

**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, 2014**

**Shareholder:** .....

(NAME AND SURNAME or BUSINESS NAME)

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

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

.....  
(PERSONAL IDENTITY NUMBER PESEL / TAXPAYER'S IDENTITY NUMBER OF 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)

**Draft Resolution No. 1 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of June 12, 2014:**

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

Acting in line with Art. 409, §1 of Code of the Commercial Companies and § 8, clause 3 of the General Shareholders' Meeting Regulations, the Annual General Shareholders' Meeting of Stalprofil S.A. elects Mr./Ms. .... to act as the 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, 2014:**

**RESOLUTION NO. 2  
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. Selecting the Chairman of the meeting.
3. Verifying whether or not the meeting has been properly convened and is capable of passing resolutions.
4. Approving the proposed agenda of the meeting.
5. Presentation of the Management Board's report on the Company's activity and the Company's financial statement for the business year 2013.
6. 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 2013 and the Management Board's motion regarding profit appropriation.
7. Passing a resolution on approval of the Management Board's report on the Company's activity and the Company's financial statement for 2013.
  8. Passing resolutions on granting a vote of approval to the Company Management Board Members for performance of their duties in 2013.
  9. Presentation by the Supervisory Board of the report on its activity in 2013.
  10. Passing resolutions on granting a vote of approval to the Supervisory Board Members for performance of their duties in 2013 and on awarding them with an annual financial bonus.
  11. Presentation of the Management Board's report on the Stalprofil Group's activity and the Stalprofil Group's consolidated financial statements for the business year 2013.
  12. Presentation of the Supervisory Board's report on the assessment of the Management Board's report on the STALPROFIL S.A. Group's activity and the STALPROFIL S.A. Group's consolidated financial statements for the business year 2013.
  13. Passing a resolution on approval of the Management Board's report on the Group's activity and the Stalprofil Group's consolidated financial statements for the business year 2013.
  14. Passing a resolution on appropriation of net profit for 2013
  15. Closing the session of the Shareholders' Meeting.

**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, 2014:**

**RESOLUTION NO. 3  
on approval of the Management Board's report on the Company's activity in  
2013 and the Company's financial statement for 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 1 of the Code of Commercial Companies and §21, item 1 of the Company's Statute, the Annual General Shareholders' Meeting approves:

1. The Management Board's report on the activity of the Company in 2013.
2. The Company's financial statement for 2013 comprising:
  - introduction to financial statement,
  - statement of financial position of December 31, 2013, showing PLN 398,117,823.32 under assets and liabilities (three hundred ninety eight million one hundred seventeen thousand eight hundred twenty three zlotys and 32/100),
  - comprehensive income statement for the business year from January 1, 2013 to December 31, 2013, showing total comprehensive income of PLN 11,863,868.61 (eleven million eight hundred sixty three thousand eight hundred sixty eight zlotys and 61/100),
  - statement of changes in equity for the business year from January 1, 2013 to December 31, 2013 showing an increase in equity by PLN 9,351,955.76 (nine million three hundred fifty one thousand nine hundred fifty five zlotys and 76/100),
  - cash flow statement for the period from January 1, 2013 to December 31, 2013 showing an increase in net cash by PLN 12,171,556.74 (twelve million one hundred seventy one thousand five hundred fifty six zlotys and 74/100),
  - supplementary notes and explanations.

**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, 2014:**

**RESOLUTION NO. 4**

**on granting a vote of approval to Mr. Jerzy Bernhard for performance of his duties of the Management Board President in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Jerzy Bernhard for performance of his duties of the Company Management Board President in 2013.

**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, 2014:**

**RESOLUTION NO. 5**

**on granting a vote of approval to Mr. Zenon Jędrocha for performance of his duties of the Management Board Vice-President in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Zenon Jędrocha for performance of his duties of the Company Management Board Vice-President in 2013.

**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, 2014:**

**RESOLUTION NO. 6**

**on granting a vote of approval to Mr. Henryk Orczykowski for performance of his duties of Management Board Vice-President in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Henryk Orczykowski for performance of his duties of the Company Management Board Vice-President in 2013.

**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, 2014:**

**RESOLUTION NO. 7**

**on granting a vote of approval to Ms. Sylwia Potocka-Lewicka for performance of her duties of the Management Board Vice-President in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Ms. Sylwia Potocka-Lewicka for performance of her duties of the Company Management Board Vice-President in 2013.

**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, 2014:**

**RESOLUTION NO. 8  
on granting a vote of approval to Mr. Stefan Dzienniak for performance of his duties of the Supervisory Board Chairman in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Stefan Dzienniak for performance of his duties of the Supervisory Board Chairman in 2013.

**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, 2014:**

**RESOLUTION NO. 9  
on granting a vote of approval to Mr. Jacek Zub for performance of his duties of the Supervisory Board Vice-Chairman in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Jacek Zub for performance of his duties of the Supervisory Board Vice-Chairman in 2013.

**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, 2014:**

**RESOLUTION NO. 10  
on granting a vote of approval to Mr. Marcin Gamrot for performance of his duties of the Supervisory Board Member in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Marcin Gamrot for performance of his duties of the Supervisory Board Member in 2013.

**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, 2014:**

**RESOLUTION NO. 11  
on granting a vote of approval to Mr. Jerzy Goiński for performance of his duties of the Supervisory Board Member in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Jerzy Goiński for performance of his duties of the Supervisory Board Member in 2013.

**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, 2014:**

**RESOLUTION NO. 12**  
**on granting a vote of approval to Mr. Jarosław Kuna for performance of his duties of the Supervisory Board Member in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Jarosław Kuna for performance of his duties of the Supervisory Board Member in 2013.

**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, 2014:**

**RESOLUTION NO. 13**  
**on granting a vote of approval to Mr. Krzysztof Lis for performance of his duties of the Supervisory Board Member in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Krzysztof Lis for performance of his duties of the Supervisory Board Member in 2013.

**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, 2014:**

**RESOLUTION NO. 14  
on granting a vote of approval to Mr. Tomasz Ślęzak for performance of his duties of the Supervisory Board Member in 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 3 of the Code of Commercial Companies, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Tomasz Ślęzak for performance of his duties of the Supervisory Board Member in 2013.

**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, 2014:**

**RESOLUTION NO. 15  
on award of a financial bonus to Supervisory Board Members**

In line with Art. 392, §1 of the Code of Commercial Companies 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 March 26, 1999, the Annual General Shareholders' Meeting awards each Supervisory Board Member with a financial bonus of .....% of the lump sum remuneration received in 2013.

**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, 2014:**

**RESOLUTION NO. 16  
on approval of the Management Board's report on the Stalprofil S.A. Group's activity in 2013 and the Stalprofil S.A. Group's consolidated financial statements for 2013**

In line with Art. 393, item 1 and Art. 395, §2, item 1 of the Code of Commercial Companies and §21, item 1 of the Company's Statute, the Annual General Shareholders' Meeting of Stalprofil S.A. approves:

1. the Management Board's report on the activity of the Stalprofil S.A. Group in 2013,
2. Consolidated financial statements of the Stalprofil S.A. Group for 2013, comprising:
  - introduction to financial statement,
  - consolidated statement of financial position as on December 31, 2013, showing assets and liabilities of PLN 625,129,605.76 (six hundred twenty five million one hundred twenty nine thousand six hundred five zlotys and 76/100),
  - consolidated statement of comprehensive income for the business year from January 1, 2013 to December 31, 2013, showing total comprehensive income of PLN 20,379,266.10 (twenty million three hundred seventy nine thousand two hundred sixty six zlotys and 10/100),

- statement of changes in consolidated equity for the business year from January 1, 2013 to December 31, 2013 showing an increase in equity by PLN 14,943,744.58 (fourteen million nine hundred forty three thousand seven hundred forty four zlotys and 58/100),
- consolidated cash flow statement for the business year from January 1, 2013 to December 31, 2013 showing a decrease in net cash by PLN 11,741,216.37 (eleven million seven hundred forty one thousand two hundred sixteen zlotys and 37/100),
- supplementary notes and explanations.

**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, 2014:**

**RESOLUTION NO. 17  
on appropriation of net profit for 2013**

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

1. Appropriate net profit for 2013 in the amount of PLN 7,801,262.49 (seven million eight hundred one thousand two hundred sixty two zlotys and 49/100), as follows:

- Company spare capital write-off in the amount of PLN 6,164,349.64 (six million one hundred sixty four thousand three hundred forty nine zlotys and 64/100),
- covering the loss due to the merger of Stalprofil S.A. and Stalprofil Finanse sp. z o.o. in the amount of PLN 61,912.85 (sixty one thousand nine hundred twelve zlotys and 85/100),
- dividend to the Company shareholders in the amount of PLN 1,575,000.00 (one million five hundred seventy five thousand zlotys and 00/100), i.e. PLN 0.09 (nine grosz) of dividend per one share.

2. Establish the dividend record date on September 10, 2014, and the dividend payment date on October 1, 2014.

**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*

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**Signature of a shareholder / persons representing a shareholder**