

POWER OF ATTORNEY FORM

**FOR THE PLENIPOTENTIARY AUTHORIZING HIM/HER TO EXERCISE THE VOTING RIGHT AT
THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF STALPROFIL S.A. ON JUNE 12, 2013**

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 / VAT 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 THE ISSUING AUTHORITY)

.....

(PLENIPOTENTIARY'S PERSONAL IDENTITY NUMBER PESEL)

Draft Resolution No. 1 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

**RESOLUTION NO. 1
on electing the Chairperson of the Annual General Shareholders' Meeting of the Company**

Acting in line with Art. 409 §1 of the Commercial Companies Code and § 8 clause 3 of the General Shareholders' Meeting Regulations, the Annual General Shareholders' Meeting of Stalprofil S.A. elects Mr./Ms. Chairperson of the Annual General Shareholders' Meeting of the Company.

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*

Draft Resolution No. 2 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

**RESOLUTION NO. 2
on electing the Ballot Counting Committee of the Annual General Shareholders' Meeting of the Company**

Acting in line with § 14 clause 1 of the General Shareholders' Meeting Regulations, the Annual General Shareholders' Meeting of Stalprofil S.A. elects the Ballot Counting Committee of the Annual General Shareholders' Meeting of the Company, with the following composition:

- 1)
- 2)
- 3)

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*

Draft Resolution No. 3 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

**RESOLUTION NO. 3
on adopting the agenda of the Annual General Shareholders' Meeting of the Company**

The Annual General Shareholders' Meeting of Stalprofil S.A. adopts the following agenda of the Annual General Shareholders' Meeting of the Company:

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 2012.
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 2012 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 2012.
9. Passing resolutions on granting a vote of approval to Company Management Board Members for performance of their duties in 2012.
10. Presentation by the Supervisory Board of the report on its activity in 2012.
11. Passing resolutions on granting a vote of approval to Supervisory Board Members for performance of their duties in 2012 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 2012.
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 consolidated financial statement for the business year 2012.
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 consolidated financial statement for the business year 2012.
15. Passing a resolution on appropriation of net profit for 2012
16. Passing a resolution on consolidating Stalprofil SA (the Taking-over Company) with company Stalprofil Finanse sp. z o.o. (the Company Taken-over).
17. Closing the session of the Shareholders' Meeting.

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*

Draft Resolution No. 4 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

**RESOLUTION NO. 4
 on approval of the Management Board's report on the Company's activity in 2012 and
 the Company's financial statement for 2012.**

Acting 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 2012.
2. Company's financial statement for 2012 comprising:

- introduction to financial statement,
- statement of financial position prepared as on December 31, 2012 showing PLN 431,372,396.36 under assets and liabilities (four hundred and thirty-one million three hundred and seventy-two thousand three hundred and ninety-six zlotys and 36/100),
- statement of comprehensive income for business year from January 1, 2012 to December 31, 2012, showing total comprehensive income of PLN 26,993,285.57. (twenty-six million nine hundred ninety-three thousand two hundred and eighty-five zlotys and 57/100),
- statement of changes in equity for business year from January 1, 2012 to December 31, 2012 showing an increase in equity by PLN 22,268,285.57 (twenty-two million two hundred sixty-eight thousand two hundred and eighty-five zlotys and 57/100),
- cash flow statement for the period from January 1, 2012 to December 31, 2012 showing a decrease in net cash by PLN 4,611,063.20, (four million six hundred eleven thousand and sixty-three zlotys and 20/100),
- notes and explanations.

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*

Draft Resolution No. 5 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 5

on granting a vote of approval to Mr. Jerzy Bernhard for performance of his duties of Management Board President in 2012

Acting 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 2012.

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*

Draft Resolution No. 6 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 6

on granting a vote of approval to Mr. Zdzisław Mendelak for performance of his duties of Management Board Vice-President in the period from January 1, 2012 to December 4, 2012.

Acting 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 the period from January 1, 2012 to December 4, 2012.

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

Draft Resolution No. 7 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 7

on granting a vote of approval to Mr. Henryk Orczykowski for performance of his duties of Management Board Vice-President in 2012

Acting 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 2012.

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

Draft Resolution No. 8 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 8

on granting a vote of approval to Ms. Sylwia Potocka-Lewicka for performance of her duties of Management Board Vice-President in 2012

Acting 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 2012.

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*

Draft Resolution No. 9 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 9

on granting a vote of approval to Mr. Zenon Jędrocha for performance of his duties of Management Board Vice-President in the period from December 7, 2012 to December 31, 2012.

Acting 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. Zenon Jędrocha for performance of his duties of Management Board Vice-President in the period from December 7, 2012 to December 31, 2012.

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*

Draft Resolution No. 10 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 10

on granting a vote of approval to Mr. Stefan Dzienniak for performance of his duties of Supervisory Board Chairman in 2012

Acting 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 2012.

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*

Draft Resolution No. 11 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 11

on granting a vote of approval to Mr. Jacek Zub for performance of his duties of Supervisory Board Vice-Chairman in 2012.

Acting 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 2012.

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*

Draft Resolution No. 12 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 12

on granting a vote of approval to Mr. Marcin Gamrot for performance of his duties of Supervisory Board Member in 2012.

Acting 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 2012.

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*

Draft Resolution No. 13 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 13

on granting a vote of approval to Mr. Jerzy Goinski for performance of his duties of Supervisory Board Member in 2012.

Acting 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 Goński for performance of his duties of Supervisory Board Member in 2012.

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*

Draft Resolution No. 14 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 14

on granting a vote of approval to Mr. Jarosław Kuna for performance of his duties of Supervisory Board Member in 2012.

Acting 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 2012.

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*

Draft Resolution No. 15 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 15

on granting a vote of approval to Mr. Tomasz Ślęzak for performance of his duties of Supervisory Board Member in 2012.

Acting 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 2012.

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*

Draft Resolution No. 16 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 16

on granting a vote of approval to Mr. Gaetan Stiers for performance of his duties of Supervisory Board Member in the period from January 1, 2012 to June 6, 2012.

Acting 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 the period from January 1, 2012 to June 6, 2012.

Voting instruction for Plenipotentiary regarding Resolution No. 16:

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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*

Draft Resolution No. 17 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 17

on granting a vote of approval to Mr. Krzysztof Lis for performance of his duties of Supervisory Board Member in the period from June 6, 2012 to December 31, 2012.

Acting 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. Krzysztof Lis for performance of his duties of Supervisory Board Member in the period from June 6, 2012 to December 31, 2012.

Voting instruction for Plenipotentiary regarding Resolution No. 17:

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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*

Draft Resolution No. 18 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 18

on award of a financial bonus to Supervisory Board Members

Acting in line with Art. 392 §1 of the Commercial Code and §21 item 7 of the Company's Statute, as well as in line with Resolution No. 17 of the Annual General Shareholders' Meeting of 26.03.1999, the Annual General Shareholders' Meeting awards each Supervisory Board Member with a financial bonus of% of the lump sum remuneration received in 2012.

Voting instruction for Plenipotentiary regarding Resolution No. 18:

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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*

Draft Resolution No. 19 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 19

on approval of the Management Board's report on Stalprofil S.A. Group's activity in 2012 and Stalprofil S.A. Group's consolidated financial statement for 2012.

Acting 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 2012.
2. Consolidated financial statement of Stalprofil S.A. Group for 2012, comprising:
 - introduction to financial statement,
 - consolidated financial position report as on December 31, 2012, showing assets and liabilities of PLN 577,814,229.11 (five hundred and seventy-seven million eight hundred fourteen thousand two hundred and twenty-nine zlotys and 11/100),
 - consolidated comprehensive income statement for the business year from January 1, 2012 to December 31, 2012, showing total comprehensive income of PLN 23,828,791.73 (twenty three million eight hundred twenty-eight thousand seven hundred and ninety-one zlotys and 73/100),
 - statement of changes in consolidated equity for business year from January 1, 2012 to December 31, 2012 showing an increase in equity by PLN 16,892,941.73 (sixteen million eight hundred and ninety-two thousand nine hundred and forty-one zlotys and 73/100),

- consolidated cash flow statement for the business year from January 1, 2012 to December 31, 2012 showing a decrease in net cash by PLN 25,050,286.06. (twenty-five million fifty thousand two hundred and eighty-six zlotys and 06/100),
- notes and explanations.

Voting instruction for Plenipotentiary regarding Resolution No. 19:

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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*

Draft Resolution No. 20 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

**RESOLUTION NO. 20
 on appropriation of net profit for 2012**

Acting 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 2012 in the amount of PLN 12,283,782.57. (twelve million two hundred and eighty-three thousand seven hundred and eighty-two zlotys and 57/100), as follows:
 - company spare capital: 9,833,782.57 (nine million eight hundred and thirty-three thousand seven hundred and eighty-two zlotys and 57/100),
 - dividend to Company shareholders of PLN 2,450,000.00 (two million four hundred fifty thousand zloty 00/100), i.e. PLN 0.14 (fourteen grosz) of dividend per one share.
2. specify the dividend right date on September 10, 2013, and dividend payment date on October 1, 2013.

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Voting instruction for Plenipotentiary regarding Resolution No. 20:

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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*

Draft Resolution No. 21 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2013:

RESOLUTION NO. 21

on consolidating Stalprofil SA (the Taking-over Company) with company Stalprofil Finanse sp. z o.o. (the Company Taken-over).

The Annual General Meeting of Stalprofil S.A. seated in Dąbrowa Górnicza acting in line with art. 506 § 1 and art. 492 § 1 item 1 of the Commercial Companies Code decides as follows:

§ 1

The Annual General Meeting of Stalprofil S.A. approves the Consolidation Plan agreed on April 29, 2013 by the Management Boards of Stalprofil S.A. (the Taking-over Company) and Stalprofil Finanse sp. z o.o. (the Company Taken-over), which constitutes Enclosure no. 1 to the Minutes, and decides to consolidate Stalprofil S.A. (the Taking-over Company) and Stalprofil Finanse sp. z o.o. (the Company Taken-over) by transferring all assets of the Company Taken-over to the Taking-over Company as the sole shareholder.

§ 2

The consolidation will be conducted under the procedure defined in art. 515 § 1 of the commercial companies code, without increasing the initial capital of the Taking-over Company, and on conditions specified in the Consolidation Plan which in line with art. 500 § 21 of the Commercial Companies Code is available at the websites of companies undergoing consolidation: www.stalprofil.com.pl and www.stalprofil-finanse.com.pl.

§ 3

In view of the fact that the Taking-over Company is the sole shareholder of the Company Taken-over, the consolidation will be conducted under a simplified procedure defined in art. 516 § 6 of the Commercial Companies Code.

§ 4

Extraordinary General Meeting of Stalprofil S.A. authorizes the Management Board of the Company to perform all activities necessary to perform the procedure of consolidating the Taking-over Company and the Company Taken-over.

§ 5

The resolution comes in force on the day it is passed with effect as of the day on which the consolidation is published in the commercial register relevant for the Taking-over Company.

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Signature of a shareholder / persons representing a shareholder