

**Announcement on convening an Annual General Shareholders'
Meeting
of STALPROFIL S.A. in Dąbrowa Górnicza**

In line with §18 clause 2 of the Statute of STALPROFIL S.A. and on the basis of Art. 395 and Art. 399 §1 of the Commercial Companies Code, the Management Board of STALPROFIL S.A. convenes the Annual General Shareholders' Meeting of STALPROFIL S.A. to be held on June 6, 2012 in Dąbrowa Górnicza in the venue at ul. Roździeńskiego 11A at 12.00 with the following proposed agenda of the meeting:

1. Opening the meeting.
2. Electing the Chairperson of the meeting.
3. Verifying whether or not the meeting has been properly convened and is capable of passing resolutions.
4. Electing the ballot counting committee.
5. Approving the proposed agenda of the meeting.
6. Presentation of the Management Board's report on the Company's activity and the Company's financial statement for the business year 2011.
7. Presentation of the Supervisory Board's report on the assessment of the Management Board's report on the activity of the Company, financial statement for the business year 2011 and Management Board's motion regarding profit appropriation.
8. Passing a resolution on approval of the Management Board's report on the Company's activity and the financial statement for 2011.
9. Passing resolutions on granting a vote of approval to Company Management Board Members for performance of their duties in 2011.
10. Presentation by the Supervisory Board of the report on its activity in 2011.
11. Passing resolutions on granting a vote of approval to Supervisory Board Members for performance of their duties in 2011 and on awarding them with a financial bonus.
12. Presentation of the Management Board's report on Stalprofil S.A. Group's activity and Stalprofil S.A. Group's consolidated financial statement for the business year 2011.
13. Presentation of the Supervisory Board's report on the assessment of the Management Board's report on Stalprofil S.A. Group's activity and Stalprofil S.A. Group's financial statement for the business year 2011.
14. Passing a resolution on approval of the Management Board's report on Stalprofil S.A. Group's activity and Stalprofil S.A. Group's financial statement for the business year 2011.
15. Passing a resolution on appropriation of net profit for 2011
16. Passing a resolution on completing the composition of the Supervisory Board.
17. Passing a resolution on the amendments to paragraphs 7, 13, 17, 20, of the Company's Statute.
18. Closing the session of the Shareholders' Meeting.

In line with the requirements under Art. 402 § 2 of the Commercial Companies Code, the Management Board hereby presents the existing contents with suggested amendments to the Statute of Stalprofil SA in Dąbrowa Górnicza:

§ 7 clause 1 of the Company statute – proposed wording:

„1. The initial capital of the Company amounts to PLN 1,750,000 (one million seven hundred fifty thousand) and is divided among 17,500,000 (seventeen million five hundred thousand) shares with face value of 10 (ten) grosz each, composed of:

- 1) 4,000,000 (four million) A-series shares with numbers from A 0 000 001 to No. A 4 000 000,

- 2) 5500,000 (five million five hundred thousand) B-series shares with numbers from B 0 000 001 to No. B 5 500 000
- 3) 8,000,000 (eight million) C-series shares with numbers from C 0 000 001 to No. C 8 000 000”

§ 7 clause 1. of the Company statute – current wording:

„1. The share capital of the Company amounts to PLN 1,750,000 (one million seven hundred fifty thousand) and is divided among 17,500,000 (seventeen million five hundred thousand) shares with face value of 10 (ten) grosz each, composed of:

- 1) 4,000,000 (four million) A-series shares with numbers from A 0 000 001 to No. A 4 000 000,
- 2) 5500,000 (five million five hundred thousand) B-series shares with numbers from B 0 000 001 to No. B 5 500 000
- 3) 8,000,000 (eight million) C-series shares with numbers from C 0 000 001 to No. C 8 000 000”

§ 13 clause 1 of the Company statute – current wording:

“1. The Supervisory Board consists of 7 (seven) members appointed by virtue of a resolution of the General Meeting for a joint term of office lasting five years.”

§ 13 clause 1 of the Company statute – proposed wording:

“1. The Supervisory Board consists of 6 (six) to 7 (seven) members appointed by virtue of a resolution of the General Meeting for a joint term of office lasting five years.”

§ 17 point no. 8) of the Company statute – current wording:

“8) assess of the balance sheet and profit and loss statement, both as to their conformity with books and documents, as well as with the actual situation,”

§ 17 point no. 8) of the Company statute – proposed wording:

“8) assess of financial statements, both as to their conformity with books and documents, as well as with the actual situation,”

§ 20 clause 1 of the Company statute – current wording:

“1. The resolutions of the General Shareholder's Meeting shall be passed by an absolute majority of cast votes, apart from resolutions concerning:

- amendments to the Company's Statute, including significant changes in the Company's business objectives, and on authorizing the Management Board to raise the initial capital up to the value of the target capital,
- selling the company or its organized part,
- mergers, transformations, dissolution or liquidation of the Company,
- redemption of shares, unless at least half of the initial capital is represented at the General Meeting,
- contract for acquisition of any assets for the Company at the price exceeding 1/10 of share capital paid, from a founder or a shareholder or for a subsidiary company or cooperative from a founder or a shareholder of the Company, or in case such assets are acquired from a mother company or from a subsidiary company or cooperative,
- issue of convertible bonds and bonds with the right of priority to subscribe to shares,
- exclusion of shareholders from subscription to new shares,
- reduction of share capital,
- adjournment of a sitting of the General Meeting.”

§ 20 clause 1 of the Company statute – proposed wording:

“1. The resolutions of the General Shareholder's Meeting shall be passed by an absolute majority of cast votes, apart from resolutions concerning:

- amendments to the Company's Statute, including significant changes in the Company's business objectives, and on authorizing the Management Board to raise the initial capital up to the value of the target capital,
- selling the company or its organized part,
- mergers, transformations, dissolution or liquidation of the Company,
- redemption of shares, unless at least half of the initial capital is represented at the General Meeting,
- issue of convertible bonds and bonds with the right of priority to subscribe to shares,
- exclusion of shareholders from subscription to new shares,
- reduction of share capital,
- adjournment of a sitting of the General Meeting."

In line with Art. 402² of the Commercial Companies Code, the Management Board provides the following information:

1. In line with Art. 4061 § 1 of the Commercial Companies Code the right to participate in a general shareholders' meeting is ascribed only to the persons being company shareholders sixteen days before the date of a meeting (date of registering participation in a meeting), i.e. on 21.05.2012. Persons entitled to participate in the meeting as holders of registered shares or temporary certificates as well as pledgors and users with a voting right may participate in a general shareholders' meeting if they are included in the shares' ledger on the date of registering their participation in a shareholders' meeting (406² § 1 of the Commercial Companies Code). Date of registering participation in a general meeting is standardized for both persons entitled under bearer shares and those entitled under registered shares.

2. In line with Art. 406³ § 2 of the Commercial Companies Code, in order to be able to participate in a general meeting, a shareholder entitled under dematerialized bearer shares should demand, not earlier than after publication of an announcement on convening a general meeting and not later than on the first business day following the day of registering participation in a general meeting, i.e. on 22.05.2012, that an entity keeping a securities account for them issue a registered certificate confirming the right to participate in a general meeting. This certificate should include all the information mentioned in Art. 406³ § 3 of the Commercial Companies Code. Certificates confirming the right to participate in a general meeting shall be a basis for preparation of the lists to the entity keeping a deposit of securities in line with the regulations regarding trade of financial instruments (National Deposit of Securities, KDPW). On the basis of the above documents, the National Deposit of Securities shall draw up and deliver to the Company the list of persons entitled to participate in a general meeting, on the basis of which the Company shall prepare the list of persons entitled on the basis of bearer shares. Three days prior to the date of a general meeting, the list of shareholders entitled to participate in the general meeting will be available in the Company's seat. A shareholder shall have the right to require that the list of shareholders be sent to them via electronic mail and free of charge to the address they provide.

3. Description of procedures regulating participation in a general meeting, including rights of the Shareholders:

a) A shareholder or shareholders representing at least 1/20 of the share capital may require that particular items be put on the agenda of the next general meeting. This requirement should be reported to the Management Board 21 days prior to the indicated date of the meeting at the latest, i.e. by 16.05.2012. This requirement should be provided with justification or a draft resolution on the proposed item of the agenda. This requirement may be delivered in writing, to the Company's seat at Rożdżeńskiego 11a, 41-308 Dąbrowa Górnicza or may be sent in an electronic form in a PDF format to the following e-mail address: wza@stalprofil.com.pl. A shareholder/shareholders should demonstrate that they hold a relevant number of shares as on the date of submitting their request, enclosing with the request the deposit certificate, and if the

shareholders are legal persons or partnerships, they should also confirm their right to act on behalf of a given entity, producing a valid copy of the National Court Register.

b) A shareholder or shareholders of the Company representing at least 1/20 of the share capital, prior to the date of a general meeting may provide the Company, in writing or using means of electronic communication, in a PDF format, to the e-mail address: wza@stalprofil.com.pl with draft resolutions regarding the items put or to be put on the agenda of the meeting. Similarly to item a), a shareholder/shareholders should demonstrate that they hold a relevant number of shares as on the date of submitting their request, enclosing with the request the deposit certificate, and if the shareholders are legal persons or partnerships, they should also confirm their right to act on behalf of a given entity, producing a valid copy of the National Court Register.

c) During a general meeting any shareholder may submit draft resolutions regarding the items put on the agenda of the meeting.

d) The Company's Statute and the General Meeting's Regulations do not provide for a possibility for shareholders to exercise their voting rights by correspondence using means of electronic communication.

e) A shareholder may participate in a general meeting and exercise their voting right in person or through a plenipotentiary. A plenipotentiary shall exercise all the shareholder's rights at a general meeting unless the content of the power of attorney stipulates otherwise. A shareholders holding shares in more than a single securities account may appoint separate plenipotentiaries to exercise the rights under the shares kept in each of the accounts. Powers of attorney granted to Company Management Board Members, Company Supervisory Board Members, Company employees or members or authorities or employees of a subsidiary authorize their holders to exercise their rights during the single and next general meeting.

f) A power of attorney to participate in a general meeting of the company and to exercise the voting right should be provided in writing or in electronic form in a PDF format and sent to the e-mail address: biuro@stalprofil.com.pl. A shareholder shall notify the Company of having granted a power of attorney by means of electronic communication by sending a PDF file to the Company address: biuro@stalprofil.com.pl

g) The Company shall take relevant actions in order to identify a shareholder and a plenipotentiary and confirm the validity of the power of attorney granted in electronic form. This verification can take a form of calling back or mailing a shareholder and a plenipotentiary to confirm that the power of attorney has been granted. On arrival at the general meeting, prior to signing the attendance list, a plenipotentiary shall produce an original identity document mentioned in the power of attorney form so that their identity can be confirmed. Similarly, shareholders or their plenipotentiaries shall be admitted to participation in the general shareholders meeting after they produce their identity cards. Representatives of corporate persons should produce valid copies of relevant registers where these persons are mentioned as the ones authorized to represent said entities.

4. A person authorized to participate in a general shareholders meeting can obtain the full documentation to be presented to the general meeting including draft resolutions not earlier than one week prior to the date of the general meeting. Information on the agenda of the General Meeting and related documentation (including power of attorney form and form to be used by a possible voting by a plenipotentiary) will be posted on the Company's website at : www.stalprofil.com.pl under Investors Relations / General Meeting.

5. Information on the meeting is available at the Internet website at: www.stalprofil.com.pl. Any correspondence related to the general meeting should be sent to the following e-mail address: wza@stalprofil.com.pl.