

Report No. 6/2015

The resolutions of the Ordinary General Meeting of Stalexport Autostrady S.A.

The Management Board of Stalexport Autostrady S.A. informs that the Ordinary General Meeting of the Company was held on 2 April 2015 in Katowice. The Company's shareholders attending the Ordinary General Meeting represented 166,628,040 out of the total number of 247,262,023 shares/votes, what represented 67.3893 % of share capital of the Company.

The shareholders holding at least 5% of the votes at the Meeting were:

- 1) **Autostrade per l'Italia S.p.A.** holding 151,323,463 shares/votes, i.e. **61.20 % in total number of shares /votes and 90.82 % of shares/votes at this general meeting of the Company,**
- 2) **GOVERNMENT OF NORWAY (Norway, Oslo)** holding 12,152,577 shares/votes, i.e. **4.91 % in total number of shares/votes and 7.29% of shares/votes at this general meeting of the Company.**

At the above mentioned Ordinary General Meeting of the Company the following resolutions were passed without demur:

**Resolution No. 1
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 2, 2015**

on the election of the Chairman of the Ordinary General Meeting

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice elects Mr. Dariusz Cyran as the Chairman of the Ordinary General Meeting.

§2

The resolution comes into force on the day of its passing.

The resolution was passed in a secret ballot. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 2
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 2, 2015**

on decision not to appoint the Scrutinisers

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice decides – according to the §10a of the Regulations of the General Meeting - not to appoint the Scrutinisers and to authorize the Chairman of the Ordinary General Meeting to sign the printed results of the voting.

§2

The resolution comes into force on the day of its passing.

The resolution was passed by opening voting. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 3
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated April 2, 2015**

on the approval of the agenda

§1

The Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłówice approves the agenda as disclosed in the announcement of the OGM.

§2

The resolution comes into force on the day of its passing.

The resolution was passed by opening voting. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,908,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 4
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated April 2, 2015**

***on the approval of Management Board Report on the activities of the Company for the turnover year
2014***

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 passage 1, item 1 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłówice has considered and approves the Management Board Report on the activities of the Company for the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed by opening voting. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 5
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłówice
dated April 2, 2015**

***on the approval of separate financial statement of Stalexport
Autostrady S.A. for the turnover year 2014***

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 passage 1 item 1 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, has considered and approves the separate financial statements of the Company for the turnover year 2014 including:

- a) **separate financial statement of financial position prepared as at December 31, 2014**, showing assets and liabilities amount of 204,705,030.90 zlotys (say: two hundred and four million, seven hundred and five thousand, thirty zlotys ninety groszy),
- b) **separate statement of comprehensive income for the period from January 1, 2014 to December 31, 2014** showing net profit amount of 6,179,987.57 zlotys (say: six million, one hundred and seventy nine thousand, nine hundred and eighty seven zlotys fifty seven groszy) and total comprehensive income of 6,175,187.57 zlotys (say: six million, one hundred and seventy five thousand, one hundred and eighty seven zlotys fifty seven groszy),
- c) **separate financial statement of changes in equity for the period from January 1, 2014 to December 31, 2014** showing an increase of equity by the amount of 6,175,187.57 zlotys (say: six million, one hundred and seventy five thousand, one hundred and eighty seven zlotys fifty seven groszy),
- d) **separate statement of cash flows for the period from January 1, 2014 to December 31, 2014** showing an decrease in cash by the amount of 812,943.06 zlotys (say: eight hundred and twelve thousand, nine hundred and forty three zlotys six groszy),
- e) notes to the separate financial statement comprising a summary of significant accounting policies and other explanatory information.

§2

The resolution comes into force on the day of its passing.

The resolution was passed by opening voting. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 6
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 2, 2015**

***on the approval of Management Board Report on the activities of Stalexport Autostrady Capital Group
for the turnover year 2014***

§1

According to art. 395 §2 item 1 of the Commercial Companies Code and §24 passage 1 item 6 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice has considered and approves the Management Board Report on the activities of Stalexport Autostrady Capital Group for the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed by opening voting. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 7
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Myslowice
dated April 2, 2015**

***on the approval of consolidated financial statement of Stalexport
Autostrady Capital Group for the turnover year 2014***

§1

According to art. 395 §5 of Commercial Companies Code and §24 passage 1 item 6 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice has considered and approves the **consolidated financial statement of Stalexport Autostrady S.A. Capital Group for the turnover year 2014**, which includes:

- a) **consolidated financial statement of financial position prepared as at December 31, 2014** showing assets and liabilities amount of 1,315,875 thousand zlotys (say: one billion, three hundred and fifteen million, eight hundred and seventy five thousand zlotys),
- b) **consolidated financial statement of comprehensive income for the period from January 1, 2014 to December 31, 2014** showing net profit amount of 65,403 thousand zlotys (say: sixty five million, four hundred and three thousand zlotys) and total comprehensive income of 60,928 thousand zlotys (say: sixty million, nine hundred and twenty eight thousand zlotys),
- c) **consolidated statement of changes in equity for the period from January 1, 2014 to December 31, 2014** showing an increase in equity by the amount of 56,414 thousand zlotys (say: fifty six million, four hundred and fourteen thousand zlotys),
- d) **consolidated statement of cash flows for the period from January 1, 2014 to December 31, 2014** showing an decrease in cash by the amount of 2,278 thousand zlotys (say: two million, two hundred and seventy eight thousand zlotys),
- e) **notes** to the consolidated financial statements comprising a summary of significant accounting policies and other explanatory information.

§2

The resolution comes into force on the day of its passing.

The resolution was passed by opening voting. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 8
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with the registered seat in Myslowice
dated April 2, 2015**

on distribution of net profit for the turnover year 2014

§1

According to art. 395 §2 item 2 of Commercial Company Code and §24 passage 1 item 2 of the Statutes of the Company, the Ordinary General Meeting of Autostrady S.A. with its registered seat in Myslowice decides to distribute net profit for the turnover year 2014 in amount of 6,179,987.57 zlotys (say: six million, one hundred and seventy nine thousand, nine hundred and eighty seven zlotys fifty seven groszy) as follows:

- a) to allocate the amount of 1,497,537 zlotys (say: one million, four hundred and ninety seven thousand, five hundred and thirty seven zlotys 0 groszy) to cover previous years' losses,

b) to allocate the amount of 4,682,450.57 zlotys (say: four million, six hundred and eighty two thousand, four hundred and fifty zlotys fifty seven groszy) to the supplementary capital of the Company.

§2

The resolution comes into force on the day of its passing.

The resolution was passed by opening voting. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 9
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 2, 2015**

***on granting the discharge to the President of the Management Board, Mr. Emil Wąsacz
for the performance of his duties in the turnover year 2014***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, grants the discharge to the President of the Management Board, Mr. Emil Wąsacz, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed in a secret ballot. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 10
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice
dated April 2, 2015**

***on granting the discharge to the Vice President of the Management Board, Mr. Mariusz Serwa for the
performance of his duties in the turnover year 2014***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 section 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Myslowice, grants the discharge to the Vice President of the Management Board, Mr. Mariusz Serwa, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed in a secret ballot. The number of shares of valid votes: 166,628,040 shares, what constitutes 67,3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 11
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 2, 2015**

***on granting the discharge to the member of the Supervisory Board, Mr. Nicolás Caffo
for the performance of his duties in the turnover year 2014***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants the discharge to the member of the Supervisory Board, Mr. Nicolás Caffo, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed in a secret ballot. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 12
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 2, 2015**

***on granting the discharge to the member of the Supervisory Board, Mr. Michelangelo Damasco
for the performance of his duties in the turnover year 2014***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants the discharge to , the member of the Supervisory Board, Mr. Michelangelo Damasco, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed in a secret ballot. The number of shares of valid votes: 166,628,040 shares, what constitutes 67,3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 13
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 2, 2015**

***on granting the discharge to the member of the Supervisory Board, Mr. Aleksander Galos
for the performance of his duties in the turnover year 2014***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants the discharge to the member of the Supervisory Board, Mr. Aleksander Galos, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed in a secret ballot. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 14
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 2, 2015**

***on granting the discharge to the member of the Supervisory Board, Mr. Costantino Ivoi
for the performance of his duties in the turnover year 2014***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants the discharge to the member of the Supervisory Board, Mr. Costantino Ivoi, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed in a secret ballot. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 15
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 2, 2015**

***on granting the discharge to the member of the Supervisory Board, Mr. Roberto Mengucci
for the performance of his duties in the turnover year 2014***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 1 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants the discharge to the member of the Supervisory Board, Mr. Roberto Mengucci, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed in a secret ballot. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 16
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Mysłowice
dated April 2, 2015**

***on granting the discharge to the member of the Supervisory Board, Mr. Pietro La Barbera
for the performance of his duties in the turnover year 2014***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 3 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants the discharge to the member of the Supervisory Board, Mr. Pietro La Barbera, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed in a secret ballot. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).

**Resolution No. 17
of the Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Mysłowice
dated April 2, 2015**

***on granting the discharge to the member of the Supervisory Board, Mr. Tadeusz Włudyka -
for the performance of his duties in the turnover year 2014***

§1

According to art. 395 §2 item 3 of Commercial Companies Code and §24 passage 3 item 3 of the Statutes of the Company, the Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Mysłowice, grants the discharge to the member of the Supervisory Board, Mr. Tadeusz Włudyka, for the performance of his duties for the whole period of the office in the turnover year 2014.

§2

The resolution comes into force on the day of its passing.

The resolution was passed in a secret ballot. The number of shares of valid votes: 166,628,040 shares, what constitutes 67.3893% of share capital. The total number of valid votes: 166,628,040, including: votes "voting for" 166,628,040, votes "against" 0 (zero), votes "abstain" 0 (zero).