

FORM
FOR THE PLENIPOTENTIARY AUTHORIZING HIM/HER TO EXERCISE THE VOTING RIGHT
AT THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF STALPROFIL S.A. ON APRIL 16,
2015.

Shareholder :
(NAME AND SURNAME or BUSINESS NAME)

.....
(NUMBER AND SERIES OF PERSONAL IDENTITY CARD OF THE SHAREHOLDER or NATIONAL COURT REGISTER NO. /
REGISTRY NO.)

.....
(NAME OF THE AUTHORITY ISSUING AN IDENTITY CARD or REGISTRATION AUTHORITY)

.....
(PERSONAL IDENTITY NUMBER PESEL / VAT OF THE SHAREHOLDER)

Plenipotentiary:
(PLENIPOTENTIARY'S NAME AND SURNAME)

proving his/her identity with identity document
(NO. AND SERIES OF PLENIPOTENTIARY'S IDENTITY CARD)

issued by
(NAME OF THE ISSUING AUTHORITY)

.....
(PLENIPOTENTIARY'S PERSONAL IDENTITY NUMBER PESEL)

Draft Resolution No. 1 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

RESOLUTION NO. 1
on electing the Chairperson of the Annual General Shareholders' Meeting of the Company

Acting in line with Art. 409 §1 of the Commercial Companies Code and § 8 clause 3 of the General Shareholders' Meeting Regulations, the Annual General Shareholders' Meeting of Stalprofil S.A. elects Mr./Ms. the Chairperson of the Annual General Shareholders' Meeting of the Company.

Voting instruction for Plenipotentiary regarding Resolution No. 1:

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.....
Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

**)Voting by filling in the number of votes for, against and abstaining in the respective field,
**) Delete as appropriate*

Draft Resolution No. 2 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16,

2015:

RESOLUTION NO. 2

on adopting the agenda of the Annual General Shareholders' Meeting of the Company

The Annual General Shareholders' Meeting of Stalprofil S.A. adopts the following agenda of the Annual General Shareholders' Meeting of the Company:

1. Opening the meeting.
2. Electing the Chairperson of the meeting.
3. Verifying whether or not the meeting has been properly convened and is capable of passing resolutions.
4. Approving the proposed agenda of the meeting.
5. Presentation of the Management Board's report on the Company's activity and the Company's financial statement for the business year 2014.
6. Presentation of the Supervisory Board's report on the assessment of the Management Board's report on the activity of the Company, financial statement for the business year 2014 and Management Board's motion regarding profit appropriation.
7. Passing a resolution on approval of the Management Board's report on the Company's activity and the financial statement for the business year 2014.
8. Passing resolutions on granting a vote of approval to Company Management Board Members for performance of their duties in 2014.
9. Presentation by the Supervisory Board of the report on its activity in 2014.
10. Passing resolutions on granting a vote of approval to Supervisory Board Members for performance of their duties in 2014 and on awarding them with an annual financial bonus.
11. Presentation of the Management Board's report on Stalprofil S.A. Group's activity and Stalprofil S.A. Group's consolidated financial statement for the business year 2014.
12. Presentation of the Supervisory Board's report on the assessment of the Management Board's report on STALPROFIL S.A. Group's activity and STALPROFIL S.A. Group's consolidated financial statement for the business year 2014.
13. Passing a resolution on approval of the Management Board's report on Stalprofil S.A. Group's activity and Stalprofil S.A. Group's consolidated financial statement for the business year 2014.
14. Passing a resolution on appropriation of net profit for 2014
15. Passing a resolution on appointing Supervisory Board members for the next term of office.
16. Closing the session of the Shareholders' Meeting.

Voting instruction for Plenipotentiary regarding Resolution No. 2:

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Number of shares/votes:/.....

Vote to be cast*):
Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)
*) Voting by filling in the number of votes for, against and abstaining in the respective field,
**) Delete as appropriate

Draft Resolution No. 3 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

RESOLUTION NO. 3

on approval of the Management Board's report on the Company's activity in 2014 and the Company's financial statement for 2014.

Acting in line with Art. 393 item 1 and Art. 395 §2 item 1 of the Commercial Companies Code and §21 item 1 of the Company's Statute, the Annual General Shareholders' Meeting approves:

1. Management Board's report on the activity of the Company in 2014.
2. Company's financial statement for 2014 comprising:
 - introduction to the financial statement,
 - financial position statement prepared as on December 31, 2014, showing PLN 388,030,246,84 under assets and liabilities (three hundred eighty eight million thirty thousand two hundred forty six zloty and 84/100),
 - statement of comprehensive income for business year from January 1, 2014 to December 31, 2014, showing total negative comprehensive income of PLN 27,899,601,47. (twenty seven million eight hundred ninety nine thousand six hundred and one zloty 47/100),
 - statement of changes in equity for the business year from January 1, 2014 to December 31, 2014 showing a decrease in equity by PLN 29,474,601,47 (twenty nine million four hundred seventy four thousand six hundred and one zloty 47/100),
 - cash flow statement for the business years from January 1, 2014 to December 31, 2014 showing a decrease in net cash by PLN 6,425,974,44 (six million four hundred twenty five thousand nine hundred and seventy four zloty 44/100),
 - notes and explanations.

Voting instruction for Plenipotentiary regarding Resolution No. 3:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

*)Voting by filling in the number of votes for, against and abstaining in the respective field,

**) Delete as appropriate

Draft Resolution No. 4 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

RESOLUTION NO. 4
on granting a vote of approval to Mr. Jerzy Bernhard for performance of his duties of Management Board President in 2014

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Jerzy Bernhard for performance of his duties of Company Management Board President in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 4:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Draft Resolution No. 5 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

RESOLUTION NO. 5
on granting a vote of approval to Mr. Zenon Jędrocha for performance of his duties of Management Board Vice-President in 2014

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Zenon Jędrocha for performance of his duties of Management Board Vice-President in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 5:

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.....
Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,
**) Delete as appropriate*

Draft Resolution No. 6 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 6
on granting a vote of approval to Mr. Henryk Orczykowski for performance of his
duties of Management Board Vice-President in 2014**

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Henryk Orczykowski for performance of his duties of Management Board Vice-President in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 6:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,
**) Delete as appropriate*

Draft Resolution No. 7 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 7
on granting a vote of approval to Ms. Sylwia Potocka-Lewicka for performance of her
duties of Management Board Vice-President in 2014**

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Ms. Sylwia Potocka-Lewicka for performance of her duties of Company Management Board Vice-President in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 7:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

*) Voting by filling in the number of votes for, against and abstaining in the respective field,

**) Delete as appropriate

Draft Resolution No. 8 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 8
on granting a vote of approval to Mr. Stefan Dzienniak for performance of his duties of
Supervisory Board Chairman in 2014**

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Stefan Dzienniak for performance of his duties of Supervisory Board Chairman in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 8:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

*) Voting by filling in the number of votes for, against and abstaining in the respective field,

**) Delete as appropriate

Draft Resolution No. 9 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 9
on granting a vote of approval to Mr. Jacek Zub for performance of his duties of
Supervisory Board Vice-Chairman in 2014.**

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Jacek Zub for performance of his duties of Supervisory Board Vice-Chairman in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 9:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Draft Resolution No. 10 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 10
on granting a vote of approval to Mr. Marcin Gamrot for performance of his duties of Supervisory Board Member in 2014.**

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Marcin Gamrot for performance of his duties of Supervisory Board Member in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 10:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Draft Resolution No. 11 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 11
on granting a vote of approval to Mr. Jerzy Goinski for performance of his duties of Supervisory Board Member in 2014.**

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Jerzy Goinski for performance of his duties of Supervisory Board Member in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 11:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

*) *Voting by filling in the number of votes for, against and abstaining in the respective field,*

**) *Delete as appropriate*

Draft Resolution No. 12 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 12
on granting a vote of approval to Mr. Jarosław Kuna for performance of his duties of Supervisory Board Member in 2014.**

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Jarosław Kuna for performance of his duties of Supervisory Board Member in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 12:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

*) *Voting by filling in the number of votes for, against and abstaining in the respective field,*

**) *Delete as appropriate*

Draft Resolution No. 13 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 13
on granting a vote of approval to Mr. Krzysztof Lis for performance of his duties of Supervisory Board Member in 2014.**

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Krzysztof Lis for performance of his duties of Supervisory Board Member in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 13:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Draft Resolution No. 14 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 14
on granting a vote of approval to Mr. Tomasz Ślęzak for performance of his duties of Supervisory Board Member in 2014.**

Acting in line with Art. 393 item 1 and Art. 395 §2 item 3 of the Commercial Companies Code, the Annual General Shareholders' Meeting grants a vote of approval to Mr. Tomasz Ślęzak for performance of his duties of Supervisory Board Member in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 14:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Draft Resolution No. 15 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

RESOLUTION NO. 15
on awarding a financial bonus to Supervisory Board Members

Acting in line with Art. 392 §1 of the Commercial Code and §21 item 7 of the Company's Statute, as well as in line with Resolution No. 17 of the Annual General Shareholders' Meeting of 26.03.1999, the Annual General Shareholders' Meeting awards each Supervisory Board Member a financial bonus of% of the lump sum remuneration received in 2014.

Voting instruction for Plenipotentiary regarding Resolution No. 15:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Draft Resolution No. 16 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

RESOLUTION NO. 16
on approval of the Management Board's report on Stalprofil S.A. Group's activity in 2014 and Stalprofil S.A. Group's consolidated financial statement for 2014.

Acting in line with Art. 393 item 1 and Art. 395 §2 item 1 of the Commercial Companies Code and §21 item 1 of the Company's Statute, the Annual General Shareholders' Meeting of Stalprofil S.A. approves:

1. Management Board's report on the activity of Stalprofil S.A. Group in 2014.
2. Consolidated financial statement of Stalprofil S.A. Group for 2014, comprising:
 - introduction to the financial statement,
 - consolidated financial position report as on 31.12.14, showing assets and liabilities of PLN 632,992,158,66 (six hundred thirty two million nine hundred ninety two thousand one hundred fifty eight zloty 66/100),
 - consolidated comprehensive income statement for the business year from January 1, 2012 to December 31, 2014, showing total comprehensive income of PLN (5,341,537,19) (minus five million three hundred forty one thousand five hundred thirty seven zloty and 19/100),
 - consolidated comprehensive income statement for the business year from January 1, 2014 to December 31, 2014, showing total negative comprehensive income of PLN 5,341,537,19 (five million three hundred forty one thousand five hundred thirty seven zloty and 19/100),
 - consolidated cash flow statement for the business year from January 1, 2014 to December 31, 2014 showing a decrease in net cash by PLN 21,602,596,50, (twenty one million six hundred two thousand five hundred and ninety six zloty 50/100),

- notes and explanations.

Voting instruction for Plenipotentiary regarding Resolution No. 16:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

*) Voting by filling in the number of votes for, against and abstaining in the respective field,

**) Delete as appropriate

Draft Resolution No. 17 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 17
on appropriation of net profit for 2014**

Acting in line with Art. 395 §2 item 2 of the Commercial Companies Code and §21 item 3 of the Company's Statute, the Annual General Shareholders' Meeting decides to:

1. Appropriate net profit for 2014 in the amount of PLN 8,559,098,94 (eight million five hundred and fifty nine thousand ninety eight zloty and 94/100) in the following way:
 - company spare capital: PLN 6,809,098,94 (six million eight hundred nine thousand and ninety eight zloty and 94/100).
 - dividend to Company shareholders of PLN 1,750,000,00. (one million seven hundred fifty thousand zloty and 00/100), i.e. PLN 0.10 (ten grosz) of dividend per one share.
2. set the dividend right date on July 15, 2015 and dividend payment date on August 5, 2015.

Voting instruction for Plenipotentiary regarding Resolution No. 17:

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Number of shares/votes:/.....

Vote to be cast*):

Vote "for"
Vote "against"
Vote "abstaining"

Objection to the resolution: YES/NO **)

**) Voting by filling in the number of votes for, against and abstaining in the respective field,*

***) Delete as appropriate*

Draft Resolution No. 18 of the Annual General Shareholders' Meeting of STALPROFIL S.A. of April 16, 2015:

**RESOLUTION NO. 18
on appointing Supervisory Board members for the next term of office.**

Acting in line with Art. 385 §1 of the Commercial Companies Code and §21 item 7 of the Company's Articles, the Annual General Meeting of Stalprofil S.A. appoints the following Supervisory Board members for the next five-year term of office covering business years 2015-2019:

- 1) -----
- 2) -----
- 3) -----
- 4) -----
- 5) -----
- 6) -----
- 7) -----

.....
Signature of a shareholder / persons representing a shareholder