

**TENDER OFFER TO PURCHASE SHARES
OF
STALPRODUKT SPÓŁKA AKCYJNA
(2nd Tranche)**

published on 16th November 2022

*This document shall not constitute a call for subscription for the sale or exchange of shares as referred to in Article 72a et seq. of the Act of 29th July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading and on public companies (i.e., (Journal of Laws of 2021, item 1983, as amended), hereinafter referred to as the “**Act on Public Offerings**”. In particular, Articles 77 and 79 of the Act on Public Offerings shall not apply to this document, as well as the provisions of the Regulation of the Minister of Finance on specimens of calls for subscription for the sale or exchange of shares of a public limited company, the manner and procedure of submitting and accepting subscriptions in a call and the permissible types of security of 23rd May 2022 (Journal of Laws of 2022, item 1134), hereinafter referred to as the “**Regulation**”. The invitation to tender shall not be executed pursuant to Article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16th April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC. In addition, this document shall not constitute an offer within the meaning of Article 66 of the Civil Code of 23rd April 1964 (i.e., Journal of Laws of 2022, item 1360, as amended) hereinafter referred to as the “**Civil Code**”. This document shall not constitute an offer to purchase or solicit the sale of any securities in any country in which making such an offer or solicitation to sell securities would be contrary to law or would require any authorisation, notification or registration. This document does not constitute investment, legal or tax advice. To all matters related to this document, the shareholders shall seek advice from investment, legal and tax advisers. The entity responding to this document bears all legal, financial and tax consequences of its investment decisions. The call for tender is issued as Stalprodukt Spółka Akcyjna has the status of a public limited company and the Company must ensure equal treatment of its Shareholders.*

1. Object of the Tender Offer

The object of this Tender Offer to Purchase Shares (hereinafter referred to as the "**Offer**") of Stalprodukt Spółka Akcyjna, KRS No [National Court Registry Number]: 0000055209 (hereinafter referred to as the "Company") is the acquisition of up to 34,199 (in words: thirty four thousand one hundred ninety nine) registered shares (preferred and non-preferred shares) of series A, B and E of Stalprodukt S.A., not subject to trading on a regulated market by Stalprodukt S.A. with its registered office in Bochnia, ul. Wygoda 69, 32-700 Bochnia (hereinafter referred to as the "**Bidder**"). The Bidder purchases its own shares to redeem them, in accordance with Resolution No XLI/14/2022 of the General Shareholders' Meeting of Stalprodukt S.A., with its registered office in Bochnia, adopted on 23rd June 2022 on the Company's acquisition of its own shares to redeem them. The legal basis for the purchase of the shares by the Bidder is Article 359 § 1 and Article 362 § 1(8) of the Commercial Companies Code and § 14 of the Company's Articles of Association. Pursuant to the Resolution, the amount of funds allocated for the purchase of the Shares will not exceed PLN 50,000,000.00 (say: fifty million zlotys), of which the Bidder has already used PLN 41,450,250.00 for the purchase of 165,801 Shares under the share purchase offer announced on 1 September 2022, with the funds allocated for the purchase of the Shares coming from the Company's own funds. The Tender Offer shall be made publicly known by way of a current report immediately upon its preparation and shall be available on the Company's website at: www.stalprodukt.com.pl. The content of the Tender Offer was published by the Polish Press Agency on the day of its announcement. The Tender Offer is also available on the website of Dom Maklerski BDM S.A. at (www.bdm.pl).

Only Offers for Sale of Shares submitted in accordance with the procedure described in section 7 of this Tender Offer, made by the Shareholders that have obtained the approval of the Company's Management Board for the transfer of the shares, pursuant to the terms and conditions set forth in § 12 of the Company's Articles of Association (hereinafter referred to as the "**Condition**"), shall be accepted.

2. Terms and definitions

Shares

registered shares (preferred and non-preferred shares) of series A, B, E issued by Stalprodukt S.A. and not subject to trading on the regulated market operated by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) marked with **ISIN codes PLSTLPD00025 and PLSTLPD00033 at the National Depository for Securities**

Shareholder

an entity that holds shares

Custodian Bank	a bank within the meaning of Article 3(36) of the Act on Trading in Financial Instruments of 29 th July 2005
Brokerage House	Dom Maklerski BDM Spółka Akcyjna
Investment Firm	a brokerage firm or brokerage house keeping the shareholder's securities account
National Depository for Securities	Krajowy Depozyt Papierów Wartościowych S.A.
Non-resident	persons, entities, organisational units referred to in Article 2(1)(2) of the Act of 27 th July 2002 on the Foreign Exchange Law.
Encumbrance	ordinary, fiscal, registered or financial pledge, attachment by writ of execution, option, right of pre-emption or other right of priority or any other right, charge or restriction in favour of third parties in rem or debenture nature (including under the Articles of Association)
Offer for Sale	the offer to sell Shares made by a Shareholder in response to the Tender Offer
Resident	persons, entities and organisational units within the meaning of Article 2(1)(1) of the Act of 27 th July 2002 on the Foreign Exchange Law.

3. Entity acting as intermediary in the conduct and settlement of the Tender Offer

Company name:	Dom Maklerski BDM S.A.
Address:	ul. Stojalowskiego 27, 43-300 Bielsko-Biała
Phone number:	(33) 81-28-440
Fax:	(33) 81-28-441
Website address:	www.bdm.pl
Email address:	bdm@bdm.pl

4. Purchase price for the Shares

The offered purchase price for the Shares is PLN 250.00 (in words: two hundred and fifty zloty and zero grosz) per one Share.

5. Schedule

Tender Offer announcement date: 16th November 2022

Opening date for the acceptance of Offers for Sale: 21st November 2022

Closing date for the acceptance of Offers for Sale: 2nd December 2022

Scheduled final date for the Company to decide whether to accept the Offers for Sale or whether to reduce the shares, if any - the final date for the Condition to be met, the Company's preparation of the Allocation List referred to in section 8: 9th December 2022

Expected date of transfer of the ownership title to the Shares in over-the-counter transaction and settlement of the acquisition of the Shares through the National Depository for Securities: 13th December 2022

The Bidder reserves the right to withdraw from the Tender Offer both before and after the commencement of the tendering procedure, as well as to change the dates indicated herein. In the event that the Tender Offer is cancelled or the dates are changed, the relevant information shall be made publicly known in the form in which the Tender Offer was announced.

6. Entities entitled to sell Shares under the Tender Offer

The entities entitled to submit Offers for Sale under the Tender Offer are all Shareholders holding Shares, i.e., entities on whose securities accounts or for whom Shares are held on securities accounts at the time of acceptance of the Offers for Sale. The Company's Shares offered under the Offers for Sale must be free of any encumbrances.

7. Procedure for the submission of Offers for Sale

Before the Offer for Sale is submitted, the Shareholders shall become familiar with the procedures and regulations of the Custodian Banks and Investment Firms keeping the securities accounts in which they hold the Shares with respect to the execution of transactions in response to the announced Offer for Sale, in particular the time limits applied by the relevant Custodian Bank or Investment Firm, as well as the fees charged by the relevant Custodian Bank or Investment Firm for performing the aforementioned operations.

In the event that a person subscribing for the sale of Shares holds Shares registered on securities accounts or consolidated accounts kept by various entities, the procedure for responding to the Offer for Sale shall be carried out at each of these entities separately and shall relate to the Shares held on securities accounts or

consolidated accounts kept by a given entity. The Shareholders may submit any number of Offers for Sale within the period of acceptance of the said Offers.

The Shareholders holding Shares on a securities account kept by an Investment Firm shall submit to that Investment Firm, completed in two copies, an Offer for Sale form, one for the Shareholder submitting the Offer for Sale and one for the Investment Firm. The person placing the subscription order shall also submit to the aforementioned entity an instruction to establish an irrevocable blockade of the Shares subscribed for until the settlement date for the purchase of the Shares.

The Investment Firm keeping the securities account upon acceptance of the subscription:

- 1) irrevocably blocks the Shares subscribed for until the settlement date of the acquisition of the Shares;
- 2) immediately provide the Brokerage House with the information, in an electronic form, on:
 - a) accepted subscriptions for Shares containing an individual number,
 - b) the number of Shares subscribed for,
 - c) the date and place of acceptance of the subscription.

The person responding to the Offer for Sale receives an acknowledgement of subscription from the Investment Firm.

The Shareholders holding Shares on a securities account with a Custodian Bank are required to submit to the Custodian Banks: an order to block and settle the Tender Offer to Purchase Shares in accordance with the procedure indicated in the in-house regulations of the Custodian Bank, and a completed Offer for Sale in two copies. If the scope of the Custodian Bank services does not allow the acceptance of the subscription, the completed Offer for Sale forms must be submitted through the Investment Firm or the Brokerage House.

The Custodian Bank provides the Brokerage House with an order to block and settle the Tender Offer to Purchase Shares by the Shareholder, provided that only unencumbered and unblocked shares held on the Shareholder's securities account may be the subject of the Offer for Sale, and the Custodian Bank shall, in accordance with the applicable in-house regulations, take measures to ensure that the Shares covered by the Offer for Sale may not be used either by the Shareholder or by the Custodian Bank for any purpose other than for the settlement of the share purchase transaction.

The Shares remain blocked until the settlement date for the purchase of the Shares or until the Bidder cancels the Offer.

The rules for identifying the Shareholder that submits the Offer for Sale and the procedure for accepting the Offer for Sale shall be determined by the entity accepting the aforesaid Offer.

In the event that an Offer for Sale is submitted by an authorised representative, the Shareholder shall become familiar with the rules in place at the Investment Firm/Custody Bank with which his or her Shares are deposited.

The submission of the Offer for Sale must be unconditional and irrevocable, may not contain any reservations and shall be binding on the person submitting it until settlement of the purchase of the Shares or until the date of cancellation of the Offer for Sale by the Bidder. All consequences, including the invalidity of the Offer for Sale, resulting from the submission of the Offer for Sale contrary to this Offer shall be borne by the Shareholder.

The Brokerage House shall not bear liability towards the Shareholder for any damages arising from the Investment Firm's failure to provide the information about the Offer for Sale to the Brokerage House.

Subscriptions forms shall be properly drawn up and signed, otherwise null and void.

In order to standardise the documents required for the submission of the Offer for Sale, a set of forms shall be sent to the entities keeping securities accounts - participants of the National Depository for Securities.

8. Purchase of the Shares

The object of the sale transaction for the benefit of the Company, within the framework of the Offer, shall only be the Shares that meet the conditions set out in the Offer, i.e., those for which the Shareholders have obtained the approval of the Company's Management Board as set forth in the Company's Articles of Association (fulfilment of the Condition), - no later than by 8th December 2022, i.e., the day before the date of acceptance of the Offers for Sale. In order to receive the said approval from the Company's Management Board, the Shareholder is required to submit the relevant application to the Company's Management Board - no later than by 2nd December 2022 **(the date of receipt of the application by the Company shall be decisive)**.

The aforementioned application shall contain: full name/company name, correspondence address, PESEL [*Personal Identification Number*] / KRS [*National Court Registry Number*], telephone number and:

- a) for preferred Shares, the Shareholder shall submit the following request:

"Pursuant to §12(2) of the Articles of Association of Stalprodukt S.A., I kindly ask you to agree on the sale of named preferred shares (in words:) of Stalprodukt S.A. (marked with ISIN code

PLSTLPD00025) to Stalprodukt S.A., for the purpose of fulfilling the condition set out in the "Tender Offer to Purchase Shares of Stalprodukt S.A." dated 16th November 2022", or

b) for non-preferred Shares, the Shareholder shall submit the following request:

"Pursuant to §12(2) of the Articles of Association of Stalprodukt S.A., I kindly ask you to agree on the sale of named preferred shares (in words:) of Stalprodukt S.A. (marked with ISIN code PLSTLPD00033) to Stalprodukt S.A., for the purpose of fulfilling the condition set out in the "Tender Offer to Purchase Shares of Stalprodukt S.A." dated 16th November 2022".

The request may be submitted:

- in person at the Company's headquarters,
- by mail to the following address: Stalprodukt S.A., ul. Wygoda 69, 32-700 Bochnia, with the following note "Approval of the Management Board for the sale of Shares",
- by electronic means - in a letter signed with an ePUAP profile or using a qualified signature to an e-mail address: biuro@stalprodukt.pl.

In order to obtain more information on the decision of the Company's Management Board, feel free to contact us on: (14) 615-18-67 or (14) 615-11-34.

On 9th December 2022, the Company shall provide the Brokerage House with a list of all persons that have been approved by the Management Board to sell their Shares. The applications of the Shareholders who have not subscribed for the sale of the Shares within the time limit required by the Schedule will not be considered.

As part of the Offer for Sale, the Bidder shall acquire no more than 200,000 (in words: two hundred thousand) Shares held by the Shareholders that submit Offers for Sale within the time limit for acceptance of the said Offers. The Shareholder may submit an Offer for Sale for more shares than 200,000 Shares.

Based on the Offers for Sale submitted in response to the Tender Offer, the Company intends to acquire a total of no more than 200,000 (in words: two hundred thousand) Shares.

No later than by 29th September 2022, in accordance with the schedule for the Offer as described in the section 5 above, the Company shall accept properly submitted Offers for Sale or proportionally reduce them following the rules set forth below. Offers for Sale from individual Shareholders shall be accepted in the form of a resolution of the Company's Management Board, in accordance with the Company's Articles of Association. The purpose of this action is to indicate the Offers for Sale that have been accepted for execution. In particular, the above-mentioned acceptance shall not be understood as acceptance within the meaning of the Civil Code and does not have the effect of concluding an agreement for the sale of the Shares and the transfer of the Shares to the Company. Upon the acceptance or reduction of the Offers for Sale, the Company, acting in consultation with the Brokerage House, shall draw up an allocation list (hereinafter referred to as the "**Allocation List**") indicating the list of the Shareholders whose Offers for Sale shall be implemented and the extent to which the Offers for Sale made by each Shareholder shall be implemented. The aforesaid Allocation List shall not be made publicly known.

In the event that the aggregate number of Shares covered by all the Offers for Sale submitted within the indicated time limit in respect of which the Condition has been met is less than or equal to the maximum number of the Shares that the Bidder intends to purchase, the Bidder shall purchase all the Shares covered by the Offers for Sale with regard to which the Condition has been satisfied.

In the event that the number of Shares resulting from properly submitted Offers for Sale in response to the Company's invitation in respect of which the Condition has been fulfilled is higher than the maximum number of the Shares that the Bidder intends to purchase, the Offers for Sale made by the Shareholders shall be proportionally reduced. In such a case, the number of the Shares resulting from the Offers for Sale shall be rounded down to the nearest integer. In the event that fractional numbers of Shares remain after the proportional reduction, the Shares shall be acquired sequentially, one at a time, starting with the Offers for Sale of the highest number of Shares to the Offers for Sale of the lowest number of Shares, until the Shares have been fully allocated to the Bidder. In the event that there are any Shares remaining after the above, which have not been purchased by the Bidder, such Shares shall be acquired by the Bidder from the Shareholders by means of a lottery until the Shares have been fully allotted to the Bidder. Fractional shares shall not be acquired.

The Shares shall be acquired by the Bidder through the transfer of the ownership title to the Shares in the over-the-counter transaction from the Shareholders that submit properly completed Offers for Sale of the Shares (after taking into consideration any reduction in accordance with the above-mentioned provisions of the Offer).

The transfer of the ownership title to the Shares shall be settled within the depository and settlement system of the National Depository for Securities on the basis of settlement instructions. The intermediary entity for settlement, in terms of transfer of the Shares and cash settlement, is the Brokerage House.

9. Payment of the Purchase Price

All Shares purchased in the number agreed in accordance with the rules set out in section 8 above shall be paid for by the Bidder in cash. The amount constituting the product of the final number of the Shares to be purchased from each Shareholder under this Offer for Sale and the purchase price shall be transferred to the account of the brokerage entity issuing the settlement instruction collectively for all Shareholders holding a securities account with that entity. In order to settle the purchase of the Company's Shares under this Offer, the Bidder has established security in the amount corresponding to the value of the Shares, covered by this Offer, in the form of cash on the Bidder's investment account kept by the Brokerage House.

It should be noted that the entities keeping the securities accounts of the Shareholders on which the Shares are recorded may charge commissions or fees for the transfer of the Shares to the Bidder by way of sale, as well as for other activities carried out by such entities in connection with the sale of the Shares to the Bidder (for instance, for the issue of a certificate of the ownership of shares deposited on securities account, the establishment of a share block, etc.) in accordance with the rules and procedures of the relevant entity and the service agreement concluded between the relevant entity and the Shareholder. The Shareholders that intend to make an Offer for Sale of Shares shall contact the entity keeping the Shareholder's securities account in order to ascertain the amount of fees or commissions charged for carrying out the activities referred to herein. The aforesaid costs shall be borne by the Shareholder. The Brokerage House shall not collect any fees or commissions from persons responding to the Offer in connection with their submission of the Offer for Sale of Shares. The Brokerage House shall charge a commission on sales transactions of the Shares made by its clients in accordance with the valid fee and commission schedule.

10. Taxation

It should be pointed out that the sale of the Shares to the Bidder may involve tax consequences for the Shareholders. Taking the aforementioned into consideration, the Shareholders are advised to seek advice from their tax, financial and legal advisers on a case-by-case basis or to obtain the official statement of the relevant administrative authorities competent in this respect.