

Current Report (CR) No 5 – Draft Resolutions of the Ordinary General Meeting of Shareholders (3 June 2015)

The Stalprodukt S.A. Management Board, herewith, discloses to the public the content of draft resolutions of the Ordinary General Meeting of Shareholders, which will be held in Bochnia on 30 June 2015.

**DRAFT RESOLUTION N° XXXI/1/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 concerning the election of the Chairman of the Meeting.**

The Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia, acting pursuant to Article 410 par. 1 of the Code of Commercial Companies adopts the following resolution:

§1

The Ordinary General Meeting of Shareholders elects.....as the Chairman of the Ordinary General Meeting of Shareholders.

§2

The Resolution takes effect on the day of adoption.

.....
/signature of the elected /
Chairman of the Meeting /

.....
/signature of the Chairman
of the Supervisory Board/

**DRAFT RESOLUTION N° XXXI/2/2015
Of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 concerning the adoption of the agenda.**

The Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting adopts the agenda which was included in the Announcement on the Ordinary General Meeting published on the Company's web-site www.stalprodukt.pl/agm2015 on 3 June 2015.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

DRAFT RESOLUTION N° XXXI/3/2015

of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 concerning the election of the Ballot Counting Committee of the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia.

The Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The following persons were elected to the Ballot Counting Committee:

1.
2.
3.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

DRAFT RESOLUTION N° XXXI/4/2015

of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 concerning the election of the Resolutions Committee of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia.

The Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The following persons were elected to the Resolutions Committee:

1.
2.
3.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

DRAFT RESOLUTION N° XXXI/5/2015

of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 concerning the approval of the Management Board's Report on the Company's Activities and Financial Report for 2014.

Pursuant to Article 393 subpar. 1 and Article 395 par. 2 subpar. 1 of the Code of Commercial Companies and in connection with par. 36 subpar. 2 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting of Shareholders approves of the Management Board's Report and the Financial Report for the period from 1 January 2014 to 31 December 2014.

§2

Pursuant to Article 69 and Article 70 of the Accountancy Act (Journal of Laws as of 2002, No 76, item 694) the resolution shall be submitted with the National Court Register.

§3

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXI/6/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held
on 30 June 2015 concerning the approval of the Capital Group's Financial Report for
2014.**

Pursuant to Article 395 par. 5 of the Code of Commercial Companies - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting of Shareholders approves of the Stalprodukt S.A. Capital Group's Financial Report for the period from 1 January 2014 to 31 December 2014.

§2

Pursuant to Article 69 and Article 70 of the Accountancy Act (Journal of Laws as of 2002, No 76, item 694) the resolution shall be submitted with the National Court Register.

§3

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXI/7/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held
on 30 June 2015 concerning the approval of the Supervisory Board's Report for 2014.**

Pursuant to Article 395 par. 5 of the Code of Commercial Companies and in connection with par. 36 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting of Shareholders approves of the Supervisory Board's Report for the period from 1 January 2014 to 31 December 2014.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

DRAFT RESOLUTION N° XXXI/8a/2015

of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 on granting the vote of acceptance to the President (Member) of the Management Board for the fulfillment of their duties in 2014.

Pursuant to Article 393 subpar. 1 and Article 395 par. 2 subpar. 3 of the Code of Commercial Companies and par. 36 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mr. Piotr Janeczek – President of the Management Board for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

DRAFT RESOLUTION N° XXXI/8b/2015

of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 on granting the vote of acceptance to the Member of the Management Board for the fulfillment of their duties in 2014.

Pursuant to Article 393 subpar. 1 and Article 395 par. 2 subpar. 3 of the Code of Commercial Companies and par. 36 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mr. Józef Ryszka – Member of the Management Board for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

DRAFT RESOLUTION N° XXXI/9a/2015

of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2014.

Pursuant to Article 393 subpar. 1 and Article 395 par. 2 subpar. 3 of the Code of Commercial Companies and par. 36 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mr. Stanisław Kurnik for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXI/9b/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2014.**

Pursuant to Article 393 subpar. 1 and Article 395 par. 2 subpar. 3 of the Code of Commercial Companies and par. 36 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mrs. Maria Sierpińska for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXI/9c/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2014.**

Pursuant to Article 393 subpar. 1 and Article 395 par. 2 subpar. 3 of the Code of Commercial Companies and par. 36 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mr. Kazimierz Szydłowski for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

DRAFT RESOLUTION N° XXXI/9d/2015

of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2014.

Pursuant to Article 393 subpar. 1 and Article 395 par. 2 subpar. 3 of the Code of Commercial Companies and par. 36 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mr. Janusz Bodek for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

DRAFT RESOLUTION N° XXXI/9e/2015

of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2014.

Pursuant to Article 393 subpar. 1 and Article 395 par. 2 subpar. 3 of the Code of Commercial Companies and par. 36 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mr. Sanjay Samaddar for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

DRAFT RESOLUTION N° XXXI/9f/2015

of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 30 June 2015 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2014.

Pursuant to Article 393 subpar. 1 and Article 395 par. 2 subpar. 3 of the Code of Commercial Companies and par. 36 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mr. Tomasz Plaskura for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXI/9g/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held
on 30 June 2015 on granting the vote of acceptance to the Member of the Supervisory
Board for the fulfillment of their duties in 2014.**

Pursuant to Article 393 subpar. 1 and Article 395 par. 2 subpar. 3 of the Code of Commercial Companies and par. 36 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mr. Tomasz Ślęzak for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§2

The Resolution takes effect on the day of adoption.

.....
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXI/10a/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held
on 30 June 2015 concerning the amendments to the Company's Articles of Association.**

Pursuant to Article 430 par. 1 of the Code of Commercial Companies, in connection with par. 36 subpar. 5 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

In § 6 (object of company's activities) the following item are added:

43. Other technical testing and analysis (PKD 71.20 B)

§ 2

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXI/10b/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held
on 30 June 2015 concerning the amendments to the Company's Articles of Association.**

Pursuant to Article 430 par. 1 of the Code of Commercial Companies, in connection with par. 36 subpar. 5 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

Par. 20 subpar. 2 of the existing wording:

The President of the Board acting independently, or two Members of the Board acting jointly, or one Member of the Board acting with the Proxy are authorized to make declarations of intent and sign documents.

shall be replaced with the wording:

Representations and signing on behalf of the Company may be made by the President of the Board acting independently, or by two Members of the Board acting jointly, or by one Member of the Board acting together with a holder of the joint commercial power of attorney.

§ 2

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXI/11/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held
on 30 June 2015 on passing the consolidated text of the Company's Articles of Association.**

§ 1

The Ordinary General Meeting authorizing the Supervisory Board to determine the consolidated text of the Company's Articles of Association

§ 2

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXI/12/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held
on 30 June 2015 concerning the determination of the profit share ratio for the Management
Board.**

Pursuant to Article. 395 par. 2 subpar. 2 of the Code of Commercial Companies and par. 36 subpar. 13 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

Ordinary General Meeting determines the annual profit share ratio, for the Management Board's bonus in respects of 2014, at the level of:

- President of the Board – 0.4 %
- Member of the Board – 0.2 %

§2

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXI/13/2015
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held
on 30 June 2015 concerning the distribution of profit for the year 2014 .**

Pursuant to Article 395 par. 2 subpar. 2 and art. 348 par. 3 of the Code of Commercial Companies, in connection with par. 36 subpar. 3 of the Company's Articles of Association - the Ordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting of Shareholders made the distribution of net profit in the amount of PLN 27 150 861.72, for the year 2014, as follows:

- dividend for Shareholders: PLN 13 310 534.00
- bonus for the Management Board: PLN 162 905.17
- bonus for the Supervisory Board: PLN 190 056.03
- reserve capital: PLN 13 487 366.52.

§2

The level of dividend per 1 share of the series A, B, C, D, E, F, G was determined in the amount of PLN 2.00 (in words: two zlotys).

§3

The Company's own shares redeemed by the Company in the number of 69 733 items are not included in the profit distribution.

§4

The Dividend Day is 15 September 2015. The dividend entitlement is acquired by the Shareholder who held the shares by the end of the day concerned.

§5

The bonus for the Management Board and Supervisory Board shall be disbursed on 30 September 2015.

The bonus entitlement is proportional to the period of duties fulfilled in the reporting year.

§6

The execution of the resolution is entrusted with the Company's Management Board.

§7

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting