

FORM
AUTHORIZING A PLENIPOTENTIARY TO EXERCISE THE VOTING RIGHT AT THE ANNUAL
GENERAL SHAREHOLDERS' MEETING OF STALPROFIL SA ON MAY 26, 2011

Shareholder:

(NAME AND SURNAME or BUSINESS NAME)

.....

(NUMBER AND SERIES OF PERSONAL IDENTITY CARD OF THE SHAREHOLDER or NATIONAL COURT REGISTER NO. / REGISTRY NO.)

.....

(NAME OF THE AUTHORITY ISSUING AN IDENTITY CARD or REGISTRATION AUTHORITY)

.....

(PERSONAL IDENTITY NUMBER PESEL / TAXPAYER'S IDENTITY NUMBER OF THE SHAREHOLDER)

Plenipotentiary:

(PLENIPOTENTIARY'S NAME AND SURNAME)

proving his/her identity with identity document

(NO. AND SERIES OF PLENIPOTENTIARY'S IDENTITY CARD)

issued by.....

(NAME OF ISSUING AUTHORITY)

.....

(PLENIPOTENTIARY'S PERSONAL IDENTITY NUMBER PESEL)

Proposed content of Resolution No. 1 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 1
on approval of the Management Board's report on the Company's activity and the Company's financial statement for 2010.

In line with 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:

1. Management Board's report on the activity of the Company in 2010.
2. Company's financial statement for 2010 comprising:
 - introduction to the financial statement,
 - financial position statement as on December 31, 2010, showing assets and liabilities of PLN 291,066,727.19 (two hundred and ninety-one million sixty-six thousand seven hundred and twenty-seven zlotys and 19/100),
 - comprehensive income statement for the business year from January 1, 2010 to December 31, 2010 showing a comprehensive income of PLN 22,802,833.65, (twenty-two million eight hundred and two thousand eight hundred and thirty-three zlotys and 65/100),
 - statement of changes in equity for the business year from January 1, 2010 to December 31, 2010 showing an increase in equity by PLN 20,877,833.65, (twenty million eight hundred and seventy-seven thousand eight hundred and thirty-three zlotys and 65/100),
 - cash flow statement for the period from January 1, 2010 to December 31, 2010 showing a decrease in net cash by PLN (9,932,039.92), (nine million nine hundred and thirty-two thousand thirty-nine zlotys and 92/100),
 - notes.

Voting instruction for Plenipotentiary regarding Resolution No. 1:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**)Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 2 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 2

on granting a vote of approval to Mr. Jerzy Bernhard for performance of his duties of Management Board President in 2010

In line with 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 performance of his duties of Management Board President in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 2:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**)Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 3 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 3

on granting a vote of approval to Mr. Zdzisław Mendelak for performance of his duties of Management Board Vice-President in 2010

In line with 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 performance of his duties of Management Board Vice-President in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 3:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 4 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 4

on granting a vote of approval to Mr. Henryk Orczykowski for performance of his duties of Management Board Vice-President in 2010

In line with 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 performance of his duties of Management Board Vice-President in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 4:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 5 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 5

on granting a vote of approval to Ms. Sylwia Potocka-Lewicka for performance of her duties of Management Board Vice-President in 2010

In line with 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 performance of her duties of Management Board Vice-President in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 5:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 6 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 6

on granting a vote of approval to Mr. Stefan Dzienniak for performance of his duties of Supervisory Board Chairman in 2010

In line with 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 performance of his duties of Supervisory Board Chairman in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 6:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 7 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 7

on granting a vote of approval to Mr. Jacek Zub for performance of his duties of Supervisory Board Vice-Chairman in 2010.

In line with 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 performance of his duties of Supervisory Board Vice-Chairman in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 7:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 8 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

**RESOLUTION NO. 8
on granting a vote of approval to Mr. Marcin Gamrot for performance of his
duties of Supervisory Board Member in 2010.**

In line with 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 performance of his duties of Supervisory Board Member in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 8:

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Number of shares/votes:/.....

Vote to be cast*):

- Vote "for"
- Vote "against"
- Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,
**) Delete as appropriate*

Proposed content of Resolution No. 9 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 9

on granting a vote of approval to Mr. Jerzy Goinski for performance of his duties of Supervisory Board Member in 2010.

In line with 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 performance of his duties of Supervisory Board Member in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 9:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 10 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 10

on granting a vote of approval to Mr. Jarosław Kuna for performance of his duties of Supervisory Board Member in 2010.

In line with 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. Jarosław Kuna for performance of his duties of Supervisory Board Member in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 10:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 11 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 11

on granting a vote of approval to Mr. Tomasz Ślęzak for performance of his duties of Supervisory Board Member in 2010.

In line with 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 performance of his duties of Supervisory Board Member in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 11:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 12 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

**RESOLUTION NO. 12
on granting a vote of approval to Mr. Gaetan Stiers for performance of his
duties of Supervisory Board Member in 2010.**

In line with 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. Gaetan Stiers for performance of his duties of Supervisory Board Member in 2010.

Voting instruction for Plenipotentiary regarding Resolution No. 12:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Proposed content of Resolution No. 13 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 13

on award of a financial bonus to Supervisory Board Members

In line with Art. 392 §1 of the Commercial Code and §21 item 7 of the Company's Statute and in line with Resolution No. 17 of the Annual General Shareholders' Meeting of 26.03.1999, the Annual General Shareholders' Meeting awards a financial bonus of% of the lump sum remuneration received in 2010 to each Supervisory Board Member.

Voting instruction for Plenipotentiary regarding Resolution No. 13:

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Number of shares/votes:/.....

Vote to be cast*):

- Vote "for"
- Vote "against"
- Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,
**) Delete as appropriate*

Proposed content of Resolution No. 14 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of May 26, 2011:

RESOLUTION NO. 14
on approval of the Management Board's report on Stalprofil S.A. Group's activity and Stalprofil S.A. Group's financial statement for 2010.

In line with 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 of Stalprofil S.A. approves:

1. Management Board's report on the activity of Stalprofil S.A. Group in 2010.
2. Consolidated financial statement of Stalprofil S.A. Group for 2010, comprising:
 - introduction to the financial statement,
 - consolidated financial position statement as on December 31, 2010, showing assets and liabilities of PLN 469,664,369.54 (four hundred and sixty-nine million six hundred and sixty-four thousand three hundred and sixty-nine zlotys and 54/100),
 - consolidated comprehensive income statement for the business year from January 1, 2010 to December 31, 2010 showing a comprehensive income of PLN 30,049,970.06 (thirty million forty-nine thousand nine hundred and seventy zlotys and 06/100),
 - statement of changes in consolidated equity for the business year from January 1, 2010 to December 31, 2010 showing an increase in equity by PLN 90,503,652.42, (ninety million five hundred and three thousand six hundred and fifty-two zlotys and 42/100),
 - consolidated cash flow statement for the period from January 1, 2010 to December 31, 2010 showing an increase in net cash by PLN 26,161,144.85, (twenty-six million one hundred and sixty-one thousand one hundred and forty-four zlotys and 85/100),
 - notes.

Voting instruction for Plenipotentiary regarding Resolution No. 14:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

**Proposed content of Resolution No. 15 of the Annual General Shareholders' Meeting of
STALPROFIL S.A. of May 26, 2011:**

**RESOLUTION NO. 15
on appropriation of net profit for 2010**

In line with Art. 395 §2 item 2 of the Commercial Companies Code and §21 item 3 of the Company's Statute, the Annual General Shareholders' Meeting decides to:

1. Appropriate net profit for 2010 in the amount of PLN 22.802.833,65 (twenty-two million eight hundred and two thousand eight hundred and thirty-three zlotys and 65/100), as follows:
 - spare capital of the Company: PLN 18,427,833.65 (eighteen million four hundred and twenty-seven thousand eight hundred and thirty-three zlotys and 65/100)
 - dividend to Company shareholders: PLN 4,375,000.00 (four million three hundred and seventy-five thousand 00/100), which makes PLN 0.25 (twenty-five grosh) of dividend per share.

2. indicate that the date of the dividend right shall fall on August 24, 2011, and dividend payment date on September 13, 2011.

Voting instruction for Plenipotentiary regarding Resolution No. 15:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"

Vote "against"

Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

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Signature of a shareholder / persons representing a shareholder