

CR No 15 – Invitation to Submission of Tenders for the Sale of Shares of Stalprodukt S.A. (20.11.2015)

Acting pursuant to an Authorization granted by the Extraordinary General Meeting of Shareholders of Stalprodukt S.A. (Resolution No XXXII/5/2015 dated 17 November 2015 regarding the Company's purchase of its own shares), the Stalprodukt S.A. Management Board (the "Company"), herewith, discloses to the public the content of the "Invitation to Submission of Tenders for the Sale of Dematerialized Registered Preference Shares of Stalprodukt S.A."

This document is not a call for the submission of sale or exchange offers, referred to in art. 72 and the following paragraphs of the Act on Public Offers and Terms of Financial Instruments Introduction to Organized Trading and Public Companies as of 29 July 2005 (consolidated text Journal of Laws 2013, item 1382) ("**Public Offer Act**"). And the following provisions, in particular, do not apply to this document: art. 77 and 79 of the Public Offer Act, Minister of Finance's Ordinance dated 19 October 2005 regarding Specimen Calls for the Sale or Exchange of Shares of a Public Company, Details of Announcements and Terms of Share Purchasing under such Calls (Journal of Laws No 207, item 1729 as amended) ("**Ordinance**"). The Invitation shall not be carried out pursuant to the Commission's Regulation No 2273/2003 dated 22 December 2003, executing the EU Parliament and Council's Directive 2003/6/EC, regarding the exemptions for buy-back programmes and stabilisation of financial instruments. This document shall not be viewed, either, as an offer in the understanding of art. 66 of the Civil Code as of 23 April 1964, (Journal of Laws Nr 16, item 93 as amended.) ("**Civil Code**"). This document does not constitute a purchase offer and the same does not solicit the sale of any securities in any states, in which the submission of such an offer or such sale solicitation would be contrary to law or would require the issuance of any permits, notifications or registration. This document does not constitute any investment, legal or tax advice.



INVITATION TO SUBMISSION OF TENDERS FOR THE SALE OF DEMATERIALIZED REGISTERED PREFERENCE SHARES OF STALPRODUKT SPÓŁKA AKCYJNA

(joint stock company based in Bochnia at ul. Wygoda 69, 32-700 Bochnia, registered in the Register of Entrepreneurs of the National Court Register as 0000055209)

The present Invitation to Submission of Tenders for the Sale of Shares (hereinafter referred to as "**Invitation**" or "**Invitation to Submission of Tenders for the Sale of Shares**"), regarding the dematerialized registered preference shares of the Stalprodukt S.A. Company based in Bochnia at ul. Wygoda 69, 32-700 Bochnia ("**Company**") was prepared and published on 20 November 2015 in connection with the Resolution of the Extraordinary General Meeting of Shareholders of Stalprodukt S.A., No XXXII/5/2015 dated 17 November 2015 regarding the Company's purchase of its own shares with a view to redemption, and also in connection with the Resolution of the Company's Management Board No 26/2015 dated 18 November 2015.

The Invitation shall be carried out exclusively in the territory of the Republic of Poland. Outside the borders of the Republic of Poland, the present invitation may not be treated as a basis for the performance of activities indicated herein.

The present Invitation did not require any approval and was not approved by any court, office, agency or institution, including the Financial Supervision Authority or Warsaw Stock Exchange in Warsaw S.A. ("**WSE**"), and the same shall not act, either, as an object of application for any registration or approval by any court, office, agency or institution.

The brokerage house: Dom Maklerski Banku Handlowego S.A. based in Warsaw ("**DMBH**") shall be the agency intermediating in the Company's purchasing of its own shares.

The content of the present Invitation was disclosed by the Company via the Polish Press Agency and also in the Current Report No 15/2015 dated 20 November 2015 and the same is available on the Company's webpage: www.stalprodukt.com.pl under the tab: "Relacje Inwestorskie/ Investors". The content of the present Invitation is also available on the DMBH webpage: www.dmbh.pl under the tab: Aktualności/ News. Any further updates of the Invitation's content shall be published in the same mode as the Invitation itself.

1. LEGAL BASIS OF THE COMPANY'S PURCHASE OF SHARES

The program for the purchase of the Company's own shares ("**Program**") is carried out pursuant to the Authorization granted to the Management Board in the Resolution No XXXII/5/2015 of the Extraordinary General Meeting of Shareholders of Stalprodukt S.A. as of 17 November 2015 ("**Resolution**", "**Authorization**") and Resolution of the Company's Management Board No 26/2015 dated 18 November 2015, regulating the detailed rules for the own-shares purchases.

The goal of the present program is the redemption of the purchased shares to be achieved through the reduction of the Company's share capital.

The exclusive object of the purchase within the Program are fully paid-up, registered, preference shares of the A, B and E series, dematerialized ones, not traded on the regular market, designated with the code ISIN PLSTLPD00025 assigned by the National Depository for Securities S.A. based in Warsaw ("**Shares**").

Pursuant to art. 362 par. 1 subpar. 5 and par 8 in connection with art. 393 par. 6 of the Code of Commercial companies, the Resolution of the Extraordinary General Meeting of Shareholders defines that:

- Only the Company's fully paid-up registered preference shares of A, B and E series can become the object of purchase, provided that the same are dematerialized and are subject to trading on the regulated market, were designated with the code ISIN PLSTLPD00025 assigned by the National Depository for Securities based in Warsaw ("Shares").
- 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. 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.
- The purchase price per Share within the Program amounts to PLN 250.00 (in words: two hundred fifty zlotys). The total purchase price to be paid for 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).
- 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, on the dates and under the terms and conditions defined by the Company's Management Board in execution of 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.
- The Shares purchases under the Program shall be carried out 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 center run by the entity involved in the Program implementation.

- 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 sale offers 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 Authorisation, the Company shall proportionally reduce the number of the shares covered with the sale offers submitted by the Company's Shareholders.
- Purchasing Shares pursuant to the Authorization shall be financed with the Company's own resources.
- In order to finance the purchase of the 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 decided upon the formation of a reserve capital, appropriated for the financing of the purchase of the Shares, to be acquired by the Company within the Program, and for the settlement of the purchase-related costs amounting to the total of PLN 270,000,000.00 (in words: two hundred seventy million zlotys).
- The Company's Management Board is authorized to undertake any factual and legal actions aimed at the implementation of the Program and purchase of the Shares in compliance with the stipulations of the present Resolution and applicable law provisions, including, in particular, laying down 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 the Shares within the Program, with an investment company (brokerage house) selected by the Company's Management Board.
- The Company's own shares purchased by the Company shall be redeemed through 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 of Shares and reduction of the Company's share capital.

The maximum number of shares, which may be purchased by the Company within the Program, amounting to 1,075,000 items, including the Company's own shares already staying in its possession in the number of 69,733 items, accounts for 31.94% of the total number of votes at the Company's General Meeting.

In accordance with the procedure described in par. 8 of the present Invitation, only the correctly submitted sale offers shall be admitted to the purchase, i.e. the ones submitted by the Shareholders, who have obtained the consent of the Management Board for the transfer of the shares ownership titles under the rules laid out in the Company's Articles of Association. ("**Condition**").

2. **SHARES REFERRED TO IN THE INVITATION**

The present Invitation exclusively refers to the Company's fully paid-up registered preference shares of A, B and E series, dematerialized, not subject to trading on the regular market, designated with the code ISIN PLSTLDPD00025 assigned by the National Depository for Securities based in Warsaw.

The present Document is the first invitation to submission of tenders for the sale of Shares within the framework of the Program. The Present Invitation was prepared by the Company's Management Board, which acts towards the execution of the Authorization. Any further invitations to submission of tenders for the sale of shares to be issued within the Program, shall be disclosed to the public in the same mode as the present Invitation.

The maximum number of Shares, which may be acquired by the Company under the present Invitation, amounts to 358,400 (in words: three hundred fifty-eight thousand four hundred), which accounts for 5.33 % share in the Company's share capital and authorises to casting 1,792,000 (in words: a million seven hundred ninety-two thousand) votes at the Company's General Meeting, accounting for 10.00 % of the total number of votes at the Company's General Meeting.

3. **AGENCY INTERMEDIATING IN THE SHARES PURCHASE AND CLEARANCE UNDER THE INVITATION**

Company name and its legal status:	Brokerage House: Dom Maklerski Banku Handlowego S.A.
Address:	ul. Senatorska 16, 00-923 Warszawa
Telephone No:	+48 22 690 39 44
Fax No:	+48 22 690 39 43
E-mail	dmbh@citi.com

4. **THE NUMBER OF THE COMPANY'S OWN SHARES HELD BY THE COMPANY TOGETHER WITH ITS PARENT AND SUBSIDIARY ENTITIES AS OF THE INVITATION ISSUANCE DAY AND THE NUMBER OF THE COMPANY'S OWN SHARES THAT THE COMPANY, ITS PARENT AND SUBSIDIARY ENTITIES INCLUSIVE, INTENDS TO ACQUIRE UNDER THE INVITATION AND OWN-SHARES PURCHASE PROGRAM**

As of the Invitation issuance day, the Company holds, jointly with one of its subsidiary entities, 69,778 of its own shares. As a result of the Invitation procedure, the Company intends to acquire the total number 428,178 of its own shares, accounting for 6.37 % of the Company's share capital and authorising to 2,140,710 votes, accounting for 11.94 % of the total number of votes at the Company's General Meeting.

As a result of the own-shares purchase Program, the Company, jointly with its subsidiary entities, intends to acquire a total number of 1,144,778 of its own shares, accounting for 17.02 % of the Company's share capital and authorizing to 5,723,710 votes, accounting for 31.94 % of the total number of votes at the Company's General Meeting.

At no moment, during the Program implementation process, shall the total 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.

Stalprodukt S.A. does not have a parent entity.

5. PRICE OF THE SHARES TO BE PURCHASED

The price of the Shares to be purchased within the Program is fixed and amounts to PLN 250.00 (in words: two hundred fifty zlotys) per Share ("**Share Price**").

6. INVITATION SCHEDULE

Date Invitation announced: 20 November 2015

Opening admissions date for the Shares sale offers: 25 November 2015

Closing admissions date for the Shares sale offers : 9 December 2015

Planned final date for the Company to take decisions on the acceptance of the sale offers or their potential reduction – final date for the fulfillment of the Condition, the Company's preparation of the Allocations List, referred to in item 9 of the present Invitation: 11 December 2015

Planned date for a declaration to be made by the Company on the acceptance of the sale offers (conclusions of the sale agreements in respect of the Shares, between the Company and particular Shareholders, outside the regulated market run by the WSE, with the intermediation of DMBH): 14 December 2015

Planned date for the clearance of the Shares sale transactions in favor of the Company: 16 December 2015

transfer of the Shares from the Shareholders to the Company,

- (i) payment of the Share Price for all the purchased Shares with the use of the KDPW_CCP clearance and settlement system of the National Depository for Securities

The offers for the sale of Shares shall be accepted at the DMBH Customer Service Center, ul Senatorska 16, 00-923 Warszawa, during its opening hours, with a proviso that the offers of sale for the Shares to be submitted on the admissions closing day shall only be admitted within 5 P.M. (17:00) Warsaw Time.

The offers for the sale of Shares may also be submitted by registered mail or courier mail. If such a submission method is chosen, the sale offers should be sent to the following address:

Dom Maklerski Banku Handlowego S.A.

ul. Senatorska 16

00-923 Warszawa

in an envelope marked as follows: "*Sale Offer – Stalprodukt S.A.*"

As far as the sale offers submitted by registered or courier mail are concerned, the only valid offers will be the ones compliant with the form presented by DMBH and submitted along with all the other

documents required for the sale of Shares in favor of the Company and bearing signatures certified in accordance with the binding procedure, defined in par. 8 of the present Invitation, and received by DMBH no later than by 5 P.M. (17:00) Warsaw Time on the closing day for the admission of the sale offers.

7. ENTITIES AUTHORIZED TO SUBMIT SALE OFFERS

The entities authorized to submit the sale offers in respect of the Invitation shall be all the Company's Shareholders owning the Shares, i.e. the entities, whose securities accounts or consolidated accounts shall bear entries referring to the Company's Shares at the moment of the sale offer admission ("**Shareholder**"). The Company's Shares, offered in the sale offers have to be fully transferable and free from any encumbrances, third party rights or claims, including that the same cannot be encumbered with any rights of usufruct, pledge, tax lien, registered pledge or financial pledge, nor can they be subject to obligations establishing any of the above rights or encumbrances. The disposing of the Shares requires a written consent from the Company's Management Board (i.e. the fulfillment of Condition), which has to be delivered before the conclusion of the Shares sale agreement with DMBH, acting as the Shareholder's proxy/ attorney.

8. SALE OFFER SUBMISSION PROCEDURE

On the first admission day for the Shares sale offers, DMBH shall open a register in which the offers for the sale of Shares, submitted by the persons responding to the Invitation, shall be recorded during the sale offer admission period.

A person intending to submit a sale offer in respect of the Shares in response to the present Invitation, at the DMBH Customer Service Center, referred to in above mentioned par.6, should take the following actions:

- a) submit, with the entity running their securities account in which the Shares are deposited, **an order for the Shares to be blocked until the clearance day of the sale transaction to be made in favor of the Company** (inclusive of the end of stock exchange session) in accordance with the Invitation (*the planned clearance day is 16 December 2015*) and should submit **an irrevocable clearance instruction (payable)**, pursuant to which the Shares are to be transferred from the Shareholder to the Company in exchange for the payment of the Shares Price. The person should also obtain a share certificate issued in respect of the Shares, which they intend to sell in favor of the Company, with an expiration date pending until the clearance day for the Shares sale transaction planned under the Invitation (inclusive of the end of stock exchange session); and
- b) **submit 2 copies of the sale offer in respect of the Shares**, on the forms provided by DMBH (at the Customer Service Center mentioned in the above Item 6 or on the DMBH webpage: www.dmbh.pl), in the Customer Service Center's opening hours, no later than the closing date for the admission of the sale offers (inclusive) by 5 P.M. (17:00 hours) Warsaw Time **and attach the original share certificate**, referred to in the above mentioned subpar.(a), to the 2 copies of the sale offer.

A person intending to submit a sale offer in respect of Shares by registered mail or by courier mail should take the following actions:

- a) submit, with the entity running their securities account in which the Shares are deposited, **an order for the Shares to be blocked until the clearance day of the sale transaction to be made in favor of the Company** (inclusive of the end of stock exchange session) in

accordance with the Invitation (*the planned clearance day is 16 December 2015*) and should submit **an irrevocable clearance instruction (payable)**, pursuant to which the Shares are to be transferred from the Shareholder to the Company in exchange for the payment of the Shares Price. The person should also obtain a share certificate issued in respect of the Shares, which they intend to sell in favor of the Company, with an expiration date pending until the clearance day for the Shares sale transaction planned under the Invitation (inclusive of the end of stock exchange session); and

- b) **send** the undermentioned documents **by registered mail or by courier mail**, at a time appropriate for DMBH to receive the same, at the latest, on the closing day for the admission of the sale offers (inclusive) by 5 P.M. (17:00 hours) Warsaw Time:
- **original share certificate**; and
 - **2 copies of a filled-in and signed sale offer form in respect of the Shares**; the Submitter's signature should be certified by the officer of the entity which issued the share certificate, by affixing his/her signature on the sale offer form or the signature should be notarized.

The above documents should be sent to the address:

Dom Maklerski Banku Handlowego S.A.

ul. Senatorska 16

00-923 Warszawa

The envelope should be marked as follows: „*Sale Offer – Stalprodukt S.A.*”.

In the case of the sale offers submitted by registered mail or by courier mail, the only offers to be recognized as valid, shall be the ones submitted on the forms compliant with the specimen form provided by DMBH, bearing the signatures certified in accordance with the above mentioned procedure and received by DMBH, at the latest, by 5 P.M. (17:00 hours) Warsaw Time on the admissions closing day for the sale offers.

The sale offer may only be submitted by the owner of the Shares, their statutory representative or a duly appointed proxy/attorney. The proxy /power of attorney document should be made in writing and certified by the entity which issued the share certificate or should be issued in the form of a notarial act or the same should bear a notarized signature.

The persons intending to submit a sale offer for the Shares in respect of the Invitation should determine the time necessary to perform all the above mentioned actions. The offers of sale in respect of the Shares which will reach DMBH after the deadline, shall not be admitted. DMBH is not liable for the non-admission of the sale offers to be received after the deadline fixed for the admission of the sale offers.

By signing 2 copies of the sale offer form, the person submitting the sale offer makes a declaration of intent to accept the terms and conditions specified in the Invitation.

Before the commencement of the sale offers admission, the specimen forms, referred to above, shall be made available to all the brokerage houses having their seats in Poland and being the WSE members and to the entities running the securities accounts for the persons, submitting the sale offers in response to the Invitation and being the members of the National Depository for Securities. During the admission procedure the specimen forms shall also be available at the Customer Service Center mentioned in par. 6 of the Invitation and on the DMBH webpage: www.dmbh.pl.

Only the duly filled-in and signed sale offers, compliant with the specimen documents provided by

DMBH, shall be admitted in line with the Invitation procedure.

The DMBH customers, holders of Shares deposited in the DMBH securities accounts, do not have to submit the share certificates while submitting their sale offers. The Shares belonging to such DMBH customers shall be frozen in the account pursuant to the blocking instruction, in accordance with the above described procedure.

The admission of the sale offer by DMBH shall take place after checking whether the person submitting the sale offer or the person in whose name the sale offer is submitted, holds Shares, being the object of the sale offer and whether or not the same have been frozen in the holder's account.

In the event the above fact is confirmed, i.e. the Shares have been blocked in the securities account or consolidated account, or no share certificate has been issued, the sale offer shall not be admitted by DMBH, which means that the Shares referred to in such a sale offer shall not be the object of the transaction to be made in favor of the Company under the Invitation procedure.

The only Shares to become the objects of the sale transaction in favor of the Company, shall be the ones included in the sale offers, compliant with the terms and conditions defined in the Invitation, and submitted by the Shareholders who have obtained the Management Board's consent for the transfer of Shares under the rules laid out in the Company's Articles of Association (fulfillment of the Condition).

All the deadlines and costs related to the performance of the actions, necessary for the submission and execution of the sale offer for the Shares under the Invitation, e.g. The rules for the transfer of Shares in favor of the Company, the blockage of shares in the account or the issuance of the share certificates, are defined by brokerage houses or fiduciary banks concerned in line with their rules and fee schedules. In connection with the above, the Shareholder intending to submit a sale offer for the Shares in response to the Invitation, should take the above terms into account while submitting their sales offer based on the Invitation as well as the costs related thereto and should get well accustomed to the procedures and regulations used by the entities running the securities accounts in which the Shares, belonging to the Shareholder, are recorded.

The Company shall not be liable for the refund of any costs borne by the Shareholders, their proxies/ attorneys or statutory representatives in connection with the necessary actions undertaken with a view to submitting the sale offer for the Shares based on the Invitation, the Company shall not be obligated either to refund any costs or pay any damages/compensations in the event the Invitation shall not become effective under the rules defined herein.

Additional information concerning the admission procedure for Shares sale offers to be submitted in response to the present Invitation may be obtained at the Customer Service Center, referred to in par. 6 of the Invitation.

9. PURCHASING SHARES FROM SHAREHOLDERS AND REDUCTION RULES

On the basis of the sale offers submitted in response to the present Invitation, the Company intends to purchase the total number of Shares not exceeding 358.400 (in words: three hundred fifty-eight thousand) items.

Within 11 December 2015, in accordance with the Schedule referred to in the above par. 6 of the Invitation, the Company will accept the correctly submitted sale offers or will make a proportional reduction thereof in accordance with the undermentioned rules. The acceptance of the sale offers from individual Shareholders shall take place in the form of a Management Board's resolution under the rules compliant with the Company's Articles of Association and shall be aimed at acknowledging the sale offers qualified for implementation. In particular, the above acceptance does not constitute the acceptance of an offer in the understanding of the Civil Code and does not result in the conclusion of a sale agreement in respect of the Shares and transfer of the Shares in

favor of the Company. Having completed the acceptance or reduction procedures, the Company, acting in consultation with DMBH, shall prepare a trade allocation list ("**Allocations List**"), defining the Shareholders, whose offers shall be carried out and the scope, in which the sale offers submitted by particular Shareholders shall be finalized. The Allocations List shall not be disclosed to the public.

In the event that the number of Shares resulting from the correctly submitted sale offers, in respect of which the Condition was fulfilled, is equal to or lower than the maximum number of Shares that the Company intends to purchase under the present Invitation, the Company shall purchase all the Shares in the number resulting from the correctly submitted sale offers, in respect of which the Condition was fulfilled.

In the event that the number of Shares resulting from the correctly submitted sale offers, in respect of which the Condition was fulfilled, is higher than the maximum number of Shares that the Company intends to purchase under the present Invitation, the sale offers submitted by Shareholders shall be subject to a proportional reduction. In the case if, after the application of the proportional reduction mechanism, some fractional parts of the Shares shall remain, such Shares shall be purchased successively, starting from the offers containing the biggest number of Shares to the offers containing the smallest number of Shares, until the complete exhaustion thereof. In the case of the sale offers containing equal numbers of Shares, the decision on the purchase shall be based on a draw.

The Company's purchase of Shares in a number smaller than the one arising from the correctly submitted sale offer may not constitute grounds for the Shareholder to withdraw from the sale of the Shares in favor of the Company or evade the legal effects arising from the submitted sale offer. Having received the Allocations List from the Company and the original Resolution/s from the Company's Management Board, confirming the fulfillment of the Condition in respect of the individual sale offers submitted by the Shareholders, DMBH, acting as a proxy for the Company and for the particular Shareholders, whose sale offers shall be carried out in accordance with the above described rules, shall submit: (i) in the name and in favor of the Company - a declaration on the acceptance of the sale offers submitted in respect of the purchase of Shares in the number arising from the above mentioned rules and (ii) in the name and in favor of each Shareholder, whose sale offer shall be carried out in accordance with the above mentioned rules – a declaration of acceptance for the declaration submitted by the Company on the acceptance of the sale offers in respect of the purchase of Shares in the number arising from the above described rules. The Shares Sale Agreement between the Company and a given Shareholder shall be concluded with the intermediation of DMBH, outside the regulated market run by the WSE, at the moment when the last of the declarations, referred to in the previous sentence, has been submitted. The clearance of the sale transaction in respect of the Shares shall be made with the use of the KDPW_CCP clearance and deposit system of the National Depository for Securities. DMBH shall act as an intermediating entity in the clearance procedure.

10. **PURCHASE PRICE PAYMENT**

The payment of the Price for the Shares purchased by the Company under the present Invitation shall be made with the use of the KDPW_CCP clearance system of the National Depository for Securities, pursuant to the payable clearance instructions issued by DMBH (acting as the entity running the Company's securities account) and by the entities running the securities accounts for the Shareholders. The condition determining the DMBH's issuance of the payable clearance instruction in the name of the Company, as referred to in the previous sentence, is the Company's

submission of an irrevocable order for the issuance of such an instruction. The amount accounting for the total Shares Price, in respect of the Shares sold in favor of the Company by a given Shareholder (i.e. the amount calculated as a product of the number of Shares sold by the given Shareholder multiplied by the Share Price) shall be transferred to the given Shareholder's cash or bank account interlocked with the securities account in which the Shares have been recorded and from which the Shares have been transferred to the Company.

In connection with the Invitation, a security was established in the Company's cash account run by DMBHW freezing the deposited cash up to the amount corresponding to 100% value of all the Shares, being the object of the present Invitation, based on the Shares Price.

11. REDEMPTION OF THE COMPANY'S SHARES

Company's own Shares purchased by the Company, shall be redeemed through the reduction of the Company's share capital. In order to carry out the redemption of its own Shares, the Company's Management Board shall convene a General Meeting with the minimum agenda containing the adoption of the resolutions in respect of the redemption concerned and reduction of the Company's share capital, at least. The redemption concerned shall take place after the completion of the entire Own-Shares Purchase Program, carried out in line with the Resolution No XXXII/5/2015 adopted by the Extraordinary General Meeting of Shareholders of Stalprodukt S.A. dated 17 November 2015 r.

Signatures of persons acting in the name of the Company:

.....
Józef Ryszka
Member of the Board – Marketing Director

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Piotr Janeczek
President of the Board – Chief Executive Officer