

DRAFT RESOLUTIONS
OF THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF STALPROFIL S.A.
convened to be held on 23.06.2010

RESOLUTION NO. 1
on approval of the Management Board's report on activity of the Company and the
financial statement of the Company for 2009.

Acting on the basis of Art. 393 item 1 and Art. 395 §2 item 1 of the Commercial Companies Code and §21 item 1 of the Company's Statute, the Annual General Shareholders' Meeting approves the following:

1. Management Board's report on activity of the Company in 2009.
2. Company's financial statement for 2009 comprising:
 - introduction to the financial statement,
 - statement of financial position prepared as on December 31, 2009, showing PLN 248,264,669.31 (two hundred and forty-eight million two hundred and sixty-four thousand six hundred and sixty-nine zlotys and 31/100) under assets and liabilities,
 - statement of comprehensive income for business year from January 1, 2009 to December 31, 2009 showing comprehensive income of PLN 6,404,556.84 (six million four hundred and four thousand five hundred and fifty-six zlotys and 84/100),
 - statement of changes in equity for business year from January 1, 2009 to December 31, 2009 showing an increase in equity by PLN 4,479,556.84 (four million four hundred seventy-nine thousand fifty-six zlotys 84/100),
 - cash flow statement for business year from January 1, 2009 to December 31, 2009, showing an increase in net cash by PLN 25,746,417.45 (twenty-five million seven hundred forty-six thousand four hundred and seventeen zlotys and 45/100),
 - notes and explanations.

RESOLUTION NO. 2
on appropriation of net profit for 2009

Acting pursuant to Art. 395 §2 item 2 of the Commercial Companies Code and §21 item 3 of the Company's Statute, the Annual General Shareholders' Meeting resolves to:

1. Appropriate net profit for 2009 of PLN 6,404,556.84 (six million four hundred and four thousand five hundred and fifty-six zlotys and 84/100) as follows:
 - appropriate PLN 4,479,556.84 (four million four hundred and seventy-nine thousand five hundred and fifty-six zlotys 84/100) to Company's spare capital,
 - pay a dividend to Company shareholders' of PLN 1,925,000.00 (one million nine hundred and twenty-five thousand zlotys and 00/100), which makes PLN 0.11 (eleven grosh) per share.
2. Determine the dividend right date on 20.09.2010, and the dividend payment date on 08.10.2010.

RESOLUTION NO. 3
on granting a vote of approval to Mr. Jerzy Bernhard for fulfilling the duties of
Company Management Board President in 2009

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Mr. Jerzy Bernhard for fulfilling the duties of Company Management Board President in 2009.

RESOLUTION NO. 4

on granting a vote of approval to Mr. Zdzisław Mendelak for fulfilling the duties of Company Management Board Vice-President in 2009.

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Mr. Zdzisław Mendelak for fulfilling the duties of Company Management Board Vice-President in 2009.

RESOLUTION NO. 5

on granting a vote of approval to Mr. Henryk Orczykowski for fulfilling the duties of Company Management Board Vice-President in 2009.

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Mr. Henryk Orczykowski for fulfilling the duties of Company Management Board Vice-President in 2009.

RESOLUTION NO. 6

on granting a vote of approval to Ms. Sylwia Potocka – Lewicka for fulfilling the duties of Company Management Board Vice-President in 2009

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Ms. Sylwia Potocka – Lewicka for fulfilling the duties of Company Management Board Vice-President in 2009.

RESOLUTION NO. 7

on granting a vote of approval to Mr. Stefan Dzienniak for fulfilling the duties of Company Supervisory Board Chairman in 2009

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Mr. Stefan Dzienniak for fulfilling the duties of Company Supervisory Board Chairman in 2009 in the period from 24.09.2009 to 31.12.2009.

RESOLUTION NO. 8

on granting a vote of approval to Mr. Jerzy Podsiadło for fulfilling the duties of Company Supervisory Board Chairman in 2009

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Mr. Jerzy Podsiadło for fulfilling the duties of Company Supervisory Board Chairman in 2009 in the period from 01.01.2009 to 10.08.2010.

RESOLUTION NO. 9

on granting a vote of approval to Mr. Jacek Zub for fulfilling the duties of Company Supervisory Board Vice-Chairman in 2009.

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Mr. Jacek Zub for fulfilling the duties of Company Supervisory Board Vice-Chairman in 2009.

RESOLUTION NO. 10

on granting a vote of approval to Mr. Marcin Gamrot for fulfilling the duties of Company Supervisory Board Member in 2009.

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Mr. Marcin Gamrot for fulfilling the duties of Company Supervisory Board Member in 2009.

RESOLUTION NO. 11

on granting a vote of approval to Mr. Jerzy Goinski for fulfilling the duties of Company Supervisory Board in 2009.

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Mr. Jerzy Goinski for fulfilling the duties of Company Supervisory Board Member in 2009.

RESOLUTION NO. 12

on granting a vote of approval to Mr. Jaroslaw Kuna for fulfilling the duties of Company Supervisory Board Member in 2009.

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Mr. Jaroslaw Kuna for fulfilling the duties of Company Supervisory Board Member in 2009.

RESOLUTION NO. 13

on granting a vote of approval to Mr. Tomasz Ślęzak for fulfilling the duties of Company Supervisory Board Member in 2009.

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants a vote of approval to Mr. Tomasz Ślęzak for fulfilling the duties of Company Supervisory Board Member in 2009.

RESOLUTION NO. 14

on granting a vote of approval to Mr. Gaetan Stiers for fulfilling the duties of Company Supervisory Board Member in 2009.

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code the Annual General Shareholders Meeting grants granting a vote of approval to Mr. Gaetan Stiers for fulfilling the duties of Company Supervisory Board Member in 2009.

RESOLUTION NO. 16

on granting a financial reward to Supervisory Board Members

Acting pursuant to Art. 392 §1 of the Commercial Companies Code and §21 item 7 of the Company's Statute and in line with the Resolution of the Annual General Shareholders' Meeting of Stalprofil S.A. no. 17 of 26.03.1999, the Annual General Shareholders' Meeting grants a financial reward of% of the lump sum salary received in 2009 to every Supervisory Board Member.

RESOLUTION NO. 17

on approving the Management Board's report on activity of Stalprofil S.A. Group in 2009 and the consolidated financial statement of Stalprofil S.A. Group for 2009.

Acting pursuant to Art. 393 item 1 and Art. 395 §2 item 1 of the Commercial Companies Code and §21 item 1 of the Company's Statute, the General Shareholders' Meeting of Stalprofil SA hereby approves the following:

1. Management Board's report on activity of Stalprofil S.A. Group in 2009.
2. Consolidated financial statement of Stalprofil S.A. Group for 2009, comprising:
 - introduction to financial statement,
 - consolidated statement of financial position prepared as on December 31, 2009, showing PLN 372,328,704.45 (three hundred and seventy-two million three hundred and twenty-eight thousand seven hundred and four zlotys 45/100) under assets and liabilities as on December 31, 2009,
 - consolidated statement of comprehensive income for business year from January 1, 2009 to December 31, 2009, showing a comprehensive income of PLN 12,384,920.98. (twelve million three hundred and eighty-four thousand nine hundred and twenty zlotys 98/100),
 - statement of changes in consolidated equity for business year from January 1, 2009 to December 31, 2009 showing an increase in equity by PLN 10,459,920.98. (ten million four hundred and fifty-nine thousand nine hundred and twenty zlotys 98/100),
 - consolidated cash flow statement for business year from January 1, 2009 to December 31, 2009 showing an increase in net cash by PLN 25,590,765.79 (twenty-five million five hundred and ninety thousand seven hundred and sixty five zlotys 79/100),
 - additional notes and explanations.

RESOLUTION NO. 18

on appointing the Supervisory Board for the next term of office.

Acting pursuant to Art. 385 §1 of the Commercial Companies Code and §21 item 7 of the Company's Statute, the Annual General Shareholders' Meeting appoints the following Supervisory Board Members for the next five-year term of office for business years 2010-2014:

- 1) -----
- 2) -----
- 3) -----
- 4) -----
- 5) -----
- 6) -----

7) -----