

## **Current Report (CR) No 6 – Announcement on the Ordinary General Meeting of Stalprodukt S.A. (24.05.2019)**

The Management Board of Stalprodukt Spółka Akcyjna based in Bochnia, herewith convenes an Ordinary General Meeting on 19 June 2019 at 10.00 o'clock, at the Company's seat in Bochnia, 69 Wygoda Street. The announcement on convening the general meeting and the draft resolutions are given below.

Legal Basis:

Article 19 par. 1 subpar. 1 and 2 of the Regulation of the Minister of Finance dated 29 March 2018 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.

### **Announcement on the Ordinary General Meeting of Stalprodukt S.A**

#### **I. Date, time and venue of the General Meeting and detailed agenda.**

The Management Board of Stalprodukt Spółka Akcyjna based in Bochnia, recorded in the Register of Entrepreneurs kept by the Kraków – Śródmieście District Court of Cracow, 12th Economic Division of the National Court Register as KRS: 0000055209, herewith convenes an Ordinary General Meeting on 19 June 2019 at 10.00 o'clock, at the Company's seat in Bochnia, 69 Wygoda Street. The registration of Shareholders shall start at 9.00 o'clock.

The agenda of the Ordinary General Meeting:

1. Opening procedure.
2. Election of the Chairman of the General Meeting.
3. Approval of the General Meeting as correctly summoned and competent to adopt resolutions.
4. Adoption of the agenda.
5. Election of the Ballot Counting Committee and Resolutions Committee.
6. Review and approval of the Stalprodukt's Financial Report for the reporting year 2018 and the Management Board's Report on Stalprodukt's Activities.
7. Review and approval of the Capital's Group Financial Report for the reporting year 2018 and the Management Board's Report on Capital's Group Activities.
8. Review and approval of the Supervisory Board's report for 2018.
9. Granting a vote of acceptance to the Members of the Management Board for the fulfillment of their duties in 2018.
10. Granting a vote of acceptance to the Members of the Supervisory Board for the fulfillment of their duties in 2018.
11. Income distribution for 2018.
12. Closing procedure.

#### **II. Precise description of General Meeting procedures concerning participation rules and exercising the right of vote:**

a) Shareholder's right to request putting specific matters on the General Meeting agenda.

A Shareholder or Shareholders representing at least 1/20 part of the initial capital are entitled to request putting specific matters on the Ordinary General Meeting agenda. The request should be submitted with the Company's Management Board no later than 21 days prior to the date of the Ordinary General Meeting, that is within 29 May 2019. The request should contain a statement of reasons or a draft resolution, concerning the proposed item of the agenda. The request may be filed in writing at the Company's seat 69 Wygoda Street, 32-700 Bochnia with an inscription „Zwyczajne Walne Zgromadzenie/ ”Ordinary General Meeting” or prepared in an electronic form and sent to the following Company's e-mail address: walne.zgromadzenie@stalprodukt.pl. The Shareholder should prove their title to the appropriate number of shares, calculated on the date of the request submission, enclosing therein the corresponding share certificate, and in the case of shareholders representing legal entities and partnerships they also have to confirm their authorization to act in the name of the same, enclosing therein updated copies of the entries to the National Court Register.

b) Shareholder's entitlement to propose draft resolutions on the matters placed on the agenda of the Ordinary General Meeting or matters which are to be placed on the agenda before the date of the General Meeting.

Prior to the date of the Ordinary General Meeting, a Shareholder or Shareholders representing at least 1/20 part of the initial capital may submit in writing at the Company's seat 69 Wygoda Street, 32-700 Bochnia with an inscription „Zwyczajne Walne Zgromadzenie/ ”Ordinary General Meeting” or using electronic means of communication, send (to the e-mail address: walne.zgromadzenie@stalprodukt.pl), draft resolutions on matters placed on the General Meeting agenda, or matters which are to be placed on the agenda. As in 2a subparagraph, the shareholder or shareholders concerned should document the entitlement to the execution of their right with the submission of appropriate documents in writing.

c) Shareholder's entitlement to propose draft resolutions on the matters placed on the agenda during the General Meeting.

During the General Meeting, each Shareholder may propose draft resolutions on matters placed on the agenda.

d) procedure concerning casting votes by proxy, including, in particular, special forms used for voting by proxy, and procedure concerning the Company's notification on proxy appointment by electronic means .

The Shareholder may participate in the General Meeting and exercise their voting right in person or by proxy. As of this day the Company provides a specimen form enabling voting by proxy on the Company's web-site ([www.stalprodukt.com.pl/investor-relations/annual-general-meeting-of-shareholders](http://www.stalprodukt.com.pl/investor-relations/annual-general-meeting-of-shareholders)). The proxy document which authorizes to voting by proxy should be granted in writing or by electronic means. Granting proxy by electronic means does not require a safe electronic signature verified with a valid qualified certificate.

The Company shall be notified by electronic means on the proxy to be granted by electronic means, with the use of the filled online form, sent via e-mail to the following address: walne.zgromadzenie@stalprodukt.pl. In the notification on the proxy granted by electronic means the Company's Shareholder shall provide his/her telephone number and e-mail address, and also the proxy's telephone number and e-mail address which can be used by the Company to communicate with the Shareholder and the proxy. The notification on the proxy granted by electronic means has to be submitted no later than 24 hours prior to the designated time of the General Meeting, in connection with the need to pursue verification activities.

In order to verify the validity of the proxy granted by electronic means, the Company reserves itself the right of identification check in respect of the Shareholder and the proxy. The verification may consist, in particular, in asking a question in response by electronic means or contact by phone, aimed at the confirmation of the Shareholder's and proxy's identity particulars as well as the fact of proxy granting and the scope of the same. A lack of response to the questions asked during the verification shall make the verification of the granted proxy recognized as impossible and shall underlie a refusal to admit the proxy to participate in the General Meeting.

The Shareholders shall be admitted to attend the General Meeting after presenting their identity documents, and proxies after presenting their identity documents and valid proxy documents prepared in writing. Representatives of legal entities or partnerships should, additionally, present updated copies of entries recorded in appropriate registers, listing persons authorized to represent the entities concerned.

e) possibility and procedure of attendance at the General Meeting by means of electronic communication.

The Company's Articles of Association do not provide for the possibility of participation in the General Meeting by means of electronic communication.

f) procedure applied for making statements during the General Meeting by means of electronic communication.

The Company's Articles of Association do not provide for the possibility of making statements during the General Meeting by means of electronic communication.

g) procedure applied for voting by post or by means of electronic communication.

The Company's Articles of Association do not provide for the possibility of voting by post or by means of electronic communication during the General Meeting.

III. Registration Day for the participants of the General Meeting, referred to in Article 406(1).

The Registration Day for the participants in the STALPRODUKT S.A. Ordinary General Meeting falls on 3 June 2019.

#### IV. Information on the entitlement to attend the Meeting of Shareholders.

The Company's Shareholder shall have an entitlement to attend the Ordinary General Meeting if:

a) 16 days prior to the date of the Ordinary General Meeting (Registration Day for the General Meeting attendants), that is 3 June 2019, he/she shall be the Company's Shareholder, which means that Company's shares shall be entered on his/her shareholder's account. The Shareholders, entitled to vote on the basis of registered shares, shall have the entitlement to attend the General Meeting if they are entered in the shareholders' register on the Registration Day.

b) no earlier than after the General Meeting is announced (no earlier than on 24 May 2019) and no later than on the first working day following the Registration Day (that is 3 June 2019) the Shareholder shall file a request for a personal certificate of entitlement to attend the Ordinary General Meeting with the entity keeping the securities account, where the Company's shares are recorded. The Company shall determine the list of Shareholders entitled to attend the Ordinary General Meeting on the basis of the list provided by National Depository for Securities (NDS), prepared on the basis of personal certificates of entitlement to attend the General Meeting issued by the entities running the security accounts concerned. Three working days prior to the time of the Ordinary General Meeting (that is in the days 14, 17 and 18 June 2019), at the Company's seat at 69 Wygoda Street in Bochnia, at the Management Board's Building (secretarial office, 1st floor.) from. 8.00 a.m - 3.00 p.m. the list of shareholders entitled to attend the Ordinary General Meeting shall be exposed to view.

V. Indication of where and how the person entitled to attend the General Meeting can get access to full documentation, to be presented to the General Meeting, and draft resolutions or, if no resolutions are to be adopted, the Company's Management Board's or Supervisory Board's written comments, on the matters placed on the General Meeting agenda or matters which are to be placed on the agenda before the designated time of the General Meeting.

The full text of the documentation, to be presented to the Ordinary General Meeting, along with the draft resolutions, shall be published on the Company's web-site ([www.stalprodukt.com.pl/investor-relations/annual-general-meeting-of-shareholders](http://www.stalprodukt.com.pl/investor-relations/annual-general-meeting-of-shareholders)), starting from the date of convening of the Ordinary General Meeting. The Management Board's or Supervisory Board's written comments on the matters placed on the Ordinary General Meeting agenda, or matters which are to be placed on the agenda before the date of the Ordinary General Meeting, shall be available on the Company's web-site immediately after being prepared.

VI. Indication of the web-site address, where information on the General Meeting shall be published.

The Company shall disclose all the information concerning the Ordinary General Meeting on the Company's web-site as follows:[www.stalprodukt.com.pl/investor-relations/annual-general-meeting-of-shareholders](http://www.stalprodukt.com.pl/investor-relations/annual-general-meeting-of-shareholders).

## Draft Resolutions of the Ordinary General Meeting

### **DRAFT RESOLUTION N° XXXVIII/1/2019 of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 concerning the election of the Chairman of the Meeting.**

The Ordinary General Meeting of Stalprodukt S.A. in Bochnia, acting pursuant to Article 409 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.

#### §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° XXXVIII/2/2019 of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 concerning the adoption of the agenda.**

The Ordinary General Meeting 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.com.pl/investor-relations/annual-general-meeting-of-shareholders](http://www.stalprodukt.com.pl/investor-relations/annual-general-meeting-of-shareholders) 24 May 2019.

#### §2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

### **DRAFT RESOLUTION N° XXXVIII/3/2019 of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 concerning the election of the Ballot Counting Committee of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia.**

The Ordinary General Meeting 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° XXXVIII/4/2019  
of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 concerning the election of the Resolutions Committee of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia.**

The Ordinary General Meeting 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° XXXVIII/5/2019  
of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 concerning the approval of the Stalprodukt's Financial Report and the Management Board's Report on Stalprodukt's Activities for 2018.**

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 Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting approves of the Stalprodukt's Financial Report and the Management Board's Report on Stalprodukt's Activities for the period from 1 January 2018 to 31 December 2018.

§2

Pursuant to Article 69 of the Accountancy Act (consolidated text Journal of Laws as of 2018, item 395 dated 20 February 2018) 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° XXXVIII/6/2019**  
**of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 concerning the approval of the Capital's Group Financial Report and the Management Board's Report on Capital's Group Activities for 2018.**

Pursuant to Article 395 par. 5 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 Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting approves of the Capital's Group Financial Report and the Management Board's Report on Capital's Group and Parent Company Stalprodukt's Activities for the period from 1 January 2018 to 31 December 2018.

§2

Pursuant to Article 69 of the Accountancy Act (consolidated text Journal of Laws as of 2018, item 395 dated 20 February 2018) 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° XXXVII/7/2019**  
**of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 concerning the approval of the Supervisory Board's Report for 2018.**

Pursuant to Article 395 par. 5 of the Code of Commercial Companies and in connection with par. 28 subpar. 4 of the Company's Articles of Association - the Ordinary General Meeting of Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting approves of the Supervisory Board's Report for the period from 1 January 2018 to 31 December 2018.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVIII/8a/2019**  
**of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 on granting the vote of acceptance to the President (Member) of the Management Board for the fulfillment of their duties in 2018.**

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 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 2018 to 31 December 2018.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVIII/8b/2019  
of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 on granting the vote of acceptance to the Member of the Management Board for the fulfillment of their duties in 2018.**

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 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 2018 to 31 December 2018.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVIII/8c/2019  
of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 on granting the vote of acceptance to the Member of the Management Board for the fulfillment of their duties in 2018.**

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 Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mr. Łukasz Mentel – Member of the Management Board for the fulfillment of his duties in the period from 1 January 2018 to 31 December 2018.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVIII/9a/2019**  
**of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2018.**

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 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 2018 to 31 December 2018.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVIII/9b/2019**  
**of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2018.**

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 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 2018 to 31 December 2018.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVIII/9c/2019**  
**of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2018.**

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 Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Ms. Magdalena Janeczek for the fulfillment of his duties in the period from 1 January 2018 to 31 December 2018.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVIII/9d/2019  
of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2018.**

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 Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mrs. Agata Sierpińska-Sawicz for the fulfillment of his duties in the period from 1 January 2018 to 31 December 2018.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVIII/9e/2019  
of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2018.**

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 Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting grants a vote of absolute acceptance to Mr. Romuald Talarek for the fulfillment of his duties in the period from 1 January 2018 to 31 December 2018.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVIII/10/2019**  
**of the Ordinary General Meeting of Stalprodukt S.A. in Bochnia to be held on 19 June 2019 concerning the distribution of profit for the year 2018.**

Pursuant to Article 395 par. 2 subpar. 2 and art. 348 par. 4 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 Stalprodukt S.A. in Bochnia adopts the following resolution:

§1

The Ordinary General Meeting made the distribution of net profit in the amount of PLN 125 047 737.82, for the year 2018, as follows:

- dividend for Shareholders:                    PLN 27 901 335.00
- reserve capital:                                    PLN 97 146 402.82.

§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 5.00 (in words: five zlotys).

§3

The Dividend Day is 1 July 2019. The dividend entitlement is acquired by the Shareholder who held the shares by the end of the day concerned.

§4

The dividend shall be disbursed on 16 July 2019.

§5

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

§6

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting