass the resolutions, sign them.

§13

1. The meetings of the Supervisory Board are entered on the minutes, signed by the members of the Management Board, present at the meeting as well as by the recorder.
2. Persons taking part in the meeting, the agenda, the subject of the passed resolutions, number of votes cast for particular resolutions and individual opinions and, in case a member of the Management Board is absent, the reasons of this absence should be enclosed in minutes.
3. The minutes are kept in the book of minutes of the Management Board meetings.

Enclosure no 3

REGULATIONS OF THE GENERAL MEETING¹
of Stalexport Autostrady
Joint Stock Company

Consolidated text²

¹ This document is a free translation of the Polish original. The binding Polish original should be referred to in matters of interpretation.

² Determined by the Supervisory Board's resolution no. 25/2010 dated on 15.04.2010.

Regulations^{3/4/5/6/7} of the General Meeting

§1

The General Meeting, is the highest organ of authority of Stalexport Autostrady S.A. Convening and preparing the General Meeting is done according to the rules determined in the Commercial Companies Code and in the Charter of Stalexport Autostrady S.A.

§2

1. The right to participate in General Meeting have only persons being shareholders 16 days before the date of the General Meeting.
2. The day of registration on the General Meeting is uniform for entitled persons/shareholders having bearer and inscribed shares.
3. The owners of inscribed shares and temporary certificates as well as lienors (pledgers) and the users, who have the right to vote if they are registered in share book on day of the registration on the General Meeting.

§3

1. A list of shareholders authorized to participate in the General Meeting is made up and signed by the Management Board.
2. The list should include:
 - 1/ names and surnames (firm names) of shareholders or the name of the company authorized to participate,
 - 2/ place of their residence or company's seat,
 - 3/ number and type of shares and the number of votes they are entitled to.
3. The list should be displayed at the office of the Management Board of the Company for three working days immediately preceding the date fixed to hold the General Meeting.
4. Each shareholder may review the list of shareholders at the office of the Management Board and demand the duplicate of the list with the return of the costs of its preparation, or an electronic copy, indicating the email address to which the document is to be sent.

§4

1. A shareholder has the right to participate in the General Meeting and has the right to vote personally or by a proxy. The power of attorney to participate in General Meeting should be made in the written or electronic form. The electronic form does not require to be signed by safe electronic signature verified by a valid qualified certificate.
2. *(deleted)*.

³ Passed by the Extraordinary General Meeting of Shareholders of STALEXPORT S.A. on 27.11.2002 (resolution no 6)

⁴ Point 4 in § 23 was added by EGSM on 15.01.2004 (resolution no 9)

⁵ Point 2 in § 11 was added by XII OGSM on 24.06.2005 (resolution no 23)

⁶ Point 1 in § 6, point 2 in §10 and point 2 in §22 were changed by the EGSM on 20.10.2006 (resolution no 6)

⁷ Changes made by the General Meeting of Stalexport Autostrady S.A. dated on 30.03.2010 r. (resolution no. 21). The changes concern: §1, §2, §3 point 4, §4 point 1 i 2 (deleted), §6 point.1, §14 point.1 and §23 point. 4

§5

The General Meeting is opened by the Chairman of the Supervisory Board or by his deputy, in case that persons are absent – the President of the Management Board or a person pointed by the Management Board, then a chairman is chosen from amongst the persons entitled to participate in the General Meeting.

§6

1. Each person entitled to participate in General Meeting Has the right to run for the Chairman of the General Meeting as well as to enter to the minutes the candidatures for the post of the Chairman of the General Meeting.
2. The proposed candidate is entered on the list after inserting the statement to the minutes that he agrees to run for the post.
3. The Chairman of the General Meeting is chosen by means of voting for each candidate separately in the alphabetical order in secret vote.
4. The person, who opens the General Meeting supervises the correctness of voting and announces its results.
5. The person from among the proposed candidates who agreed to run for the post and achieved the highest number of validly cast votes becomes the Chairman of the General Meeting.

§7

1. The Chairman of the General Meeting directs the debate according to the agenda, law regulations and the provisions of these Regulations.
2. The duties of the Chairman of the General Meeting are particularly as follows:
 - 1) taking good care of an efficient and proper course of the agenda and voting,
 - 2) granting the right to speak,
 - 3) supervising the factual course of debates,
 - 4) issuing the adequate order regulations in the conference room,
 - 5) ordaining a break in the debates,
 - 6) ordaining voting and supervising it correct course and signing all documents containing the results of voting,
 - 7) supervising the exhaustion of the agenda,
 - 8) settling doubts resulting from the regulations.

§8

1. The Chairman of the General Meeting immediately after the election, signs the attendance list containing the record of shareholders participating in the General Meeting specifying the number of shares each of them has and the number of votes they are entitled to.
2. The Management Board appoints persons to make up the attendance list.. The attendance list is made up on the basis of the shareholders list, referred to in § 3 of these regulations.
3. While making up the attendance list one should:
 - 1) check whether the shareholder is entitled to participate in the General Meeting,
 - 2) check the identity of the shareholder or his proxy on the basis of the identity card or another reliable document,
 - 3) check the correctness of the power of attorney which should then be enclosed to the

- 4) minutes of the General Meeting, obtain the signature of the shareholder or his proxy on the attendance list,
 - 5) give the shareholder or his proxy a suitable magnetic card for voting or another document that will be used for voting.
4. The Chairman of the meeting has to be addressed in case the entitlement to participate in the General Meeting is called off. The attendance list is displayed during the debates of the General Meeting all the time till it is closed. Persons who make up the attendance list are obliged to introduce, without delay, changes of the persons constituting the General Meeting and at the same time indicate the moment they occurred.
 5. At the motion of the shareholders, owing 1/10 of the equity represented at that General Meeting, the attendance list should be made up by the committee chosen for that purpose, including at least three persons, and the applicants have right to choose one member of the committee.

§9

After electing and signing the attendance list, the Chairman of the General Meeting ascertains that the Meeting has been convened in a proper way and confirms its ability to pass resolutions, presents the agenda and ordains the election of the Scrutinizing Committee. When necessary, the Chairman of the General Meeting may appoint a person to perform the function of the Secretary of the Meeting who will help him.

§10

1. The Scrutinizing Committee consisting of 3 to 5 members is chosen by the General Meeting by means of the absolute majority of votes cast in secret vote.
2. Each shareholder has the right to enter any number of candidates proposal to the minutes. The voting is carried out for each candidate separately in the alphabetical order. The indicated persons should give their consent to run in the elections. Those candidates who consecutively received the highest number of votes are considered chosen.
3. The Committee chooses the Chairman and the Secretary from among themselves.
4. The duty of the Committee is to supervise the correct course of voting and the computer service of voting, checking and estimating the results of voting and submitting them to the Chairman of the General Meeting and performing other duties connected with the voting procedure.
5. In case of noting an irregularity in the course of voting, the Committee is obliged to immediately inform the Chairman of the General Meeting and at the same time file motions as to the further procedure.
6. Documents containing the results of each voting are signed by all members of the Committee and the Chairman of the General Meeting.
7. The General Meeting may appoint other committees to perform indicated or commissioned functions in the same course as electing the Scrutinizing Committee.
8. Minutes are taken from the functions of the Committee. After being signed by the Chairman and the Secretary they are submitted to the Chairman of the General Meeting.

§10a

In case the voting is carried out via the computer system of casting and counting the votes, the General Meeting may pass a resolution on not appointing the Scrutinizing Committee. In such case the print of the voting is signed by the Chairman of the General Meeting

§11

1. The General Meeting may pass a resolution to cross out matters from the agenda, as well as to change the order of matters covered by the agenda.
2. Resolutions cannot be passed in subjects not covered by the agenda, unless the whole share capital is represented at the General Meeting and nobody from the present opposes passing the resolution.
3. Taking off of the agenda or abandonment of examining the question put on the agenda, on motion of the shareholders, requires passing a resolution of the general meeting, after approval given beforehand by all present shareholders, who notified such motion, supported by at least 75% votes of the general meeting.

§12

1. After presenting each consecutive matter included on the agenda, the Chairman of the General Meeting opens the debate, granting the right to speak according to the order of submitted applications.
2. The Chairman of the General Meeting may grant the right to speak to all members of the Management Board and the Supervisory Board beyond the order.
3. The Chairman of the General Meeting may ordain to register applications for the discussion in writing, indicating the name and the surname.
4. In case there are too many applications for discussion over a definite point of the agenda, the Chairman of the General Meeting may submit a motion for voting whether to close the discussion over this point of debate or shorten the time of their speeches.

§13

1. One has the right to speak only in matters covered by the approved agenda and being currently considered
2. While considering each point of agenda, each shareholder has the right to a one 5-minute speech and a 3-minute-retort.
3. The Chairman of the General Meeting has the right to rebuke the speaker, who strays from the point of discussion or exceeds the time limit determined in point 2. The Chairman may deprive of speech those speakers who do not comply with the remarks.

§14

1. Each of the shareholders entitled to participate in General Meeting Has the right to ask questions on each item of the Agenda.
2. Members of the Company's authorities - each within his competences - are obliged to give profound answers and explanations to all questions asked.

§15

1. Each shareholder has the right to submit suggestions of changes and supplements to projects of resolutions covered by the agenda of the debates of the General Meeting - till the discussion over a point of agenda covering the project of the resolution is closed.
2. These suggestions with a short justification should be submitted in writing - separately for each project of the resolution - indicating the name and surname (firm) of the shareholder, to the Chairman of the General Meeting personally. The suggestions of the amendments and supplements of the formal and language character may be submitted verbally with a short justification.

§16

The Chairman of the General Meeting has the right to allow experts to speak, in particular the representatives of the expert auditor.

§17

1. In formal matters the Chairman allows to speak beyond the order. A motion in a formal matter may be submitted by each shareholder.
2. The motions referring to the course of debating and voting are regarded to be motions in formal matters and in particular referring to:
 - 1) limitation, postponement or closing the discussion
 - 2) closing the list of speakers,
 - 3) limitation of the time of speeches,
 - 4) the way of conducting debates,
 - 5) ordaining a break in debates,
 - 6) the order of passing motions.
3. A discussion over formal motions should be opened immediately after they are submitted.
4. In a discussion over motions in formal matters only two speakers can rise to speak one for and one against the submitted motion, unless the General Meeting decides otherwise.
5. Immediately after the discussion, the Chairman of the General Meeting submits a motion in a formal matter for voting which is passed by the absolute majority of cast votes.

§18

1. The General Meeting is valid no matter how many shares are represented at this Meeting except cases determined in the Commercial companies code.
2. The absolute majority of votes is necessary for the validity of the resolutions, except the cases determined in Commercial companies code and the Company's Charter.

§19

A shareholder can vote neither personally nor by a proxy or as well as a proxy of another person over the resolutions concerning:

- his responsibility before the Company whatever the claim is, including granting the discharge,
- discharging form the liabilities towards the Company.
- disputes between him and the Company.

§20

1. The votings have the form of open ballots.
2. A secret vote is ordained at elections and over motions to call off the members of the Company' s authorities or liquidators, to call the members of the Company' s authorities account, also in personal matters, as well as at the demand of even one of the present shareholders or represented at the General Meeting.

§21

1. After closing the discussion over each point of the agenda, before starting to vote, the Chairman announces which motions were submitted and determines the order of voting. Voting over motions is carried out according to the order they are submitted.
2. The voting is carried out via a computer system of casting and counting voices, ensuring that casting votes at the amount corresponds to the number of owned shares as well as eliminating - in case of secret vote -the possibility of identifying the way of casting votes by individual shareholders, or in another way accepted by the organ convening the General Meeting or passed by the General Meeting.

§22

1. Before starting the election to the Supervisory Board, the General Meeting on motion of the Chairman of the General Meeting determines the number of members of the Supervisory Board each time according to the Statutes of the Company.
2. Each shareholder has the right to propose any number of candidates for a member of the Supervisory Board. Each candidate is proposed orally to the minutes with a brief motivation.
3. The proposed candidate is registered on the list after he enters to the minutes a declaration orally or in writing, that he agrees to candidate.
4. The Chairman of the General Meeting makes the list of proposed candidates for members of the Supervisory Board in an alphabetical order. When the list is made public it is regarded as closed.

§23

1. Elections to the Supervisory Board are carried out by secret vote for each candidate separately in an alphabetical order.
2. Those candidates are regarded to be chosen for members of the Supervisory Board who consecutively achieved the highest amount of votes and achieved the absolute majority of votes.
3. In case the candidates qualified to enter the Supervisory Board achieved an equal number of votes, the Chairman ordains complementary voting. This person is regarded to be chosen who achieved the highest amount of votes.
4. In case of choosing the members of the Supervisory Board – on the shareholders` motion - by voting by groups, it takes place on the basis of a separate attendance list, In a separate place, enabling the choice of the chairman of the meeting of a given group, as well as having a discussion and carrying out the election.

§24

When the course of the agenda is completed, the Chairman of the General Meeting announces the closure of the General Meeting.

§25

1. Resolutions of the General Meeting are entered on the minutes by a notary public under pain of being invalid.
2. The minutes are taken according to the contents of adequate regulations of the Commercial companies code.
3. The Management Board of the Company enters the duplicate of the minutes into the Minute-Book.
4. Shareholders have the right to review the Minute-Book, as well as to demand an issue of copies of resolutions certified by the Management Board.
5. Detailed minutes from the agenda are taken by the Secretary of the General Meeting provided he will be appointed by the Chairman of the General Meeting.

§26

Resolutions of the General Meeting may be appealed to the Court in the course and on conditions determined in art. 422 and subsequent ones of the Commercial companies code.

§27

Regulations of the Commercial companies code and the Statutes of the Company are applied in cases not settled by these Regulations.

§28

The Regulations as well as the amendments take effect beginning from the next General Meeting after the meeting at which the Regulations was passed or its amendments.

Enclosure no 4

REGULATIONS OF THE SUPERVISORY BOARD¹
of Stalexport Autostrady
Joint Stock Company

¹ This document is a free translation of the Polish original. The binding Polish original should be referred to in matters of interpretation.

Regulations of the Supervisory Board ^{2/3/4/5/6/7/8/9}

I. GENERAL PROVISIONS

§1

The Supervisory Board acts on the basis determines, on the basis of the Company's Statutes, the resolutions of the General Meeting of Shareholders as well as on the law regulations in force, especially the Commercial Companies Code.

§2

The Supervisory Board permanently supervises the activity of the Company in all branches of its enterprise, and the detailed competences are determined in § 18 of the Company's Statutes.

§3

The Supervisory Board performs its tasks and duties at the meetings as well as, as determined in § 17 section 3 and 4 of the Company's Statutes, also by supervising and monitoring the Company's activities in its all domains.

II. COMPOSITION AND ELECTION OF THE SUPERVISORY BOARD

§4

The Supervisory Board is composed of 5-9 members chosen in the way determined in the Company's Statutes, and performs its rights and duties personally.

§5

1. The joint term of the Supervisory Board lasts 3 years, simultaneously both the whole Board and each of its members may be dismissed by the General Meeting at any time.
2. The mandates of the members of the Supervisory Board expire:

² Passed by the Supervisory Board on 07.08.2002 (resolution no 14/2002)

³ Amended by the Supervisory Board on 07.06.2004 (resolution no 9/2004, amendments concern par. 5 passage 2 point 2b and par. 9 passage 1)

⁴ Amended by the Supervisory Board on 06.07.2005 (resolution no 10/2005), amendments concern par 21 (reading of the first line was changed as well as point 12) and par. 25 (point 2 was added)

⁵ Amended by the Supervisory Board on 02.03.2007 (resolution no 9/2007) the change concerns § 25 point 2 (second sentence was added in point 2 – introducing the Regulations of Remuneration and Audit Committees).

⁶ Amended by the Supervisory Board on 30.07.2009 (resolution no 16/2009) the change concerns § 25 point 2 (new wording and approval of the new Regulations of the Audit Committee of Supervisory Board of Stalexport Autostrady S.A.)

⁷ Amended by the Supervisory Board on 02.03.2010 (resolution no 3/2010) the change concerns §3, §4, §8 point 1, §12 point 3 and §28.

⁸ Amended by the Supervisory Board – resolution no 16/2011. The amendment refers to §13 and art.1 of the Regulations of the Audit Committee, which the enclosure no 2 to the Regulations of the Supervisory Board.

⁹ Amended by the Supervisory Board – resolution no 11/2012. The amendment refers to §19 (§20 and §21 deleted).

- a) with the lapse of the term i.e. with a date of the General Meeting confirming the financial statement of the Company for the last turnover year of performing their duties,
- b) in case of resigning from the function,
- c) in case of dismissal by the General Meeting with a passing of the appropriate resolution,
- d) in case of death of the Board member.

§6

If the composition of the Supervisory Board is diminished during the term, the Chairman of the Board submits a motion to supplement the composition at the nearest General Meeting.

§7

On the first meeting of a new term of office, the Supervisory Board chooses from themselves, in secret voting, the Chairman, the Vice Chairman and the Secretary; on the subsequent meeting, in case of need, the complementary elections are held.

III. CONVENING THE MEETINGS AND CONDUCTING THE AGENDA

§8

1. The Supervisory Board's meetings are held if necessary, but not less frequently than three times a turnover year.
2. It is the duty of the Chairman of the Supervisory Board or his deputy to convene the meeting of the Supervisory Board at the demand of the Management Board or the member of the Supervisory Board, including the proposed agenda within two weeks after submitting the motion.

§9

1. The notification of the Supervisory Board meeting together with the agenda should be sent at least 7 days before the planned date of the meeting, by means of registered mail or fax or by e-mail. The notification is effective if it is confirmed.
In justified cases the Chairman of the Supervisory Board may shorten the above date.
2. The member of the Supervisory Board, not able to participate in the meeting, notifies the Chairman of the Supervisory Board by means of mail, phone, fax or e-mail of the cause of his absence, sent to the address of the Company's Office in Warsaw.
3. The Management Board is responsible for the distribution of the materials and their protection.

§10

1. The agenda of the meeting is determined by the person who convenes it, or by his authorisation, by the Board Secretary, including the motions to convene the meeting submitted according to § 8.2. of the Regulations.
2. The resolutions may be passed only in matters covered by the agenda, unless all members of the Board are present at the meeting and agree to supplement the agenda and to vote on the matter not included earlier in agenda.

§11

1. The Chairman of the Supervisory Board directs the works of the Board, convenes the Board's meetings and presides over the convention. In case the Chairman is absent his duty is performed by his deputy.
2. The Chairman of the Supervisory Board of the previous term of office convenes and opens the first meeting of a newly chosen Board and he presides over it until the Chairman of the Supervisory Board of a new term office is chosen.

§12

1. The Supervisory Board passes the resolutions by the absolute majority, i.e. the number of votes which exceeds half of the validly cast votes of at least half present composition of the Supervisory Board which was properly notified.
2. The members of the Supervisory Board may participate in passing resolutions by the Board, casting their votes in writing or through the other member of the Supervisory Board excluding the matters put on agenda at the meeting of the Board.
3. The voting is open. The secret voting is applied during elections and on motions to dismiss a member of the Management Board or the whole Management Board, to prosecute them, as well as in personal matter. Besides, the Board may resolve a secret voting in every matter by absolute majority of votes of the members present at the meeting.

§13

The members of the Supervisory Board may participate in passing resolutions by the Board, casting their votes in writing or by means of direct distant communication provided that all members of the Board are notified of a resolution draft (circular course).

§14

1. On the meetings despite resolutions the Supervisory Board also passes provisions such as: the opinions and motions for the General Meeting as well as the recommendations after the supervision actions for the Management Board.
2. While passing provisions the same rules are applied as while passing resolutions.

§15

The meetings of the Supervisory Board are entered on the minutes. The minutes should record the date and the agenda of the meeting, names and surnames of the Board members present at the meeting as well as the persons invited; the statement that the Board has capacity to pass resolutions and that all members has been notified of the meeting; the numbers of votes cast during voting on individual provisions together with their tenors and dissenting judgement.

§16

The minutes from the meeting are signed by all members of the Supervisory Board present at the meeting. Signing may take place at the subsequent meeting of the Board. The refusal to sign should be justified in writing.

§17

1. The Supervisory Board is obliged to keep the minute-book.
2. The Supervisory Board keeps the separate resolutions-book which includes only the resolutions passed by the Board. The resolutions are signed by the Chairman of the Board or by his Deputy and the Secretary (if need be - the member of the Board drawing up the minutes).
3. The Secretary of the Supervisory Board is responsible for drawing up the minutes, keeping the minutes-book and the resolutions book.

§18

1. The President of the Management Board of the Company is invited to the Supervisory Board meetings and may participate in them.
2. The Chairman of the Supervisory Board may also invite other persons to the meeting of the Supervisory Board.
3. The Chairman of the Management Board may submit a motion to invite other members of the Management Board, proxies or attorneys at the individual points of the agenda. The decision in this matter is made by the Chairman of the Board or his deputy.

IV. TASKS AND THE RANGE OF THE SUPERVISORY BOARD ACTIVITY

§19

1. The Supervisory Board permanently supervises the activity of the Company in all domains of its activity.
2. The Supervisory Board has, in particular, the following entitlements:
 - 1) to estimate the reports of the Management Board on the Company's activity and the financial report for the previous turnover year in the range of their conformity with the books and documents, as well as, with the real status,
 - 2) to estimate the motions of the Management Board concerning the profit distribution or loss coverage,
 - 3) to submit to the General Meeting an annual report, in writing, on the results of the estimates mentioned in point 1 and 2.
3. The Supervisory Board is also entitled to:
 - 1) to approve the regulations of the Management Board of the Company,
 - 2) to appoint and recall individual or all members of the Management Board (in a secret voting),
 - 3) to conclude contracts with the members of the management, including the establishment of the remuneration and other terms of performing the function of the member of the Management Board,
 - 4) to determine the remuneration for the member of the Supervisory Board delegated to a permanent individual supervision in case of entrusting this entitlement by the General Meeting,
 - 5) to suspend in functions - out of important reasons - individual or all members of the Management Board (in a secret voting),
 - 6) to delegate the members of the Supervisory Board to temporarily perform the functions of the members of the Management Board who are not able to perform their functions,

- 7) to grant consent for reducing employment if it has a nature of the so called group dismissal according to the interpretation of proper regulations,
- 8) to choose, upon the motion of the Management Board, an expert auditor in order to examine financial reports,
- 9) to give consent to acquire and sell real estates, perpetual usufruct or a share in the real estate of a value exceeding five million PLN,
- 10) to grant the Management Board the consent for acquiring and taking over shares or stocks in other companies the single value of which exceeds one million PLN or 25% in the capital of such company,
- 11) to grant consent for setting up branch offices or representative offices abroad,
- 12) to approve the investment plan for the Company and the Stalexport Autostrady Capital Group,
- 13) to give an opinion on the resolutions presented by the Management Board on General Meetings,
- 14) to give consent to grant guarantees or warranties and also to contract other off- balance sheet liabilities, the single value of which exceeds five million PLN,
- 15) to give consent - on the motion of the Management Board - to issue the bonds other than convertible ones and with the priority rights,
- 16) on the motion of the Management Board - to give a consent to transfer the rights and duties resulting from licences and concessions granted the Company by appropriate bodies of administration,
- 17) on the motion of the Management Board - to give an opinion regarding the sale and leasing of the enterprises as well as tangible and intangible assets and making the right of perpetual usufruct on them,
- 18) on the motion of the Management Board - to give a consent to sell the shares in the subsidiary companies for which Stalexport Autostrady S.A. with the seat in Katowice, is the dominant company.

§20

The Supervisory Board is entitled – through the Management Board which is obliged to conclude suitable agreements - to demand to perform for its needs, at the Company's expense, the expert's reports, analysis and other documents necessary to perform its statutory purposes.

§21

The members of the Supervisory Board has right to participate in the Management Board meetings.

§22

The Chairman of the Board is entitled - performing the resolutions of the Board – to demand that the meeting of the Management Board of the Company should be convened and particular problems be put on the agenda.

§23

1. The Supervisory Board or delegated, individual members of the Board have the right to supervise the full range of the Company's activity, and in particular:
 - a) to exam all documents of the Company,

- b) to demand the reports and explanations from the Management Board and the employees,
 - c) to verify the assets of the Company.
2. The Supervisory Board appoints, out of its members, the Management Board's Remuneration Committee and the Audit Committee, determining the tasks, rights and the modus operandi in their Regulations. The committees report to the Board on their annual activity, and their regulations are the enclosures to the Regulations of the Supervisory Board.

§24

The information undertaken by the members of the Supervisory Board in connection with the performance of their duties, is an official secret.

§25

1. The Supervisory Board may delegate its members to perform individual particular supervision.
2. The members of the Board delegated to perform supervision mentioned above, receive separate remuneration in the amount determined every time by the General Meeting, at the motion of the Board.

§26

The Supervisory Board is entitled to convene the Extraordinary General Meeting if the Management Board does not do so within the time period defined in the Statutes as well as the Extraordinary General Meeting insofar as it is deemed necessary

§27

The members of the Supervisory Board receive the remuneration in the amount and on principles resolved by the General Meeting.

§28

1. The costs of the Supervisory Board activity are covered by the Company.
2. The Supervisory Board uses the office rooms, devices and materials of the Company.
3. The administrative and technical service is provided by the Company.

§29

The regulations become effective from the date they are passed.

The Secretary
of the Supervisory Board
/-/ Michelangelo Damasco

The Chairman
of the Supervisory Board
/-/ Roberto Mengucci

Regulations⁸ of the Remuneration Committee of the Supervisory Board of Stalexport Autostrady S.A.

1. General provisions

The Remuneration Committee (hereafter called Committee) is an advisory body, subject to the Supervisory Board.

2. Composition of the Committee

- 1) the Committee is appointed by the Supervisory Board and composed of the Supervisory Board members,
- 2) the Supervisory Board appoints the Chairman of the Committee (hereafter called „the Chairman”),
- 3) the Chairman directs the work of the Committee.

3. Rules of activity

- 1) the meetings of the Remuneration Committee are held at its discretion,
- 2) the Chairman of the Committee may invite to the meetings of the Committee the members of the Supervisory Board or of the Management Board, the employees of the Company or other persons,
- 3) the Committee takes decisions by the simple majority. In case of equal number of votes, the conclusive vote belongs to the Chairman,
- 4) the members of the Committee may participate in the meetings of the Committee and vote personally, or by means of direct distant communication,
- 5) the meetings of the Remuneration Committee are convened by the Chairman. The information on the meeting must be delivered to the members of the Committee, at least 5 days before the meeting, and if there is a need, not later than one day before the meeting,
- 6) the Chairman may appoint the secretary of the Committee, the task of which will be, in particular, preparing the agenda, arranging the distributions of the documents and drawing up the minutes of the meetings of the Committee.

⁸ *Approved by the resolution no 9/2007 dated 02.03.2007 in regard to the changes in the Regulations of the Supervisory Board of STALEXPORT S.A.*

4. The tasks of the Committee

The task of the Committee is present to the Supervisory Board the recommendation of the principles and the remuneration amount of the Management Board members.

The detailed tasks of the Committee cover:

- 1) determining the terms of employment and remuneration of the members of the Management Board,
- 2) annual presenting to the Supervisory Board of the proposals of bonus tasks for the members of the Management Board as well as the criteria of assessment of their execution,
- 3) presenting to the Supervisory Board the recommendations concerning the amount of the bonus for the members of the Management Board,
- 4) drawing up an annual report on the activity of the Committee for the Supervisory Board.

5. Powers of the Committee

The Committee is entitled to:

- 1) examining any activity of the Company, essential from the viewpoint of the tasks of the Committee,
- 1) obtaining from the Management Board any information, experts' reports, reports and explanations, essential for the activity of the Committee.

**Regulations^{9/10}
of the Audit Committee of the Supervisory Board
Stalexport Autostrady S.A.**

§1

The Audit Committee consists of three members of the Supervisory Board – *appointed by the Supervisory Board* -. The Chairman is in charge of the Committee.

§2

The tasks of the Audit Committee, include in particular:

- 1) monitoring of financial reporting process of the Company,
- 2) monitoring of effectiveness of the internal control systems, the internal audit and risk management in the Company,
- 3) monitoring of financial audit,
- 4) monitoring of independence of auditor and entity authorized to audit financial statements, including other services provided for the Company,
- 5) recommending to the Supervisory Board the entity authorized to audit financial statements which will perform financial audit in the Company,
- 6) reviewing and analyzing the periodic and annual financial statements of the Company, both individual and consolidated ones, and next presenting the essential conclusions to Supervisory Board of the Company,
- 7) drawing up the annual report on the activity of the Committee for Supervisory Board.

§3

The Audit Committee is authorized in particular:

- 1) to examine the documentation of the Company regarding the matters and issues covered by the Committee's tasks, also to receive from the Management Board and through it, from the other employees of the Company any information and explanations concerning the issues covered by the Committee competence,

⁹ *Approved by the resolution no 16/2009 dated 30.07.2009 regarding the changes in the Regulations of the Supervisory Board and approving the Regulations of the Audit Committee.*

¹⁰ *Amended by the Supervisory Board - resolution no 16/2011. The amendment refers to art.1 of the Regulations of the Audit Committee.*

- 2) to cooperate with auditors in the issues covered by the tasks of the Committee, including the following:
 - to receive from entity authorized to audit the financial statements of the Company (performing a financial statement audit in the Company), a declaration confirming its independence and also the independence of auditors,
 - to receive from the above entity a declaration of other services provided for the Company, such as tax consultancy, preparing the expert opinions or other services,
 - to receive from the aforementioned entity an information in writing on threats of independence of the entity authorized to audit financial statements and the action taken to limit such threats.

§ 4

1. The Audit Committee holds regular meetings at least once a quarter prior to publication of financial statements by the Company.
2. The meetings of the Committee are convened by its Chairman, who duly informs the other members of the Committee about it, no later than five days before the date of the meeting, and exceptionally in urgent cases, one day before the meeting's date.
3. The Audit Committee takes the decisions by simple majority of votes with a reservation, that in case of casting the equal number of votes in favour and against, the Chairman has the final vote.
4. The Audit Committee performs its tasks at the meetings, however in justified cases it is acceptable to make a decision by means of direct distant communication such as phone, e-mail, etc.
5. The Chairman of the Audit Committee can designate other member of the Committee to take the responsibility for its organizational issues and to draw up the minutes of its meetings.

Enclosure 5 - Financial highlights of Stalexport Autostrady

Table 1 Financial data concerning the financial statements of Stalexport Autostrady for the year ended 31 December 2013

	TPLN		TEUR	
	2013	2012	2013	2012
Revenue	3 762	3 826	893	917
Results from operating activities	(3 074)	(5 796)	(730)	(1 389)
Profit/(Loss) before income tax	3 112	(916)	739	(219)
Profit/(Loss) for the period	3 112	(965)	739	(231)
Weighted average number of ordinary 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)	0,01	0,00	0,00	0,00
Diluted earnings per share (PLN/EUR)	0,01	0,00	0,00	0,00
Net cash used in operating activities	(14 781)	(22 664)	(3 510)	(5 430)
Net cash from investing activities	28 543	49 000	6 778	11 740
Net cash used in financing activities	-	-	-	-
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Total assets	206 652	215 275	49 829	52 658
Total non-current assets	83 066	83 841	20 029	20 508
Total current assets	123 586	131 434	29 800	32 150
Total liabilities	10 786	22 418	2 601	5 484
Total non-current liabilities	1 025	7 949	247	1 944
Total current liabilities	9 761	14 469	2 354	3 539
Total equity	195 866	192 857	47 228	47 174
Share capital	185 447	185 447	44 716	45 362

Source: own materials

Selected financial data has been translated to Euro according to following rules:

- items of the statement of comprehensive income and the statement of cash flows for the year 2013 and 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. 4.2110 PLN/EUR and 4.1736 PLN/EUR respectively;
- items of statement of financial position according to average NBP exchange rate at the reporting date i.e. 4.1472 PLN/EUR at 31 December 2013 and 4.0882 PLN/EUR at 31 December 2012.