

## **Draft Resolutions of the Ordinary General Meeting**

The Stalprodukt S.A. Management Board, herewith, discloses to the public the content of draft resolutions of the Ordinary General Meeting, which will be held in Bochnia on 19 June 2019.

### **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-shareholderson](http://www.stalprodukt.com.pl/investor-relations/annual-general-meeting-of-shareholderson) 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° XXXVIII/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.

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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.

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Chairman of the General Meeting