

Accepting
Andrzej

Report No 10/2014

Legal basis: art. 56 paragraph 1 point 2) Act of 29 July 2005 on public offer and the conditions for introducing financial instruments to the organized trading system, and on public companies (Journal of Laws of 2013 item. 1382, later amended).

With reference to the information contained in the following current reports: no 58/2005 dated 29th December 2005, no 14/2006 dated 23rd December 2006, nr 17th dated 2 December 2011 and in relation with the legal actions concerning the change of Agent and Security Agent for the credit agreement concluded by and between Stalexport Autostrada Małopolska S.A. seated in Myslowice (which is subsidiary company of Stalexport Autoroute S.a.r.l., which in turn is subsidiary company of Stalexport Autostrady S.A.) regarding the financing of the project A4 Katowice-Kraków dated 28th December 2005, The Board of Directors of Stalexport Autostrady S.A. hereby announces, that on 17th June 2014:

- I. Stalexport Autoroute S.a.r.l. and Stalexport Autostrada Małopolska S.A. have concluded the Polish Security Transfer Agreement. This Agreement has been concluded by and between:
- a) Portigon AG (formerly known as WestLB AG) London Branch (the outgoing Security Agent who is also the outgoing Agent),
 - b) FM Bank PBP S.A seated in Warsaw (the new Security Agent who is also the new Agent),
 - c) Stalexport Autostrada Małopolska S.A. (the Borrower),
 - d) Stalexport Autoroute S.a.r.l. (the Shareholder).

The Subject of the Agreement involves the transfer of securities established in accordance with the Polish Security Documents, as well as the rights and obligations of the outgoing Security Agent (Portigon AG London Branch) resulting from the Polish Security Documents from the outgoing Security Agent for the benefit of the New Security Agent (FM Bank PBP SA). Through the Polish Security Documents is meant in particular:

- a) Agreement for a registered pledge over shares in the Stalexport Autostrada Małopolska S.A. concluded on 22nd March 2006 between Portigon AG (formerly known as WestLB AG) London Branch (pledgee), and Stalexport Autoroute S.a.r.l. (pledger);
- b) Agreement for a registered pledge over shares in the Stalexport Autostrada Małopolska S.A. concluded on 31st October 2011 between Portigon AG (formerly known as WestLB AG) London Branch (pledgee), and Stalexport Autoroute S.a.r.l. (pledger);
- c) Agreement for a registered pledge over shares in the VIA 4 S.A. (formerly known as Stalexport Transroute Autostrada S.A.), concluded on 22nd March 2006 between Portigon AG (formerly known as WestLB AG) London Branch (pledgee), and Stalexport Autoroute S.a.r.l. (pledger).

The Board of Directors of Stalexport Autostrady S.A. indicates, that there is no relation between the New Security Agent (also an Agent) and pledgers, including their managers or supervisors.

- II. Stalexport Autostrady S.A. have signed an amendment to a share pledge agreement on all shares of Stalexport Autoroute Sarl dated 22nd March 2006, which was signed by and between:
- a) Stalexport Autostrady S.A. (pledger),
 - b) Portigon AG (formerly known as WestLB AG) London Branch (the outgoing Security Agent who is also the outgoing Agent),

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- c) FM Bank PBP S.A seated in Warsaw (the new Security Agent who is also the new Agent),
- d) Beneficiaries as defined in the pledge agreement represented by the Security Agent,
- e) Stalexport Autoroute S.a.r.l. (Company).

The purpose for this amendment is to make a change in the pledge agreement involving the designation of the Agent and Security Agent from Portigon AG London Branch to the FM Bank SA PBP, which is the result of the resignation of the Agent and Security Agent and also the appointment of the new Agent and new Security Agent. The beneficiaries list was also updated, which is now as follows:

- a) FM Bank PBP S.A. as Agent,
- b) FM Bank PBP S.A. as Security Agent,
- c) and as Banks: FM Bank PBP S.A., Portigon AG (formerly known as WestLB AG) London Branch, Depfa Bank Plc seated in Dublin, KfW Ipex-Bank GmbH seated in Frankfurt (formerly known as KfW), Bank Polska Kasa Opieki Spółka Akcyjna seated in Warsaw (legal successor of Bank BPH Spółka Akcyjna).

The Board of Directors of Stalexport Autostrady S.A. indicates, that there is no relation between the New Security Agent (also an Agent) and pledger, including their managers or supervisors.

