

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

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 26 June 2018.

### **DRAFT RESOLUTION N° XXXVII/1/2018 of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 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° XXXVII/2/2018 Of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 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.com.pl/investor-relations/annual-general-meeting-of-shareholders](http://www.stalprodukt.com.pl/investor-relations/annual-general-meeting-of-shareholders) 28 May 2018.

#### §2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/3/2018**

**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 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° XXXVII/4/2018**

**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 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° XXXVII/5/2018**

**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 concerning the approval of the Stalprodukt's Financial Report for 2017.**

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 Stalprodukt's Financial Report for the period from 1 January 2017 to 31 December 2017.

§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/6/2018  
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 concerning the approval of the Management Board's Report on Capital's Group and Parent Company Stalprodukt's Activities for 2017.**

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

§1

The Ordinary General Meeting of Shareholders 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 2017 to 31 December 2017.

§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/7/2018  
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 concerning the approval of the Supervisory Board's Report for 2017.**

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 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 2017 to 31 December 2017.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/8a/2018**

**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 on granting the vote of acceptance to the President (Member) of the Management Board for the fulfillment of their duties in 2017.**

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 2017 to 31 December 2017.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/8b/2018**

**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 on granting the vote of acceptance to the Member of the Management Board for the fulfillment of their duties in 2017.**

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 2017 to 31 December 2017.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/8c/2018**

**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 on granting the vote of acceptance to the Member of the Management Board for the fulfillment of their duties in 2017.**

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. Łukasz Mentel – Member of the Management Board for the fulfillment of his duties in the period from 1 January 2017 to 31 December 2017.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/9a/2018  
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2017.**

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 2017 to 19 October 2017.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/9b/2018  
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2017.**

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 2017 to 19 October 2017.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/9c/2018**  
**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2017.**

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 2017 to 19 October 2017.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/9d/2018**  
**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2017.**

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 2017 to 31 December 2017.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/9e/2018**  
**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2017.**

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 2017 to 31 December 2017.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/9f/2018  
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held  
on 26 June 2018 on granting the vote of acceptance to the Member of the Supervisory  
Board for the fulfillment of their duties in 2017.**

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 Ms. Magdalena Janeczek for the fulfillment of his duties in the period from 1 January 2017 to 31 December 2017.

§2

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/9g/2018  
of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held  
on 26 June 2018 on granting the vote of acceptance to the Member of the Supervisory  
Board for the fulfillment of their duties in 2017.**

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. Agata Sierpińska-Sawicz for the fulfillment of his duties in the period from 19 October 2017 to 31 December 2017.

§2

The Resolution takes effect on the day of adoption.

.....  
Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/9h/2018**

**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2017.**

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 Stańdo for the fulfillment of his duties in the period from 19 October 2017 to 30 November 2017.

§2

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/9i/2018**

**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 on granting the vote of acceptance to the Member of the Supervisory Board for the fulfillment of their duties in 2017.**

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. Romuald Talarek for the fulfillment of his duties in the period from 30 November 2017 to December 2017.

§2

The Resolution takes effect on the day of adoption.

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Chairman of the General Meeting

**DRAFT RESOLUTION N° XXXVII/10/2018**

**of the Ordinary General Meeting of Shareholders Stalprodukt S.A. in Bochnia to be held on 26 June 2018 concerning the distribution of profit for the year 2017 .**

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 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 100 054 032,62, for the year 2017, as follows:

- dividend for Shareholders:            PLN 16 740 801,00
- reserve capital:                            PLN 83 313 231,62.



§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 3.00 (in words: three zlotys).

§3

The Dividend Day is 13 July 2018. 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 31 July 2018.

§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