

Resolution No. 1
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 3 April, 2013

on the election of the Chairman of the Ordinary General Meeting

§1

The XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice elects as the Chairman of the Ordinary General Meeting.

§2

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

Resolution No. 2
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013

on decision not to elect the Scrutinisers

§1

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

§2

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

**Resolution No. 3
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013**

on the approval of the agenda

§1

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

§2

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

**Resolution No. 4
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013**

*on the approval of Management Board`s Report on the activities of the
Company for the turnover year 2012*

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice has considered and approves the Management Board`s Report on the activities of the Company for the turnover year 2012.

§2

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

**Resolution No. 5
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013**

*on an approval of financial statements of Stalexport
Autostrady S.A. for the turnover year 2012*

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, has considered and approves the financial statements of the Company for the turnover year 2012, which includes:

- a) **financial statement, as for 31 December 2012**, showing both in credit and debit side the sum of PLN 215,275,092.62 (say: two hundred and fifteen million, two hundred and seventy-five thousand, ninety-two zlotys and 62/100 zlotys),
- b) **statement of comprehensive income for the period from 01 January to 31 December 2012** with a net loss of PLN 964,808.12 (say: nine hundred and sixty-four thousand, eight hundred and eight, 12/100 zlotys) and total comprehensive income of PLN 4,822,786.57 (say: four million, eight hundred and twenty-two thousand, seven hundred and eighty-six zlotys and 57/100 zlotys),
- c) **financial statement of changes in equity for the period from 01 January to 31 December 2012** with a decrease in equity of PLN 4,822,786.57 (say: four million, eight hundred and twenty-two thousand, seven hundred and eighty-six zlotys and 57/100 zlotys),
- d) **cash flow statement for the period from 01 January to 31 December 2012**, with a decrease in net cash amounting to PLN 26,336,469.35 (say: twenty-six million, three hundred and thirty-six thousand, four hundred and sixty-nine zlotys and 35/100 zlotys),
- e) explanatory notes to the financial statements.

§2

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

**Resolution No. 6
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013**

*on an approval of Management Board`s Report on the activities of Stalexport
Autostrady Capital Group for the turnover year 2012*

§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 XX Ordinary General Meeting of Stalexport Autostrady SA with its registered seat in Katowice has considered and approves the Management Board Report on the activities of Stalexport Autostrady Capital Group for the turnover year 2012.

§2

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

**Resolution No. 7
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 03 April, 2013**

*on an approval of consolidated financial statements of Stalexport
Autostrady Capital Group for the turnover year 2012*

§1

According to art. 395 §5 of Commercial Companies Code and §24 passage 1 item 6 of the Statutes of the Company, the XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice has considered and approves the consolidated financial statements of Stalexport Autostrady Capital Group for the turnover year 2012, which includes:

- a) **consolidated statement of financial position as for day 31 December 2012**, with total assets and total liabilities of PLN 1.295.696 thousand (say: one billion, two hundred and ninety-five million, six hundred and ninety-six thousand zlotys),
- b) **consolidated statement of comprehensive income for the period from 01 January to 31 December 2012** with a net profit of PLN 12,879 thousand (say: twelve million, eight hundred and seventy-nine thousand zlotys) and total comprehensive income of PLN 11,728 thousand (say: eleven million, seven hundred and twenty eight thousand zlotys),
- c) **consolidated statement of changes in equity for the period from 01 January to 31 December 2012** with a decrease in equity by PLN 6,901 thousand (say: six million, nine hundred and one thousand zlotys),
- d) **consolidated cash flow statement for the period from 01 January to 31 December 2012** with a decrease in net cash by PLN 187 thousand (say: one hundred and eighty-seven thousand zlotys)
- e) explanatory notes to the consolidated financial statements.

§2

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

**Resolution No. 8
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with the registered seat in Katowice
dated 03 April, 2013**

on coverage of net loss for the turnover year 2012

§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 XX Ordinary General Meeting of Autostrady S.A. with its registered seat in Katowice decides to cover the whole net loss for the turnover year 2012 amounting to PLN 964,808.12 (say: nine hundred and sixty-four thousand, eight hundred and eight and 12/100 zlotys) from the capital, from the issue of shares above their nominal value.

§2

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

**Resolution No. 9
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013**

*on granting the discharge to Mr. Emil Wąsacz - President of the Management Board -
for the performance of his duties in the turnover year 2012*

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Emil Wąsacz, the President of the Management Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

Resolution No. 10
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013

*on granting the discharge to Mr. Mieczysław Skołożyński - Vice-President of the
Management Board - for the performance of his duties
in the turnover year 2012*

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Mieczysław Skołożyński, the Vice-President of the Management Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

Resolution No. 11
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013

*on granting the discharge to Mr. Nicolo Caffo - the member of the Supervisory Board - for
the performance of his duties in the turnover year 2012*

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Nicolo Caffo, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

Resolution No. 12
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013

*on granting the discharge to Mr. Stefano Cusmai - the member of the Supervisory Board -
for the performance of his duties in the turnover year 2012*

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Stefano Cusmai, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

**Resolution No. 13
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013**

on granting the discharge to Mr. Michelangelo Damasco - the member of the Supervisory Board - for the performance of his duties in the turnover year 2012

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Michelangelo Damasco, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

Resolution No. 14
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013

on granting the discharge to Mr. Aleksander Galos - the member of the Supervisory Board
- for the performance of his duties in the turnover year 2012

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Aleksander Galos, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

Resolution No. 15
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013

*on granting the discharge to Mr. Costantino Ivoi - the Member of the Supervisory Board -
for the performance of his duties in the turnover year 2012*

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Costantino Ivoi, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

**Resolution No. 16
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013**

*on granting the discharge to Mr. Massimo Lapucci - the Member of the Supervisory Board
- for the performance of his duties in the turnover year 2012*

§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 XIX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Massimo Lapucci, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

Resolution No. 17
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013

on granting the discharge to Mr. Christopher Melnyk - the Member of the Supervisory Board - for the performance of his duties in the turnover year 2012

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Christopher Melnyk, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

Resolution No. 18
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 03 April, 2013

*on granting the discharge to Mr. Roberto Mengucci - the Member of the Supervisory Board
- for the performance of his duties in the turnover year 2012*

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Roberto Mengucci, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

Resolution No. 19
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with the seat in Katowice
dated 03 April, 2013

*on granting the discharge to Mr. Tadeusz Włudyka - the Member of the Supervisory Board
- for the performance of his duties in the turnover year 2012*

§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 XX Ordinary General Meeting of Stalexport Autostrady S.A. with its registered seat in Katowice, grants the discharge to Mr. Tadeusz Włudyka, the member of the Supervisory Board, for the performance of his duties for the whole period of the office in the turnover year 2012.

§2

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

Resolution No. 20
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013

on amendment of the Statutes of the Company

§1

According to art. 430 §1 of Commercial Companies Code and §24 passage 1 item 7 of the Statutes of the Company, the XX Ordinary General Meeting of Stalexport Autostrady S.A. decides to change §2 of the Statutes of the Company as follows:

The seat of the Company is the city Mysłowice.”

§2

The Ordinary General Meeting of Stalexport Autostrady S.A. authorizes the Supervisory Board of the Company to agree the consolidated text of the amended Statutes.

§3

The resolution to amend the Statutes of the Company shall come into force on the day of its passing, provided however, that the legal result of amendments in Statutes follows with moment of issuing a decision of the Registration Court to register Statutes changes in the National Court Register.

Resolution No. 21
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013

on determining the number of the VIIIth term Supervisory Board's members

§ 1

According to art. 385 §1 of the Commercial companies code and §14 section 1 of the Company's Statutes, the XX Ordinary General Meeting decides that the Supervisory Board of the eighth term will be composed of ...members.

§ 2

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

**Resolution No. 22 (to No. 28)
of the XX Ordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Katowice
dated 03 April, 2013**

on appointing a member of the Supervisory Board of the VIIIth term

§ 1

According to art. 385 §1 of the Commercial companies code and §14 section 4 of the Company's Statutes, the XX Ordinary General Meeting decides to appoint ... as the member of the Supervisory Board of the eighth term.

§ 2

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