

**Current Report CR No 14 – Resolutions adopted by the Extraordinary General Meeting of Shareholders (17.11.2015)**

In accordance with Article 38 par. 1 subpar. 5 of the Regulation of the Minister of Finance dated 19 February 2009 on current and periodic information provided by issuers of securities and on conditions under which such information may be recognized as being equivalent to information required by the legal regulations of a non-member state (Journal of Laws No 33 item 259), the Stalprodukt S.A. Management Board, herewith, discloses resolutions adopted at the Extraordinary General Meeting of Shareholders on 17 November 2015.

**RESOLUTION N° XXXII/1/2015**

**of the Extraordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 17 November 2015 concerning the election of the Chairman of the Meeting.**

The Extraordinary 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 Extraordinary General Meeting of Shareholders elects Adam Kościółek as the Chairman of the Extraordinary 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/

Number of shares on which valid votes were cast - 5 650 287

Percentage share of the a.m. shares in the share capital - 84,02

Total number of valid votes - 15 709 463, including:

- in favour of the resolution - 15 709 463 votes
- against the resolution – 0 votes.
- abstained – 0 votes.
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**RESOLUTION N° XXXII/2/2015**

**Of the Extraordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 17 November 2015 concerning the adoption of the agenda.**

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

§1

The Extraordinary General Meeting adopts the agenda which was included in the Announcement on the Extraordinary General Meeting published on the Company's web-site [www.stalprodukt.com.pl/egm2015](http://www.stalprodukt.com.pl/egm2015) on 21 October 2015.

§2

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting

Number of shares on which valid votes were cast - 5 650 287

Percentage share of the a.m. shares in the share capital - 84,02

Total number of valid votes - 15 709 463, including:

- in favour of the resolution - 15 709 463 votes
- against the resolution – 0 votes.
- abstained – 0 votes.

**RESOLUTION N° XXXII/3/2015**

**of the Extraordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 17 November 2015 concerning the election of the Ballot Counting Committee of the Extraordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia.**

The Extraordinary 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. Bogdan Klęsk
2. Lesław Wilk
3. Eugeniusz Dziadoń

§2

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting

Number of shares on which valid votes were cast - 5 650 287

Percentage share of the a.m. shares in the share capital - 84,02

Total number of valid votes - 15 709 463, including:

- in favour of the resolution - 15 709 463 votes
- against the resolution – 0 votes.
- abstained – 0 votes.

**RESOLUTION N° XXXII/4/2015**

**of the Extraordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 17 November 2015 concerning the election of the Resolutions Committee of the Extraordinary General Meeting of Stalprodukt S.A. in Bochnia.**

The Extraordinary 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. Julianna Kaczor

2. Tadeusz Piekarz
3. Tadeusz Basiaga

§2

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting

Number of shares on which valid votes were cast - 5 650 287

Percentage share of the a.m. shares in the share capital - 84,02

Total number of valid votes - 15 709 463, including:

- in favour of the resolution - 15 709 463 votes
- against the resolution – 0 votes.
- abstained – 0 votes.

### **RESOLUTION No XXXII/5/2015**

**of the Extraordinary General Meeting of Shareholders of Stalprodukt S.A. in Bochnia dated 17 November 2015 regarding the purchase of the Company's own shares with a view to redemption.**

Acting pursuant to art. 362 par. 1 subpar. 5 and subpar. 8 in connection with art. 393 subpar. 6 of the Code of Commercial Companies, the Extraordinary General Meeting of Shareholders adopts the following resolution:

§ 1

The Extraordinary General Meeting grants an authorization to the Company, within the meaning of art. 362 par. 1 subpar. 8 of the Code of Commercial Companies, to acquire the Company's own shares with a view to redemption (Program), compliant with the rules defined herein („Authorization”):

1. Only the Company's fully paid-up registered preference shares of A, B and E series can become the object of purchase, provided the same are dematerialized, and are not the object of trading on the regulated market, were designated with the code ISIN PLSTLPD00025 assigned by the National Depository for Securities based in Warsaw („Shares”).
2. The maximum number of Shares which can be acquired by the Company within the Program is 1,075,000 (in words: a million seventy-five thousand), which, including the Company's own shares already staying in its possession in the number of 69,733 items, accounts for 17.2 % of the Company's share capital as of the issuance day of the present Authorization. At no moment, during the Program implementation process, shall the nominal value of the Company's own shares, purchased by the Company pursuant to the Authorization, and the shares already staying in the Company's possession, exceed 20% of the Company's share capital.
3. The purchase price per Share within the Program amounts to PLN 250.00 (in words: two hundred fifty zlotys). The total purchase price of the Shares being purchased within the Program, increased by their purchase-related cost, shall not exceed PLN 270,000,000.00 (in words: two hundred seventy million zlotys).

4. The purchase of the shares within the Program may take place in a period no longer than within 10 June 2016, provided that the purchase shall be effected in 3 tranches during the above mentioned period, at the dates and under the terms and conditions defined by the Company's Management Board executing the Authorization arising from the present Resolution. The tranches, referred to above, shall be purchased at minimum 60-day intervals. In each of these periods the Company shall buy its own shares, accounting for not more than 10% of the total number of votes at the General Meeting of Shareholders.
5. The Shares purchases carried out within the Program shall be made outside the regulated market, run by the Warsaw Stock Exchange S.A. The detailed terms and conditions of the Program have to be disclosed, at least, in a current report and respective announcements at the customer's service office run by the entity involved in the Program implementation.
6. In order to purchase its own shares, the Company shall address all its Shareholders in possession of the above mentioned registered preference shares, with calls for tender, referring to the shares purchase. The purchase of shares pursuant to the Authorization shall be made proportionally, which means that in the event if the total number of the Company's shares, covered by all the tenders submitted at a time appropriate for their acceptance, is higher than the total number of the Company's shares intended to be purchased by the Company pursuant to the Authorization or within a given implementation stage of the Authorization, the Company shall proportionally reduce the number of the shares covered with the sales tenders submitted by the Company's Shareholders.
7. Purchasing Shares pursuant to the Authorization shall be financed with the Company's own resources.
8. In order to finance the purchase of Shares pursuant to the Authorization, in compliance with the provisions of art. 396 par. 4 and 5 in connection with art. 362 par. 2 subpar. 3 and art. 348 par. 1 of the Code of Commercial Companies, the General Meeting of Shareholders decides upon the formation of a reserve capital intended to finance the purchase of the Shares to be acquired by the Company within the Program and settlement of the purchase-related costs amounting to the total of PLN 270,000,000.00 (in words: two hundred seventy million zlotys).
9. The Company's Management Board is authorized to undertake any factual and legal actions aimed at the implementation of the Program and purchase of Shares in compliance with the stipulations of the present Resolution and applicable law provisions, including, in particular, defining the detailed rules governing the purchase of the Shares within the scope not provided for herein, as well as concluding an agency agreement, regulating the purchase of Shares within the Program, with an investment company (brokerage house) selected by the Company's Management Board.
10. The Company's own shares purchased by the Company shall be redeemed by the reduction of the Company's share capital. In order to redeem the Company's own shares, the Management Board shall convene a General Meeting of Shareholders with the agenda containing, at least, the adoption of resolutions regarding the redemption and reduction of the Company's share capital.

§ 2

The Resolution takes effect as of its adoption day.

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Chairman of the General Meeting

Number of shares on which valid votes were cast - 5 650 287

Percentage share of the a.m. shares in the share capital - 84,02

Total number of valid votes - 15 709 463, including:

- in favour of the resolution - 15 649 113 votes
- against the resolution – 55 000 votes.
- abstained – 5 350 votes.