

Information for Shareholders

on convening the Annual General Meeting

of the capital company operating under the business name: STALPROFIL S.A. in Dąbrowa

Górnicza

Acting pursuant to § 18 clause 2 of the Articles of Association of STALPROFIL S.A., and art. 395 and 399 §1 of the Commercial Companies Code, the Management Board of STALPROFIL S.A. convenes the Annual General Meeting to be held on June 26, 2009 in Dąbrowa Górnicza in Pałac Kultury Zagłębia, Plac Wolności 1 at 12 p.m.

Suggested agenda:

1. Opening the Meeting.
2. Appointing the Chairman of the Shareholders Meeting.
3. Determining the correctness of convening the Shareholders' Meeting and its capacity to pass resolutions.
4. Appointing a Ballot-counting Committee.
5. Approving the agenda.
6. Presenting the Management Board's report on the Company's activity and the Company's financial statement for the financial year 2008.
7. Presenting the Supervisory Board's report on the assessment of the Management Board's report on the Company's activity and the Company's financial statement for the financial year 2008, including brief assessment of the Company's situation.
8. Passing a resolution on approving the Management Board's report on the Company's activity and the Company's financial statement for the financial year 2008.
9. Passing a resolution on distribution of net profit for 2008.
10. Passing resolutions on granting the vote of approval to Management Board members for the fulfillment of duties in 2008.
11. Supervisory Board presenting a report on its activity, and the evaluation of the Board's activity in 2008.
12. Passing resolutions on granting the vote of approval to Supervisory Board members for the fulfillment of duties in 2008, and granting a monetary bonus to Board members.
13. Presenting the Management Board's report on the activity of Stalprofil S.A. Group, and the consolidated financial statement of Stalprofil S.A. Group for the financial year 2008.
14. Presenting the Supervisory Board report on the assessment of the Management Board's report on the activity of Stalprofil S.A. Group, and the assessment of the consolidated financial statement of Stalprofil S.A. Group for the financial year 2008.
15. Passing a resolution on approving the Management Board's report on the activity of Stalprofil S.A. Group, and the consolidated financial statement of Stalprofil S.A. Group for the financial year 2008.
16. Passing a resolution on amending the Articles of Association.
17. Passing a resolution on amending Regulations of the General Meeting of Stalprofil S.A.
18. Passing a resolution on providing members of Company bodies with civil liability insurance.
19. Closing the Meeting.

Pursuant to requirements under art. 402 § 2 of the Commercial Companies Code, the Company's Management Board presents the currently effective wording and the proposed amendments to the Articles of Association of Stalprofil SA in Dąbrowa Górnicza:

§5 of the Company's Articles of Association - currently effective wording:

“§ 5. The Company's objects are as follows:

- 1) PKD 01.41.A - Agricultural service activities,
- 2) PKD 15.89.Z - Manufacture of other food products, not classified elsewhere,
- 3) PKD 28.11.B - Manufacture of metal structures with the exception of services,
- 4) PKD 28.73.Z - Manufacture of wire products,
- 5) PKD 28.75.B - Manufacture of other metal products, not classified elsewhere,
- 6) PKD 36.63.Z – Manufacturing of other products, not classified elsewhere,

- 7) PKD 51.21.Z - Wholesale of grain, seeds and animal feeds,
- 8) PKD 51.39.Z - Non-specialized wholesale of food, beverages and tobacco,
- 9) PKD 51.51.Z – Wholesale of solid, liquid and gaseous fuels and related products,
- 10) PKD 51.52.Z - Wholesale of metals and metal ores,
- 11) PKD 51.53.B - Wholesale of wood, construction materials and sanitary equipment,
- 12) PKD 51.57.Z - Wholesale of waste and scrap,
- 13) PKD 51.65.Z - Wholesale of other machinery and equipment for industry, trade and water transport
- 14) PKD 51.70.B - Other non-specialized wholesale
- 15) PKD 60.24.A - Freight transport by road in specialized vehicles,
- 16) PKD 63.12.C - Storage and warehousing in other storage areas,
- 17) PKD 63.21.Z - Other activities supporting land transport,
- 18) PKD 65.23.Z - Other financial intermediation, not classified elsewhere,
- 19) PKD 67.13.Z - Activities auxiliary to financial intermediation, not classified elsewhere,
- 20) PKD 74.13.Z - Market research and public opinion polling,
- 21) PKD 74.14.A - Business and management consultancy activities.

The Company exports and imports goods and services specified in items. 1-19.”

§5. of the Company's Articles of Association - suggested wording:

“§5. The Company's objects are as follows:

- 1) PKD 2511Z - Manufacture of metal structures and their parts,
- 2) PKD 2593Z - Manufacture of products from wire, chains and springs ,
- 3) PKD 3299Z - Production of other products, not classified elsewhere,
- 4) PKD 2599Z - Production of other finished metal products, not classified elsewhere,
- 5) PKD 4671Z - Wholesale of fuels and related products,
- 6) PKD 4672Z - Wholesale of metals and metal ores,
- 7) PKD 4673Z - Wholesale of wood, construction materials and sanitary equipment,
- 8) PKD 4677Z - Wholesale of waste and scrap,
- 9) PKD 4941Z - Road transport of goods,
- 10) PKD 5210B - Storage and warehousing of other products,
- 11) PKD 5221Z - Service activity supporting land transport ,
- 12) PKD 6499Z - Other financial service activity, not classified elsewhere, except for insurance and pension funds,
- 13) PKD 6619Z - Other activity supporting financial services, except for insurance and pension funds ,
- 14) PKD 7320Z - Market research and public opinion polling,
- 15) PKD 7022Z - Other consultancy related to business activity and management ,
- 16) PKD 2561Z - Processing metals and coating metals,
- 17) PKD 2229Z - Manufacturing other products from plastics,
- 18) PKD 4221Z - Works related to the construction of transmission pipelines and distribution networks
- 19) PKD 4399Z - Other specialist construction works, not classified elsewhere

Company exports and imports goods and services referred to in items 1-19".

§17 item 16 of the Company's Articles of Association - currently effective wording:

“16) consent to acquisition and disposal of real property or share in real property.”

§17 item 16 of the Company's Articles of Association - suggested wording:

“16) consent to acquisition and disposal of real property, perpetual usufruct, or share in real property.”

§18 of the Company's Articles of Association - currently effective wording:

“§ 18.

1. General Meeting is convened as annual or extraordinary meeting. General Meetings are held in the Company's registered seat, in Katowice, in Kraków or in Warszawa.
2. Annual General Meeting is convened by the Management Board by June 30 each year, at the latest.
3. Extraordinary General Meeting is convened by the Company's Management Board:
 - 1) on its own initiative as needed,
 - 2) at the written request of the Supervisory Board,
 - 3) at the request of shareholders representing at least 1/10 of the share capital.
4. Convocation of Extraordinary General Meeting on the basis stipulated in clause 3 items 2-3 shall be made within two weeks from the date of filing the request.
5. Supervisory Board convenes the General Meeting:
 - 1) If the Management Board failed to convene Annual General Meeting within the prescribed time limit,
 - 2) If, despite a request for convocation of Extraordinary General Meeting, the Management Board failed to do so within the required time limit.”

§18 of the Company's Articles of Association - suggested wording:

“§ 18.

6. The General Meeting shall be Annual or Extraordinary. General Meetings are held at the Company's seat in Katowice, Kraków or Warszawa.
7. Annual General Meeting is convened by the Management Board by June 30 each year, at the latest.
8. Extraordinary General Meeting is convened by the Management Board of the Company:
 - 1) on its own initiative as needed,
 - 2) at the written request of the Supervisory Board,
 - 3) at the request of shareholders representing at least 1/20 of the share capital.
9. Convocation of Extraordinary General Meeting on the basis stipulated in clause 3, items 2-3 shall be made within two weeks from the date of filing the request.
10. Supervisory Board may convene the Annual General Meeting if it is not convened by the Management Board within the time limit specified in clause 2, and the Extraordinary General Meeting if it deems it necessary to do so.
11. Shareholders representing at least a half of the share capital, or at least half of the total number of votes in the Company may convene an Extraordinary Shareholders Meeting. Shareholders appoint the chairman of the meeting.”

§19 clauses 2 to 4 of the Company's Articles of Association - currently effective wording:

2. “The agenda of the General Meeting is established by the Company's Management Board, and in the case stipulated under § 18 clause 5 – the party requesting the convening of General Meeting.
3. The Supervisory Board and shareholders holding at least 1/10 of share capital may request in writing that certain matters be put on the agenda of the next General Meeting.
4. If the request referred to in clause 3 is filed after the convocation of the General Meeting has been announced, the request shall be treated as a request for convening extraordinary General Meeting.”

§19 clauses 2 to 4 of the Company's Articles of Association - suggested wording:

2. The agenda of the General Meeting shall be established by the Management Board of Directors or, in the case specified in § 18 clauses 5 and 6 - the person convening the General Meeting.
3. The Supervisory Board and shareholders representing at least 1/20 of the share capital may in writing request that certain issues be included in the agenda of the next General Meeting.
4. If the request, referred to in clause 3, is made later than 21 days before the set date of the General Meeting, it shall be treated as a request to convene an Extraordinary General Meeting.”]

§23 of the Company's Articles of Association - currently effective wording:

“§ 23.

1. The Company's Management Board shall, within five months after the end of a financial year, prepare and submit to the Supervisory Board for examination the balance sheet as at the last day of the year, the profit and loss account, detailed report on Company's operations and it is obliged to present an opinion and report of a certified auditor.
2. The Supervisory Board shall present the documents specified in clause 1 together with its own report to the General Meeting.”

§23 of the Company's Articles of Association - suggested wording:

“§ 23.

1. The Company's Management Board shall, within five months after the end of a financial year, prepare and submit to the Supervisory Board for examination the balance sheet as at the last day of the year, the profit and loss account, detailed report on Company's operations and it is obliged to present an opinion and report on the examination of the financial statement prepared by a certified auditor.
2. The Supervisory Board shall be obliged to provide the General Meeting with an annual report on the activity of the Supervisory Board, and a report on the results of the examination of reports referred to in clause 1, including the assessment of Management Board's motions on distributing profit or covering loss.”

§25 of the Company's Articles of Association of the following wording is to be cancelled:

“§ 25.

1. The Company shall publish its announcements in Monitor Sądowy i Gospodarczy (Court and Commercial Gazette).
2. Each announcement shall also be posted in the Company's registered seat in a place accessible to third parties.”

And the numbering of the next paragraph of the Company's Articles of Association is to be changed from §26 to §25.

Shareholders may participate in the General Meeting, and exercise the right to vote, either personally or through a proxy (representative). Power of attorney should be granted in writing and enclosed to the minutes, or else it should be null and void.

Shareholders have a right to participate in the General Meeting if they submit deposit certificates at the Company's seat in Dąbrowa Górnicza, ul. Roździeńskiego 11a, one week prior to the General Meeting i.e. by June 19, 2009, 2 p.m. at the latest, and do not collect them before the end of the General Meeting.

List of shareholders entitled to participate in the General Meeting will be presented at Stalprofil S.A. seat in Dąbrowa Górnicza, ul. Roździeńskiego 11A, three days prior to the date of the General Meeting, 10 a.m. to 2 p.m.

Company's Management Board