

**Resolution No. 1/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 393 sec. 1 of the Commercial Companies Code and art. 35 sec. 3 item 1 of the Company Statutes, hereby resolves as follows:

"The Management Board report on the Autostrada Wielkopolska S.A. activity in the period between 1 January 2025 and 31 December 2025 is hereby approved."

**Resolution No. 2/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 1 of the Company Statutes and art. 53 sec. 1 of the Accounting Act dated September 29, 1994 hereby resolves as follows:

"The Company's financial statements are hereby approved, including:

- the balance sheet as at 31 December 2025 with total assets and liabilities amounting to PLN 2.432.103.482,95,
- the profit and loss account for the period between 1 January 2025 and 31 December 2025 showing a net profit of PLN 250.516.289,41
- the cash flow statement for the period between 1 January 2025 and 31 December 2025,
- the notes to the financial statements."

**Resolution No. 3/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A. hereby resolves as follows:

"The report of the Supervisory Board of Autostrada Wielkopolska S.A. for the year 2025 is hereby approved."

**Resolution No. 4/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025, by Mr. Sebastian Joachimiak, Member of the Management Board of Autostrada Wielkopolska S.A."

**Resolution No. 5/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025 from 01.01.2025 until 26.08.2025, by Mr. Paweł Struski, Member of the Management Board of Autostrada Wielkopolska S.A."

**Resolution No. 6/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025, by Mr. Marcin Szczepański, Member of the Management Board of Autostrada Wielkopolska S.A."

**Resolution No. 7/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025, by Mr. Marco Rosso, Chairman of the Supervisory Board of Autostrada Wielkopolska S.A."

**Resolution No. 8/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025 by Mr. Umut Aydin, Member of the Supervisory Board of Autostrada Wielkopolska S.A."

**Resolution No. 9/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025 by Mr. Thierry Déau, Member of the Supervisory Board of Autostrada Wielkopolska S.A."

**Resolution No.10/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025 by Mr. Justyn Konieczny, Member of the Supervisory Board of Autostrada Wielkopolska S.A."

**Resolution No. 11/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025, by Mr. Matthieu Muzumdar, Member of the Supervisory Board of Autostrada Wielkopolska S.A."

**Resolution No. 12/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025, by Mr. Fadi Selwan, Member of the Supervisory Board of Autostrada Wielkopolska S.A."

**Resolution No. 13/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025, by Mr. Thibault Simon, Member of the Supervisory Board of Autostrada Wielkopolska S.A."

**Resolution No. 14/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 3 of the Company Statutes, hereby resolves as follows:

"The General Meeting hereby acknowledges the fulfillment of duties in the year 2025 by Mr. Wolfgang Zechmeister, Member of the Supervisory Board of Autostrada Wielkopolska S.A."

**Resolution No. 15/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to art. 35 sec. 3 item 2 of the Company Statutes, hereby decides that the net profit disclosed in the financial year 2025 in the amount of PLN 250.515.289,41 shall be divided as follows:

- a. a part of the profit in the amount of PLN 20.041.303,15 should be allocated to the supplementary capital,
- b. the remaining part of the profit in the amount of PLN 230.474.986,26 should be allocated to cover losses from previous years, starting from the oldest.

**Resolution No. 16/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.**

of 26 May 2026

The Ordinary General Meeting of the Company Autostrada Wielkopolska S.A, acting pursuant to Art. 397 of the Commercial Companies Code, hereby resolves that the company Autostrada Wielkopolska S.A. shall continue to exist.

**Resolution No. 17/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

1. The Ordinary General Meeting of Autostrada Wielkopolska S.A., acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35 section 3 point 6) of the Company's Statute, hereby resolves to amend the Statute of the Company in its entirety by repealing the current text of the Statute in its entirety and adopting a new, consolidated text of the Statute as follows:

**“STATUTES OF A JOINT - STOCK COMPANY
„AUTOSTRADA WIELKOPOLSKA” S.A.**

1. General Provisions

§1

The Company shall operate under the business name of Autostrada Wielkopolska Spółka Akcyjna (Joint - Stock Company). The Company may also use the abbreviated name Autostrada Wielkopolska S.A.

§2

The registered office of the Company shall be the city of Poznań.

§3

The Company carries out its business activities within the territory of the Republic of Poland.

§4

The object of the Company shall include:

1. works connected with the construction of roads and motorways (42.11.Z)
2. specialized construction works in the field of civil engineering (43.50.Z)
3. works connected with the construction of bridges and tunnels (42.13.Z)
4. construction works connected with the erection of non-housing buildings (41.00.B)
5. works related to the construction of other civil engineering structures, not elsewhere classified (42.99.Z).
6. demolition and destruction of structures (43.11.Z)
7. site preparation (43.12.Z)
8. other specialized construction works, not elsewhere classified (43.99.Z).
9. implementation of other construction projects (68.12.C)
10. architecture-related activities (71.11.Z)
11. surveying and mapping activities (71.12.A)
12. other engineering activities and related technical consulting (71.12.B)
13. lease and management of leasehold or freehold real estate (68.20.Z)
14. hotels and similar lodging facilities (55.10.Z)
15. restaurants (56.11.Z)

16. mobile catering establishments (56.12.Z)
17. mechanical repair and maintenance of motor vehicles, excluding motorcycles (95.31.A)
18. bodywork and paint repair and maintenance of motor vehicles, excluding motorcycles (95.31.B)
19. roadside assistance (52.21.A)
20. other service activities supporting land transport (52.21.B)
21. retail sale of motor vehicle fuel at gas stations (47.30.Z)
22. retail sale in non-specialized shops with the majority of products being food products, beverages and tobacco products (47.11.Z)
23. other retail sale in non-specialized shops (47.12.Z)
24. other money –related agency business (64.19.Z)
25. business related to risk assessment and evaluation of losses borne (66.21.Z)
26. insurance agent's and broker's business (66.22.Z)
27. activities supporting insurance and pension funds, not classified elsewhere (66.29.Z)
28. activities of holding companies (64.21.Z)
29. activities of companies obtaining financing for other entities (64.22.Z)
30. activities of money market funds and investment funds other than money market funds (64.31.Z)
31. activities of trust institutions (64.32.Z)
32. other financial service activities, except insurance and pension funding, not classified elsewhere (64.99.Z)
33. other forms of lending, not classified elsewhere (64.92.B)
34. other activities supporting financial services, excluding insurance and pension funds (66.19.Z)
35. fund management activities (66.30.Z)
36. activities of head offices (70.10.A)
37. activities of shared services centers (70.10.B)
38. business consulting and other management consulting (70.20.Z)
39. advertising agencies activities (73.11.Z)
40. legal business (69.10.Z)
41. bookkeeping and accounting business (69.20.A)
42. tax advisory (69.20.B)
43. financial audit services (69.20.C)
44. Service activities related to green area development (81.30.Z)
45. Other forms of education in the field of driving and piloting (85.53.Z)
46. Courses and training related to acquiring knowledge, skills and professional qualifications in extracurricular forms (85.59.B)
47. Educational support activities, not elsewhere classified (85.69.Z).
48. All other professional, scientific and technical activities, not elsewhere classified (74.99.Z).

§5

The Company may establish its branches and representative offices in the Republic of Poland, as well as participate in other companies or business entities in the Republic of Poland, and enter into any and all relationships in organizational and legal terms permitted by law, if connected with the activities of the Company.

§6

The lifetime of the Company is unlimited.

2. The Company's Capital and Shares

§7

The Company's share capital amounts to PLN 461,000,000 (say: four hundred sixty one million) and is divided into 4,610,000 (say: four million six hundred and ten thousand) shares of the nominal value of PLN 100 (say: one hundred) each, including:

- a) 1,050 (say: one thousand fifty) registered preferred shares of the first issue (A) with the serial numbers from 0001 to 1050,
- b) 9,450 (say: nine thousand four hundred fifty) registered preferred shares of the second issue (B) with the serial numbers from 0001 to 9450,
- c) 350,000 (say: three hundred fifty thousand) registered preferred shares of the third issue (C) with the serial numbers from 000001 to 350000,
- d) 4,249,500 (say: four million two hundred forty nine thousand five hundred) registered preferred shares of the fourth issue (D) with the serial numbers from 0000001 to 4,249,500.

§8

The registered shares of the first issue A series, the second issue B series, the third issue C series and the fourth issue D series are the preferred shares which entitle their holders to:

- 1) five votes on each share at the General Meeting;
- 2) a higher dividend by 25% in comparison to the dividend on ordinary shares.

§9

- 1. The founders' shares may be transferred upon a consent of the Supervisory Board which also determines whether after the transfer the shares shall retain the status of the preferred shares.
- 2. The registered preferred shares may be transferred upon a consent of the Supervisory Board given in the form of resolution.
 - 2a. In order to obtain consent for the transfer of shares, a Shareholder shall file to the Chairman of the Supervisory Board an application, which shall contain, inter alia, the applicant's address and registered office, number and type of shares intended for transfer, name of the purchaser of the shares and the price at which the shares shall be transferred,
 - 2b. The Supervisory Board shall consider the application at the nearest meeting, but in no event later than within one month of the date of filing the application for the consent to transfer shares of the Company. Before considering the application, the Chairman of the Supervisory Board or the Supervisory Board may request that the applicant provide additional information concerning the prospective purchaser, providing for an additional period of time to submit the required information. If no additional information is submitted in the stipulated period, the application shall be deemed as cancelled and the Company shall return the application to the applicant,
 - 2c. If the Supervisory Board does not consent to the transfer of shares of the Company to the entity indicated in the application, the Supervisory Board shall be required to designate another purchaser. Such other Purchaser shall be designated within one month following the day on which the Supervisory Board withheld its consent for the original transfer of shares but in no event later than two months following the day on which the intent to transfer was notified to the Company.
 - 2d. If the Supervisory Board designates a new purchaser for the shares in the Company, the price at which the transfer shall be effected shall be equal to the book value of the shares as of the day of filing the application for the consent to transfer the shares of the Company. The price for the shares shall be paid no later than two weeks following the execution of a sale agreement with the purchaser designated by the Supervisory Board.
 - 2e. A purchaser for the shares shall be designated in writing. Information on this matter shall be forwarded by the Chairman of the Supervisory Board by registered mail to the address of the applicant set forth in the application for the consent to sell shares of the Company, unless the Shareholder intending to sell shares in the Company has indicated another mailing address.
 - 2f. If the Supervisory Board does not consider an application for the consent to transfer shares within the time-limit set forth in Sec.2b, or if the Supervisory Board does not designate a new

purchaser within the period of time set forth in Sec. 2c, the shares may be transferred with no limitations whatsoever.

3. Shareholders shall be able to dispose of their shares in the share capital of the Company under the following restriction: until 10 March 2037 the shareholders shall not transfer their shares in the Company if such transfer results in at least 5% of shares in the Company being held by convicted criminals.
4. If any shares are transferred without a requisite consent of the Supervisory Board, they shall lose their preferred status (if any).

§10

1. The Shares may be redeemed.
2. Detailed terms and conditions for the redemption of shares shall be specified by the General Meeting.

§11

1. The Company's share capital may be increased:
 - a) via issuing new shares or increasing the nominal value of the existing shares
 - b) from the funds of the Company
2. Any share capital increase shall require a resolution of the General Meeting and an amendment to these Statutes.
3. In the case referred to in subsec. 1a, the share capital may be covered with cash or in-kind contributions.
4. Shares may not be subscribed for below their nominal value.
5. Shares of new issues may be registered or stock, ordinary or preferred, as set forth from time to time in a relevant General Shareholders Meeting resolution.
6. Shares of the Company shall be entered into a shareholders register kept by the entity appointed by the General Meeting by way of a pertinent resolution; such entity must be licensed to keep securities accounts.
7. The Company shall perform its monetary obligations towards the Shareholders on account of the Shareholders' rights accrued from the shares held, without any intermediation on the part of the entity keeping the shareholders register.

§12

1. The Shareholders shall annually participate in the distribution of the net profit if the profit is allocated for distribution by the General Meeting.
2. The net profit shall be distributed in compliance with the terms laid down by the General Meeting. The General Meeting shall especially adopt a resolution concerning the conditions, the principles and the method of payment of the dividend for the given business year.
3. The net profit excluded from distribution is allocated to the supplementary capital or other capitals established in accordance with §35 hereof.

3. The Company's Corporate Bodies

§13

The Company's Corporate Bodies are:

- a) the Management Board;
- b) the Supervisory Board;

c) the General Meeting.

3.1.The Management Board

§14

1. The Management Board of the Company comprises one or more Members.
2. Members of the Management Board are appointed for a three-year term by the Supervisory Board, which shall also approve the Regulations of the Management Board after they have been passed by the Management Board.
3. Members of the Management Board are appointed for joint term of office.
4. The number of Management Board members shall be determined by the Supervisory Board.

§15

1. The Management Board shall represent the Company before authorities and third parties.
2. The Management Board shall manage the Company's property and business. The Management Board shall be responsible for the Company's proper accounting, and shall comply with the provisions of these Statutes, the Regulations and the resolutions adopted by the Supervisory Board and the General Meeting.
3. Representations towards the Company, as well as any documents served on the Company may be delivered in the presence of any one Member of the Management Board, provided that such acts take place at the Management Board's premises.

§16

In the event the Management Board consists of more than one person, in order to make representations in the name and on behalf of the Company, the joint co-operation of two Members of the Management Board, or one Member of the Management Board and a commercial representative (procurator) is necessary.

§17

1. Within the limits of ordinary management, each and every Member of the Management Board shall have the right and obligation to govern the affairs of the Company. The Supervisory Board may determine the organization of the Management Board and the scope of responsibilities and competence of particular Management Board Members within the Management Board.
2. The Management Board may not, without a prior consent of the Supervisory Board, enter into credit agreements, raise loans or grant sureties unless the relevant transaction is within the amount of the yearly total limit specified by the Supervisory Board in zlotys, or its equivalent in a foreign currency.

§18

The resolutions of the Management Board shall be passed by absolute majority of votes. If parity of votes occurs the vote of the President (if one has been appointed) shall prevail.

§19

1. The Company may appoint proxies to handle specific issues or perform special acts within the limits of their powers of attorney. Such power of attorney may be granted and revoked by the Company in accordance with the provisions governing representation.
2. The Management Board may appoint a commercial representative (procurator) upon consent of all the members of the Management Board. Such commercial representative may be revoked by any member of the Management Board.

§20

The Management Board, and any one of its Members, may, at any time, and for important reasons be suspended or dismissed by the Supervisory Board.

§21

The Management Board Members, as well as the Company's employees, are liable to the Company for any losses suffered by the Company as a result of their negligence in the performance of duties provided for by the acts, Statutes or by the relevant regulations.

3.2. The Supervisory Board

§22

1. The Supervisory Board shall be composed of 5 (five) to 13 (thirteen) Members appointed and dismissed by the General Meeting. The exact number of Supervisory Board's Members shall be determined by the General Meeting. The Supervisory Board Members shall elect a Chairman and one or two Vice-Chairmen of the Supervisory Board from among themselves.
2. The term of office of the Supervisory Board Member shall be five years.
3. Where the registered preferred shares are held by an economic self- government, such self-government shall appoint one Member of the Supervisory Board. The other Members of the Supervisory Board shall be appointed by the absolute majority of votes of other Shareholders present at the General Meeting.
4. The resolutions of the Supervisory Board shall be valid provided that all the Members have been invited and at least half of the Members attended a given meeting including the Chairman or the Vice-Chairman, with attendance understood also as participation in a conference call or otherwise using remote means of direct communication.
5. The Supervisory Board's Members perform their duties in person only.
6. Sessions of the Supervisory Board are held at least once every three months. Moreover, the sessions may be held at other intervals when necessary. The sessions are convened by the Chairman of the Supervisory Board on his own initiative or upon a request of a Member of the Supervisory Board or of the Management Board.
7. All deliveries to each of the Supervisory Board Members shall be made in writing or by electronic mail to the address given by such Supervisory Board Member. Each Supervisory Board Member shall inform the Chairman and Vice-Chairmen of the Supervisory Board and the Company about any change of their address or electronic mail address.
8. Any and all representations and letters directed to the Supervisory Board by the Company, its bodies, Shareholders and the Supervisory Board Members, shall be delivered to the Supervisory Board's Chairman and Vice-Chairman, unless the Statutes require the notification of all Members of the Supervisory Board.

9. Supervisory Board Members may take part in the adoption of resolutions by casting a written vote through the intermediary of another Supervisory Board member. The Supervisory Board may also adopt resolutions in the form of a written consent or with the use of means of direct remote means of direct communication. A resolution shall be valid provided all members of the Supervisory Board have been informed about the wording of such draft resolution. The detailed procedure for the adoption of Supervisory Board resolutions shall be set forth in the Supervisory Board Regulations.
10. In the event of dismissal, resignation or death of a Supervisory Board member, his/her term of office shall expire. Upon receiving information regarding the dismissal, resignation, or death of a Member, the Management Board shall, as soon as possible, convene a General Meeting, including in its agenda the election of the successor of the Member who has resigned, died or been dismissed. A decrease in the number of Supervisory Board members as a result of dismissal, resignation or death of a Supervisory Board member shall not affect the Supervisory Board's ability to adopt valid resolutions, unless - as a result of such decrease -there should be fewer than 5 (five) Supervisory Board members.

§23

The Supervisory Board passes resolutions on all matters expressly assigned to it in these Statutes or in the Commercial Companies Code.

§24

1. The Supervisory Board shall exercise permanent supervision over the Company's activities in all fields of the Company business. The Supervisory Board shall have the power, in particular, to:
 - 1) evaluate the financial statements of the Company, both in terms of compliance with the books and records and the actual status;
 - 2) evaluate of the Management Board report on the Company's operations in a given business year;
 - 3) evaluate of the Management Board's motions concerning distribution of profit or coverage of losses;
 - 4) submit the annual written report on the results of the above evaluations to the General Meeting;
 - 5) give consent to establish representative offices and branches of the Company, as well as to join or participate in other companies or other business entities;
 - 6) give consent to acquisition, disposal of real estate, perpetual usufruct or any interest in any real estate;
 - 7) give consent to encumber any real estate;
 - 8) appoint and dismiss Members of the Management Board;
 - 9) consider any motions of the Management Board or the Supervisory Board Members;
 - 10) appoint the Company's Auditor to audit the Company's financial statements;
 - 11) extend motions at the General Meeting to discharge each Management Board member of his/her duties;
 - 12) give consent to the Management Board Members for their involvement in a competitive business;
 - 13) assign supervisory duties to individual Supervisory Board Members and designate individual Supervisory Board Members for permanent performance of the supervisory duties;

- 14) suspend, for important reasons, individual or all Members of the Management Board in their functions, as well as to second the Supervisory Board Members, for a period not exceeding three months, to temporarily perform the duties of those Management Board Members who have been dismissed, resigned or for other reasons are incapable of performing their duties. If a Management Board Member is permanently unable to fulfill his duties, the Supervisory Board shall appoint a new Management Board Member;
 - 15) convene the ordinary General Meeting if the Management Board fails to do so within a stipulated period of time;
 - 16) convene an extraordinary General Meeting if the Supervisory Board deems it advisable, provided that the Management Board has failed to do so within two weeks from the relevant demand of the Supervisory Board;
 - 17) file actions to repeal the resolutions of the General Meeting;
 - 18) file actions for rendering the resolutions of the General Meeting invalid
 - 19) represent the Company in any contracts between the Company and the Management Board Members in particular entering into and terminating any employment contracts or appointments of the Management Board Members. such contracts being executed on behalf of the Supervisory Board by duly authorized Chairman of the Supervisory Board, Vice-Chairman or another Member of the Supervisory Board;
 - 20) represent the Company in disputes arising between the Company and the Management Board Members;
 - 21) grant a permission to enter into an engagement with respect to or to dispose of the Company's assets worth more than the amount determined in the Supervisory Board's resolution;
 - 22) approve the Company's financial plans, as well as its development and business plans;
 - 23) grant a permission to establish any security that encumbers the Company's assets;
 - 24) grant a permission to acquisition of enterprises, as well as acquisition and transfer of shares in other companies, and grant a permission to enter into joint - ventures;
 - 25) approve the Regulations of the Management Board;
 - 26) determine the Company's business strategy;
 - 27) determine the Company's organizational structure;
 - 28) determine the limit for entering by the Management Board into any credit agreement, raise a loan or grant warranty;
 - 29) approve any transfer of registered shares;
 - 30) deliver its opinion on the draft resolutions of the Management Board determining the scheduled date, place and detailed agenda of the General Meetings convened by the Management Board.
2. During the performance of its duties, the Supervisory Board may inspect every field of the Company's activities, require the Management Board and the Company's employees to present reports and provide explanations, perform inspections of the Company's assets and examine books and documents.
 3. The Supervisory Board may, by means of a resolution, discharge the Management Board from the obligation to obtain its consent to perform a given act, or a given type of act, unless it is in breach of the mandatory provisions of law.
 4. The remuneration of the Members of the Management Board shall be determined by the Chairman of the Supervisory Board in consultation with one of the Vice-Chairman.

§25

The resolutions of the Supervisory Board shall be passed by an absolute majority of votes cast in the presence of at least half of the members of the Board. In the event of the parity of votes, the prevailing vote shall belong to the Chairman of the Supervisory Board.

§26

The Members of the Supervisory Board shall receive remuneration determined by the General Meeting for the performance of their duties.

§27

The Supervisory Board adopts the Regulations of Supervisory Board which shall govern detailed procedures for the Supervisory Board's operations.

3.3. The General Meeting

§28

1. Shareholders shall have the right to participate in the General Meeting, each share carrying one vote, the preferred shares carrying a number of votes specified by the Statutes. Article 406 of the Commercial Companies Code shall apply to the right to participate in the General Meeting.
2. The Shareholders may participate in the General Meeting in person or by proxy. The power of attorney shall be in the written form.
3. Prior to each General Meeting a list of Shareholders shall be prepared eligible to attend the General Meeting, specifying their names and surnames (company names), residence address (registered office), number, type and numbers of the shares and the number of votes held. Such list, signed by the Management Board, shall be displayed at the Company's registered office 3 business days before the General Meeting.
4. The General Meeting may be ordinary or extraordinary.
5. An ordinary General Meeting shall be held within six months after the end of each accounting year.
6. An extraordinary General Meeting shall be convened by the Management Board either on its own initiative, or upon the Supervisory Board's request or a written request of Shareholders holding shares corresponding to at least one-twentieth of the share capital. The extraordinary General Meeting shall be convened by the Management Board within 14 days from the date of submission of such a request.
7. Where the Management Board intends to convene the General Meeting, the Supervisory Board must approve the draft of the resolution stating the detailed agenda of the General Meeting, its location and scheduled date.
8. The General Meeting may also pass resolutions without being formally convened, provided that the entire share capital is represented thereat, and provided that none of those present opposes either the fact of holding a General Meeting or any of the individual items on the agenda.
9. The General Meeting adopts the Regulations of the General Meetings, which shall provide, among other things, for the technical issues related to the General Meeting, as well as any matters related to the election of Company's bodies, in compliance with the provisions of Commercial Companies Code and these Statutes.

§29

1. The General Meeting is capable of passing binding resolutions provided that more than 50% of the Share Capital is represented thereat, unless the provisions of the Commercial Companies Code require a higher quorum.

2. In the event that the General Meeting is not capable of passing resolutions there being no quorum, another General Meeting with the same agenda shall be convened forthwith, without any restriction as to the quorum, unless the provisions of the Commercial Companies Code require a quorum.
3. The General Meeting shall be held at the Company's registered office or in Warsaw.

§30

The General Meeting shall be opened by the Chairman of the Supervisory Board or his deputy who shall preside over the General Meeting until the Chairman of the Meeting is elected from among the Shareholders or their representatives present at the General Meeting. In the absence of the foregoing persons, the General Meeting shall be opened by the President of the Management Board (if one has been appointed) or a person appointed by the Management Board.

§31

Proposals of the resolutions to be passed by the General Meeting require a prior written opinion of the Supervisory Board.

§32

1. Resolutions of the General Meeting shall be adopted by an absolute majority of votes cast, unless the Commercial Companies Code requires a higher number of votes.
2. Voting shall be open. Secret ballots shall be held, if required by the Commercial Companies Code.
3. The following matters shall require a resolution of the General Meeting:
 - 1) consideration and approval of the Management Board's report on the Company's operations and the financial statements of the Company for the preceding financial year;
 - 2) adoption of a resolution regarding the distribution of profit or the coverage of loss;
 - 3) discharging each member of Company's Corporate Bodies of his/her duties;
 - 4) appointment or dismissal of Members of the Supervisory Board;
 - 5) increase or reduction of the share capital;
 - 6) amendments to the Company's Statutes;
 - 7) merger of the Company with other companies, as well as dissolution and liquidation of the Company;
 - 8) adoption of the Regulations of the General Meeting.
 - 9) issuing bonds;
 - 10) decisions relating to claims to redress damages inflicted in the course of the Company's formation, or in the exercise of the management or supervisory duties;
 - 11) consideration of other motions of the Supervisory Board or the Management Board.
 - 12) award of founders' certificates;
 - 13) transfer and lease of the enterprise or granting the right of usufruct thereon.

§33

The General Meeting may, for important reasons, recess the Meeting, however no longer than by 7 days and in the aggregate for no more than 30 days.

4. The Company's Accounts

§34

1. The Company shall maintain its accounts in compliance with the applicable provisions of law.
2. The Company's financial year shall be the calendar year.
3. The Management Board is obligated to prepare the financial statements and a report on the Company's activities in writing, no later than within three months after the end of the business year and promptly present such statements to the Supervisory Board in Polish, accompanied by a sworn translation into English. The annual financial statements and the Management Board's report on the Company's activities shall require approval of the General Meeting.
4. The financial statements and the written report on the Company's activities shall be signed by all Members of the Management Board. Any refusal to sign the same must be justified.
5. Copies of the Management Board's report on the Company's operations and the financial statements together with a copy of the Supervisory Board's report and the auditor's report shall be issued to shareholders on request, in no event later than fifteen days before the General Meeting.
6. The Management Board shall be entitled to make an advance payment to the Shareholders towards the anticipated dividend at the end of the financial year, provided the Company has sufficient funds for such distribution. Any advance payment shall require a consent of the Supervisory Board.

§35

1. The Company shall establish the supplementary capital. At least 8 per cent of the net profit for a given financial year shall be allocated to the supplementary until it amounts to at least one third of the share capital. Once the above mentioned amount has been achieved, further allocation of the profit to the supplementary capital may be discontinued.
2. The supplementary capital may be used for coverage of a loss or an increase of the share capital. Any appropriation of the share capital shall be decided upon by the General Meeting.
3. The share premium shall be transferred to the supplementary capital after deduction of the issue costs.
4. The Company may, by way of a resolution of the General Meeting, establish other reserve capitals and funds. Any appropriation of such capitals and funds shall be decided upon by the General Meeting.

§36

In the event the balance sheet shows loss in excess of the aggregate of the Capital reserve and the Reserve Capital, as well as one third of the Share Capital, the Management Board shall be obligated to convene the General Meeting forthwith with the purpose of passing a resolution concerning further existence of the Company.

5. Dissolution and Liquidation of the Company

§37

Dissolution of the Company shall take place upon a relevant resolution adopted by the General Meeting by the majority of $\frac{3}{4}$ of votes cast. Notwithstanding the foregoing, the Company shall be dissolved in the event of a failure to achieve its object, especially if the Company is deprived of its concessions for the construction and operation of A2 motorway.

§38

1. The dissolution of the Company follows its liquidation. The liquidation shall be carried out under the Company's business name with the words: "in liquidation" added thereto.
2. Liquidators shall be the Members of the Management Board, unless the General Meeting decides otherwise.

6. Final Provisions

§39

Any matters not provided for herein shall be governed by the provisions of the Commercial Companies Code.”

- 2 This resolution shall enter into force on the date of its adoption, with legal effect from the date of its registration in the National Court Register.

**Resolution No. 18/2026
of the Ordinary General Meeting
of Autostrada Wielkopolska S.A.
of 26 May 2026**

1. Acting pursuant to § 31 section 9 and § 35 section 3 point 6) of the Company's Statute the Ordinary General Meeting hereby adopts the following Regulations of the General Meeting of Autostrada Wielkopolska S.A.:

**REGULATIONS OF THE GENERAL MEETINGS
OF AUTOSTRADA WIELKOPOLSKA S.A.
(HEREINAFTER REFERRED TO AS THE "COMPANY")**

§1. Position of the General Meeting

The General Meeting is the supreme body of the Company.

§2. Convening of Meetings

The General Meeting is convened in accordance with the provisions of the Statutes of the Company and the Commercial Companies' Code.

§3. Right of Participation

1. The persons entitled under shares held and the pledgees and usufructuaries entitled to vote, provided that they have been entered into the shareholders' register no later than one week prior to the date of holding the General Meeting, have the right to attend the General Meeting.
2. The Members of the Management Board and the Members of the Supervisory Board have the right to attend the General Meeting.

3. Subject to the provisions of generally applicable law and the Statutes of the Company, the General Meeting may resolve at any time that the invited person or persons are excluded from the General Meeting.

§4. List of Shareholders

1. The List of Shareholders authorised to attend the General Meeting shall be drawn up and signed by the Management Board. The list should contain the names and surnames, or the company names of the authorised shareholders, their place of residence (registered addresses), the type, the quantity and the numbers of shares and the number of votes held. If a pledgee or usufructuary is entitled to voting rights from shares, the respective information should be included in the list of shareholders upon the request of the authorised person.
2. The List of Shareholders shall be displayed in the registered office of the Management Board three weekdays before the General Meeting.
3. Each shareholder has the right to inspect the List of Shareholders in the registered office of the Management Board.
4. Each shareholder has the right to be provided with copies of motions relating to matters on the agenda within 7 days prior to the General Meeting.

§5. Quorum

The General Meeting shall be capable of adopting valid resolutions if more than 50% of share capital is represented at the Meeting, unless the provisions of the Commercial Companies' Code require a larger quorum. If the General Meeting is not capable of adopting a resolution due to the lack of quorum, another General Meeting with the same agenda shall be convened without the quorum restriction as soon as possible. In such case, the lack of quorum restriction should be stated in the convocation of the General Meeting.

§6. Power of attorney

1. Shareholders can take part in the General Meeting and exercise the right to vote in person or by another person holding their power of attorney.
2. A power of attorney shall be made in writing on pain of invalidity, and (if in physical form) attached to the minutes.
3. The Management Board Members and the Company's employees may not be granted a power of attorney to vote at the General Meeting.

§7. Voting by means of electronic communication

1. Shareholders may participate in the General Meeting by means of electronic communication, provided that the person convening the General Meeting so decides. In order to enable the exercise of this right, the Company will provide:
 - real-time transmission of the General Meeting;
 - the possibility of real-time communication between the Company and the Shareholders (e.g. videoconference or teleconference), whereby they will be able to speak during the General Meeting, being in a place other than the place of the meeting;
 - the possibility to exercise the voting right in person or through a proxy before or during the General Meeting
 - technical devices and solutions necessary to enable participation in the General Meeting by means of electronic communication and identification of Shareholders or their proxies, subject, however, to the requirements of the secrecy of voting in matters where it is required.
2. The possibility of attending the General Meeting by means of electronic means of communication will be notified each time in the notice of convening the General Meeting.
3. The possibility of attending the General Meeting by means of electronic communication shall not prejudice the necessity to convene the General Meeting in accordance with the rules set out

in the Statutes or the Commercial Companies' Code and at the place the General Meetings are held indicated in the Statutes.

§8. Sessions

The General Meeting shall be opened by the Chairman of the Supervisory Board or his deputy who shall preside over the General Meeting until the Chairman of the Meeting has been elected from among the Shareholders or their representatives present at the General Meeting. In the absence of the abovementioned persons, the General Meeting shall be opened by the president of the Management Board (if one of the members of the Management Board holds this function) or a person designated by the Management Board.

§9. Election of the Chairman

The Chairman of the General Meeting shall be elected by ballot by absolute majority of votes.

§10. List of Attendance; Chairman's Announcement

1. A list of attendance including the names of the participants in the General Meeting and specifying the number of shares and the number of votes they are entitled to shall be signed by the Chairman immediately after his election.
2. Having signed and closed the list of attendance, the Chairman of the Meeting shall announce that the General Meeting was lawfully convened and that it is capable of passing valid resolutions.

§11. Chairman

1. The Chairman of the Meeting presides over the debates in accordance with the agenda of the Meeting, the provisions of the Commercial Companies' Code, the Company Statutes and these Regulations.
2. The Chairman of the Meeting shall in particular:
 - 1) take care of efficient course of the session,
 - 2) give the floor to the participants,
 - 3) give appropriate orders regarding the course of the session,
 - 4) resolve any disputes regarding the interpretation hereof.

§12. Resolutions

The Resolutions of the General Meeting shall be adopted by an absolute majority of votes cast at the meeting, unless the Commercial Companies' Code or the Company Statutes provide for a larger number of votes.

§13. Agenda of the meeting

1. The General Meeting may change the order of matters contained on the agenda.
2. The General Meeting may suspend the Meeting for no more than seven days, and no more than 30 days in total.

§14. Order of Debates

1. After the presentation of each item of the agenda, the Chairman of the General Meeting opens the discussion by giving the floor to debaters in the order of requests made by the debaters.
2. The Members of the Management Board and the Supervisory Board may be given floor before other debaters.

§15. Limitation of Time of Pronouncement

1. The floor may be taken only in matters included in the agenda as regards the item currently under consideration.

2. When considering each item on the agenda, depending on the subject thereof, the Chairman of the General Meeting may set a time for one speaker to speak and reply. The Chairman of the General Meeting may limit the speaking time of one speaker to five minutes. The above limitation does not apply to members of the Management Board, members of the Supervisory Board and experts.
3. The Chairman of the General Meeting may make a remark to a speaker who speaks off topic under consideration, exceeds his or her speaking time or speaks in an unauthorized way. The Chairman may take the floor back from speakers who do not comply with the remarks.

§16. Formal Matters

1. The Chairman of the General Meeting gives floor irrespective of the order in case of formal matters submitted by a Shareholder.
2. In particular the following motions shall be regarded as formal matters:
 - 1) limitation, intermission or closing of the discussion,
 - 2) limitation of the time of pronouncements,
 - 3) intermission of the debates,
 - 4) joining the discussion in respect of two or more items of the agenda.
3. Motions regarding formal matters shall be given precedence before motions regarding the matters contained in the agenda.
4. Discussion on motions in formal matters should take place immediately after their submission.
5. After closing the discussion on the motions on formal matters, the Chairman of the General Meeting orders the General Meeting to vote on such matters, unless it is necessary to order a break to obtain experts' opinion.
6. Adoption of a formal motion requires an absolute majority of votes cast, unless the provisions of law or the Statutes provide otherwise.

§17. Voting

1. Voting shall be open.
2. Ballots shall be held on the following motions:
 - 1) the appointment and dismissal of the members of the Company bodies,
 - 2) the appointment and dismissal of liquidators,
 - 3) calling the members of Company bodies or liquidators to account,
 - 4) in personal matters,
 - 5) upon the request of at least one of the Shareholders.

§18. Voting on Motions

1. Each Shareholder has the right to propose changes and additions to draft resolutions included in the agenda of the Meeting until the discussion is closed on the item on the agenda including draft resolution such proposal relates to. Proposals with a brief justification should be presented orally, separately for each draft resolution, unless the Chairman of the General Meeting, due to the scope of the proposed changes, orders the presentation of the proposal in writing. Motions containing the most significant amendments to draft resolutions are voted before other motions.
2. After closing the discussions on each item of the agenda, the Chairman shall order votes to be cast on the relevant draft resolutions.

§19. Closing of the meeting

After all matters on the agenda have been discussed, the Chairman of the Meeting shall announce that the General Meeting is closed.

§20. Final provisions

In matters not addressed by these Regulations, the Company Statutes and the Commercial Companies' Code shall apply.”

2. As of the date of adoption of this resolution, the existing Regulations of the General Meeting adopted by resolution no. 25/2007 dated 19 June 2007 shall cease to be effective.
3. This resolution shall enter into force upon its adoption and shall apply to subsequent General Meetings of the Company.