

Report No 2/2015

Applies to the credit agreement concluded by the company Stalexport Autostrada Małopolska S.A. ("SAM S.A.") with its registered office in Mysłowice (which is a 100% subsidiary company of Stalexport Autoroute S.a.r.l., which in turn is a 100% subsidiary company of Stalexport Autostrady S.A.) concerning the financing of the project A4 Katowice-Kraków dated 28 December 2005 , hereinafter referred to as "Credit Agreement".

With reference to information provided in current Reports No.: 58/2005 (of 29 December 2005), 14/2006 (of 23 March 2006), 17 (of 2 December 2011) as well as 10 (of 18 June 2014) the Management Board of Stalexport Autostrady S.A. informs, that on February 5th, 2015 Stalexport Autostrady S.A. has been notified by SAM S.A. about receiving of a document called "Transfer Certificate", which informed about the change of one of the lenders of the Credit Agreement, i.e.: DEPFA BANK PLC with its registered office in Dublin (the Existing Lender) for FMS WERTMANAGEMENT (the Transferee Lender). Changes will enter into force on March 31, 2015.

In connection with the above-described change of the credit lender, SAM S.A. on 5 February 2015 informed the Management Board of Stalexport Autostrady S.A. about:

- a) receiving from the Transferee Lender statement (Accession Agreement) concerning the accession to the agreement (Intercreditor Deed) concluded on 22 March 2006 by and between SAM S.A., Stalexport Autoroute S.a.r.l., Stalexport Transroute Autostrada S.A. (now VIA4 S.A.), Stalexport Autostrady S.A and Financing Banks (WESTLB POLSKA S.A., WESTLB AG London Branch, DEPFA BANK PLC Dublin, KfW Frankfurt, Bank BPH SA). Intercreditor Deed is an agreement that stipulates the technical and legal (in formal scope) aspects concerning the securities granted in connection with the conclusion of the Credit Agreement by SAM S.A.;
- b) conclusion on 5 February 2015 by SAM S.A. of the agreement, which provided the replacement of the Existing Lender by the Transferee Lender in the agreement relating to interest rate hedging concluded on 27 May 2008, about which the Company informed in Report No. 27/2008 of 28 May 2008.

The Management Board of Stalexport Autostrady S.A. announces, that the replacement of the Existing Lender by the Transferee Lender involves the need to change the following agreements:

- a) share pledge agreement dated 22 March 2006, concluded by Stalexport Autostrady S.A. (as pledgor). The Existing Lender, as a beneficiary, will be replaced by the Transferee Lender;
- b) account pledge agreement dated 22 March 2006, concluded by Stalexport Autoroute S.a.r.l. (as pledgor). The Existing Lender, as a beneficiary, will be replaced by the Transferee Lender.

The Management Board of Stalexport Autostrady S.A. shall notify about amendments related to the content of the above-mentioned pledge agreements in a separate report.

At the same time the Management Board of Stalexport Autostrady S.A. indicates, that there are no relations between the Transferee Lender and the pledgors, including their managers or supervisors.

Legal basis: art. 56 paragraph 1 pt 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).