

## **Information on convening Extraordinary General Meeting of STALPROFIL S.A. in Dąbrowa Górnicza**

Acting pursuant to art. 399 §1 of the Commercial Companies Code, the Management Board of STALPROFIL S.A. convenes the Extraordinary General Meeting to be held on September 24, 2009 in Dąbrowa Górnicza in Pałac Kultury Zagłębia, Plac Wolności 1 at 12 p.m.

### **Suggested agenda:**

- 1. Opening the Meeting.**
- 2. Appointing the Chairman of the Shareholders Meeting.**
- 3. Determining the correctness of convening the Shareholders' Meeting and its capacity to pass resolutions.**
- 4. Appointing a Ballot-counting Committee.**
- 5. Approving the agenda.**
- 6. Changing the composition of the Company's Supervisory Board.**
- 7. Closing the Meeting.**

Pursuant to art. 402<sup>2</sup> of the Commercial Companies Code, the Management Board presents the following information:

1. Pursuant to art. 406<sup>1</sup> § 1 of the Commercial Companies Code, the right to participate in a general meeting is reserved for persons, being company's shareholders sixteen days before the date of the general meeting (date of registering participation in a general meeting), i.e. on September 8, 2009. Persons entitled under registered shares and temporary certificates, as well as pledgees and usufructuaries who have the right to vote, may participate in the general meeting if they were registered in the share register on the day of registering participation in the general meeting (406<sup>2</sup> § 1 of the Commercial Companies Code). The day of registering participation in the general meeting is the same for persons entitled under bearer shares and registered shares.

2. Pursuant to art. 406<sup>3</sup> § 2 of the Commercial Companies Code, to ensure participation in the general meeting, a shareholder entitled under dematerialized bearer shares should request the entity maintaining the securities account to issue a registered certificate confirming the right to participate in the general meeting. The request should be made following the information on convening the general meeting and not later than on the first business day after registration of participation in general meeting i.e. September 9, 2009. The certificate should contain all the information referred to in art. 406<sup>3</sup> § 3 of the Commercial Companies Code. Certificates confirming the right to participate in a general meeting will be a basis for preparing lists presented to an entity maintaining the securities account in line with regulations on trading in financial instruments.

3. Description of procedures concerning participation in a general meeting, including information on Shareholders' rights:

a) A shareholder or shareholders representing at least one twentieth of the share capital may request that certain issues be placed on the agenda of the next general meeting. The request should be reported to the management board not later than twenty one days before the date set

for the meeting i.e. till September 3, 2009. Request should contain justification or a draft resolution concerning suggested item of the agenda. The request may be in form of a PDF file, and may be e-mailed to: [wza@stalprofil.com.pl](mailto:wza@stalprofil.com.pl)

b) A company shareholder or shareholders representing at least one twentieth of the share capital may, prior to the date of the general meeting, provide the company with draft resolutions concerning issues placed on the agenda of a general meeting, or issues to be placed on the agenda, in hard copy or by electronic communication means in form of a PDF file emailed to: [wza@stalprofil.com.pl](mailto:wza@stalprofil.com.pl).

c) Each shareholder may during a general meeting submit draft resolutions concerning issues placed on the agenda.

d) Neither company's statute nor Regulations of the General Meeting include provisions enabling shareholders to exercise voting right in correspondence mode, and by electronic communication means.

e) A shareholder may participate in a general meeting, and exercise the right to vote, either personally or through a plenipotentiary. A plenipotentiary exercises all rights to which a shareholder is entitled at a general meeting unless otherwise specified by the letter of attorney. A shareholder holding shares registered on more than one securities account may appoint separate plenipotentiaries to exercise voting rights under shares registered on each account. Powers of attorney granted to management board members, supervisory board members, company employees or members of bodies in subsidiary companies or their employees, are valid only during the next general meeting.

f) Power of attorney to participate in a general meeting and to exercise a voting right must be granted in writing, or must be emailed in form of a PDF file to: [biuro@stalprofil.com.pl](mailto:biuro@stalprofil.com.pl). Shareholder should inform the company on power of attorney granted through electronic communication means by sending the company a PDF files to: [biuro@stalprofil.com.pl](mailto:biuro@stalprofil.com.pl).

g) Company takes appropriate action to identify a shareholder and plenipotentiary in order to verify the validity of a power of attorney granted electronically. Verification may have a form of an inquiry, made by phone or electronically, addressed to a shareholder and plenipotentiary to confirm that a power of attorney had been granted. Following arrival to a general meeting, prior to signing the attendance list, a plenipotentiary should present an original ID card referred to in the template power of attorney to confirm their identity. Representatives of legal persons should present current copies of relevant registers listing persons authorized to represent those entities.

4. A person entitled to participate in a general meeting may obtain complete documentation to be presented at the General Meeting, including draft resolutions. The documents in question may be obtained at the Company's seat not earlier than one week prior to the date of the General Meeting. Information on the agenda of the General Meeting and relevant information (including template letter of attorney, and the form to be used by the plenipotentiary while voting), will be available on the Company's website at: [www.stalprofil.com.pl](http://www.stalprofil.com.pl) - investor relations/general meeting.

5. Information on the meeting is available on the website at: [www.stalprofil.com.pl](http://www.stalprofil.com.pl)  
Correspondence related to the general meeting should be e-mailed to: [wza@stalprofil.com.pl](mailto:wza@stalprofil.com.pl)