

**Convocation of the Extraordinary General Meeting
of Stalexport Autostrady S.A. with its registered seat in Myslowice**

The Management Board of Stalexport Autostrady S.A., with its registered seat in Myslowice (hereinafter referred to as Stalexport Autostrady S.A. or the Company), registered in the register of companies of the National Court Register, kept by the District Court Katowice–Wschód in Katowice, 8th Business Division of the National Court Register, under the following KRS [National Court Register] (hereinafter referred as **KRS**) number 0000016854, with a share capital of PLN 185.446.517,25, fully paid up, VAT [NIP] No. 634-013-42-11, acting pursuant to Art. 399§1, Art. 402¹ and Art. 402² of the Code of Commercial Companies (hereinafter referred to as **KSH**) and §20 section 3 of the Company’s Statutes, hereby **convenes to the Extraordinary General Meeting of Stalexport Autostrady S.A.** (hereinafter referred to as **Extraordinary General Meeting**), which shall take place in Katowice (40-085), ul. Mickiewicza 29 (conference room 239) on **26 January 2018 (Friday) at 1.00 p.m., with the following agenda:**

Agenda of the Extraordinary General Meeting:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Making up the attendance list.
4. Determination of whether the Extraordinary General Meeting has been duly convened for and has the capacity to adopt resolutions.
5. Adoption of the resolution not to appoint the Scrutinisers. .
6. Adoption of the resolution on approval of the agenda.
7. Adoption of the resolution on determination of the number of members of Supervisory Board in its ninth term of office.
8. Adoption of the resolution on appointment the members of Supervisory Board of its ninth term of office.
9. Adoption of the resolution on amendment of the Statutes of the Company.
10. Closing of the Extraordinary General Meeting.

With respect to the intended amendment to the Company’s Statutes, the Management Board of Stalexport Autostrady S.A. hereby presents the existing wording of this paragraph and the proposed amendments:

| Previous reading § 11.2.5 of the Company's Statutes: | Proposed amendment Deleted of § 11.2.5 of the Company's Statutes: |
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| The Management Board makes its decisions in the form of resolutions or without resolutions being passed. The resolution form is required for decisions concerning: 5) proposing the Supervisory Board the selection of a chartered auditor | <i>(Deleted)</i> |
| New item 3 added to § 16 of the Company's Statutes: | Proposed content of §16.3 of the Company's Statutes: |
| <i>New content</i> | 3. If the Chairman of the Supervisory Board or his deputy does not convene a meeting in accordance with section 2, the applicant may call it independently, indicating the date, place and |

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| | proposed agenda. |
| Existing wording of § 18.3.8 of the Company Statutes: | Proposed amendment § 18.3.8 of the Company Statutes: |
| The Supervisory Board is also entitled to: 8) to choose, upon the motion of the Management Board, an expert auditor in order to examine financial reports, | The Supervisory Board is also entitled to: 8) select an audit firm to audit financial statements, |

Furthermore, the Management Board of Stalexport Autostrady S.A., pursuant to Art. 402² of the Code of Commercial Companies (hereinafter referred to as KSH) shall provide the following information:

- 1) Pursuant to Art. 406¹ § 1 of KSH, only those who are the Company shareholders on the day their participation in the General Meeting is registered, i.e. 16 days prior to the General Meeting date, may participate in the General Meeting. Participants of the Extraordinary General Meeting of Stalexport Autostrady S.A. shall be registered on **10 January 2018 (Wednesday)**.
- 2) Pursuant to Art. 406³ §1 of KSH, bearer shares in the form of a document give right to participate in the Extraordinary General Meeting of the Company if the documents are deposited in the Company no later than on the day of registration of participation at the Extraordinary General Meeting, i.e. **on 10 January 2018 (Wednesday)**, and they will not be withdrawn before the end of this day. Instead of shares, a certificate issued as a proof of depositing shares with a notary, a bank or an investment company having their seats or branches established in the Polish Republic may be submitted. The certificate should indicate the numbers of share documents and it should state that the share documents will not be returned before the date of registration of participation in the Extraordinary General Meeting.
- 3) Pursuant to Art.406³ § 2 of KSH, in order to ensure participation in the Extraordinary General Meeting, a shareholder entitled to dematerialised bearer shares shall request – *not earlier than after the General Meeting has been convened, i.e. not earlier than on 30 December 2017 (Saturday) and not later than on a first working day after the registration of participation in the Extraordinary General Meeting , i.e. 11 January 2018 (Thursday)* – the entity maintaining the relevant security account to issue an individual certificate confirming the right to participate in the Extraordinary General Meeting. The said certificate shall contain all the information as mentioned in Art. 406³ §3 of KSH, i.e.:
 - a) company (name), seat, address and seal of the issuer and certificate number,
 - b) number of shares,
 - c) kind and code of shares,
 - d) company (name), seat and address of the public company that issued the shares,
 - e) nominal value of the shares,
 - f) full name or company name of the shareholder,
 - g) registered office (place of residence) and address of the shareholder,
 - h) the purpose of the certificate,
 - i) date and place of issue of the certificate,
 - j) signature of the person authorised to issue the certificate.

Certificates on the right to participate in the Extraordinary General Meeting shall constitute the basis to prepare lists that are handed over to the entity maintaining the deposit of securities

(Krajowy Depozyt Papierów Wartościowych S.A.) in accordance with the regulations on trading in financial instruments.

4) Rules concerning participation in the Extraordinary General Meeting:

A shareholder may participate in the General Meeting and exercise their right to vote in person or via a proxy. A proxy performs all powers of a shareholder at the General Meeting unless otherwise stated in the power of attorney; the proxy may grant a further power of attorney if this is expressly specified in their power of attorney. A shareholder, having shares registered on a consolidated account, may appoint separate proxies to exercise rights resulting from shares registered in such an account. A shareholder, having shares included in more than one account of securities, may appoint separate proxies to exercise rights resulting from shares registered in each of the accounts.

Pursuant to Art.412¹ §2 of KSH, a power of attorney to participate in the General Meeting of a public company and to exercise the right to vote shall be granted in writing or in an electronic form (granting a power of attorney in an electronic form does not require a qualified electronic signature).

The power of attorney shall be drawn up in the Polish language and it may be sent to the Company prior to the Extraordinary General Meeting in an electronic version (in PDF format) to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl**. Please note that a shareholder using electronic means of communication bears exclusive risk related to their use.

Please note that in case of any discrepancies between the data of a shareholder as indicated in the power of attorney and data contained in the list of shareholders drawn up on the basis of a list obtained from the entity maintaining the deposit of securities (Krajowy Depozyt Papierów Wartościowych S.A.) handed over to the Company pursuant to Art.406³ of KSH a proxy of a shareholder may not be allowed to participate in the Extraordinary General Meeting.

Shareholders and proxies shall have an ID card on them. After arriving at the Extraordinary General Meeting and prior to signing the attendance list, a proxy should present an original ID card as mentioned in the power of attorney in order to confirm their identity.

The shareholder shall notify the Company on granting a power of attorney via electronic means of communication by sending a file in PDF format to the Management Board of the Company, to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl**.

In case the power of attorney is granted by means of electronic communication by a legal entity or a business unit as specified in art. 33¹ of the Civil Code, the shareholder as a principal shall additionally send a scanned copy of an excerpt from the register where the principal is registered.

Pursuant to Art.412¹ §5 of KSH, the Company undertakes relevant actions aiming to identify the shareholder or the proxy in order to verify the validity of the power of attorney granted in an electronic form. The verification may consist in a telephone or electronic inquiry addressed to the shareholder or the proxy in order to confirm the fact of granting the power of attorney.

Representatives of legal persons and business units mentioned in art. 33¹ of the Civil Code or similar foreign entities shall have an original document or a copy certified by a notary public from a relevant register including the current data of the entity represented and, if their representation rights are not confirmed in the register, they should have a written power of attorney (original document or its true copy certified by notary public) and a valid, as at the day of issuing the power of attorney, excerpt from the relevant register (original or a true copy

certified by a notary). Any documents in a foreign language shall be translated by a certified translator.

- 5) In relation to convocation and participation in the Extraordinary General Meeting, shareholders shall enjoy the following powers:
- a) any shareholder(s) representing at least one twentieth of the share capital may demand certain issues to be included in the agenda of the nearest General Meeting. Such a demand shall be sent to the Company in writing or in an electronic form (PDF format) to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl** – in the Polish language, and it should include the rationale or a draft resolution concerning the proposed point of the agenda. Such a demand shall be reported to the Management Board no later than 21 days prior to the date of the Extraordinary General Meeting, i.e. until **5 January 2018 (Friday)**.
 - b) any shareholder(s) of the Company representing at least one twentieth of the share capital may, before the date of the General Meeting, submit to the Company in writing or by electronic means of communication (in PDF format) to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl**, draft resolutions concerning issues included in the agenda of the Extraordinary General Meeting or issues that are to be introduced to the agenda.
 - c) the shareholders shall document their rights to exercise the powers described above in items a) and b) by producing suitable written documents.
 - d) in case of shareholders being legal entities and business units specified in Art. 33¹ of the Civil Code, the authorisation to act on behalf of a given entity shall be also confirmed by attaching a valid excerpt from the National Court Register (KRS) or an excerpt from another register as relevant for the shareholder. Shareholders being non-domestic entities shall produce the original or a true copy duly certified by a notary of a valid excerpt from the appropriate commercial register. If their right to represent the applicant is not registered therein, it should be accompanied by a written power of attorney (original or a copy certified by notary public), submitted together with the original or a notarised copy of the excerpt from the appropriate register. Any foreign language documents shall be translated into Polish by a certified translator. Any shareholders submitting their requests via electronic means of communication shall scan the relevant documents to PDF format and send them to the Company.
 - e) during the Extraordinary General Meeting, each shareholder may propose draft resolutions concerning issues introduced to the agenda during the General Meeting as well as resolutions concerning the issues introduced to the agenda during the Extraordinary General Meeting.
- 6) The Company's Statutes and Regulations of the General Meeting do not include provisions enabling the shareholders to exercise their right to vote by postal ballot or by means of electronic communication systems; thus the Management Board of Stalexport Autostrady S.A. in Myslowice informs that during the Extraordinary General Meeting on **26 January 2018 (Friday)** it will not be possible to:
- a) participate in the General Meeting by means of electronic forms of communication,
 - b) express opinion during the General Meeting via electronic means of communication,
 - c) exercise the right to vote by postal ballot or via electronic means of communication.

- 7) Any person entitled to participate in the General Meeting may receive the full text of the documentation that is to be presented to the Extraordinary General Meeting jointly with the relevant draft resolutions at the registered office of the Company.
- 8) The forms required to exercise the right to vote through the proxy, information on the agenda of the General Meeting and the related documentation are available on the Company's website: **www.stalexport-autostrady.pl** in the following tab: Investors Relations/Corporate Governance/General Meetings.
- 9) Correspondence related to the Extraordinary General Meeting shall be sent to the following email address: **walne.zgromadzenie@stalexport-autostrady.pl**.
- 10) Pursuant to Art.407 of KSH, the list of shareholders entitled to participate in the Extraordinary General Meeting shall be made available at the Company Management Board's Office between 9.00 a.m. – 5.00 p.m. three working days prior to the date of the Extraordinary General Meeting.

Mysłowice, 29 December 2017

**President
of the Management Board
Chief Executive Officer**

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/Emil Wąsacz/