

## FORM

**enabling a plenipotentiary to exercise the voting right  
at the Annual General Meeting of IZOSTAL S.A. seated in Zawadzkie on May 20, 2011**

### Shareholder:

.....  
[Name and surname (for a natural person)]  
[Shareholder's business name (for a legal person)]

.....  
[residence address or correspondence address, e-mail address (for a natural person)]  
[company seat address, e-mail address (for a legal person)]

.....  
[ID card series and no. (for a natural person)]  
[type of register and entry no. (for a legal person)]

as

☐ owner

☐ other legal title: which title?.....; who owns the shares?.....

Explanation:

## **RESOLUTION NO. 1/2011 of May 20, 2011**

**on: review and approval of the Management Board's report on the activity of  
IZOSTAL S.A. and the financial statement of IZOSTAL S.A. for 2010**

Acting in line with Art. 393 item 1, Art. 395 § 2 item 1 of the Commercial Companies Code and § 16 item 1 sub-item a) of the Company Articles, the Annual General Meeting approves:

1. Management Board's report on the activity of Izostal S.A. in 2010
2. Financial statement of Izostal S.A. for 2010 comprising:
  - introduction to financial statement
  - statement of financial position prepared as on December 31, 2010, showing PLN 203,466 thousand (two hundred and three million four hundred and sixty-six thousand zlotys) under assets and liabilities,
  - statement of comprehensive income for the business year from January 1, 2010 to December 31, 2010, showing a total comprehensive income of PLN 7,438 thousand (seven million four hundred and thirty-eight thousand zlotys),
  - statement of changes in equity for the business year from January 1, 2010 to December 31, 2010 showing an increase in equity by PLN 69,817 thousand (sixty-nine million eight hundred and seventeen thousand zlotys),

- cash flow statement for the business year from January 1, 2010 to December 31, 2010 showing an increase in cash by PLN 39,229 thousand (thirty-nine million two hundred and twenty-nine thousand zlotys),
- notes and explanations.

***Voting instruction for the Plenipotentiary***.....

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.....

Vote to be cast: \*

1) ☐ IN FAVOR

*Number of shares:* .....

*Number of votes:* .....

2) ☐ AGAINST

*Number of shares:* .....

*Number of votes:* .....

☐ I OBJECT

3) ☐ I ABSTAIN

*Number of shares:* .....

*Number of votes:* .....

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"

*Number of shares:* .....

*Number of votes:* .....

\*mark as appropriate by putting "X" in a relevant field

## RESOLUTION NO. 2/2011 of May 20, 2011

**on: granting a vote of approval to Mr. Władysław Mrzygłód for performance of his duties as Management Board President in 2010**

Acting in line with Art. 393 item 1, Art. 395 § 2 item 3 of the Commercial Companies Code and § 16 item 1 sub-item c) of the Company Articles the Annual General Meeting of IZOSTAL S.A. grants a vote of approval to Mr. Władysław Mrzygłód for performance of his duties as Management Board President in 2010.

***Voting instruction for the Plenipotentiary***.....

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.....

Vote to be cast: \*

1) ☐ IN FAVOR

*Number of shares:* .....

*Number of votes:* .....

2) ☐ AGAINST

Number of shares: .....

Number of votes: .....

☐ I OBJECT

3) ☐ I ABSTAIN

Number of shares: .....

Number of votes: .....

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"

Number of shares: .....

Number of votes: .....

\*mark as appropriate by putting "X" in a relevant field

### **RESOLUTION NO. 3/2011 of May 20, 2011**

**on: granting a vote of approval to Mr. Jacek Podwiński for performance of his duties  
as Management Board Vice-President in 2010**

Acting in line with Art. 393 item 1, Art. 395 § 2 item 3 of the Commercial Companies Code and § 16 item 1 sub-item c) of the Company Articles the Annual General Meeting of IZOSTAL S.A. grants a vote of approval to Mr. Jacek Podwiński for performance of his duties as Management Board Vice-President in 2010.

***Voting instruction for the Plenipotentiary***.....

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.....

Vote to be cast: \*

1) ☐ IN FAVOR

Number of shares: .....

Number of votes: .....

2) ☐ AGAINST

Number of shares: .....

Number of votes: .....

☐ I OBJECT

3) ☐ I ABSTAIN

Number of shares: .....

Number of votes: .....

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"

Number of shares: .....

Number of votes: .....

\*mark as appropriate by putting "X" in a relevant field

## RESOLUTION NO. 4/2011

of May 20, 2011

**on: granting a vote of approval to Mr. Marek Mazurek for performance of his duties as Management Board Vice-President in 2010**

Acting in line with Art. 393 item 1, Art. 395 § 2 item 3 of the Commercial Companies Code and § 16 item 1 sub-item c) of the Company Articles the Annual General Meeting of IZOSTAL S.A. grants a vote of approval to Mr. Marek Mazurek for performance of his duties as Management Board Vice-President in 2010.

***Voting instruction for the Plenipotentiary***.....

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.....

Vote to be cast: \*

1) ☐ IN FAVOR *Number of shares:* .....

*Number of votes:* .....

2) ☐ AGAINST *Number of shares:* .....

*Number of votes:* .....

☐ I OBJECT

3) ☐ I ABSTAIN *Number of shares:* .....

*Number of votes:* .....

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"  
*Number of shares:* .....

*Number of votes:* .....

\*mark as appropriate by putting "X" in a relevant field

## RESOLUTION NO. 5/2011

of May 20, 2011

**on: on granting a vote of approval to Mr. Jerzy Bernhard for performance of his duties as Supervisory Board President in 2010**

Acting in line with Art. 393 item 1, Art. 395 § 2 item 3 of the Commercial Companies Code and § 16 item 1 sub-item c) of the Company Articles the Annual General Meeting of IZOSTAL S.A. grants a vote of approval to Mr. Jerzy Bernhard for performance of his duties as Supervisory Board President in 2010.

***Voting instruction for the Plenipotentiary.....***

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.....

Vote to be cast: \*

1) ☐ IN FAVOR

*Number of shares: .....*

*Number of votes: .....*

2) ☐ AGAINST

*Number of shares: .....*

*Number of votes: .....*

☐ I OBJECT

3) ☐ I ABSTAIN

*Number of shares: .....*

*Number of votes: .....*

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"

*Number of shares: .....*

*Number of votes: .....*

\*mark as appropriate by putting "X" in a relevant field

**RESOLUTION NO. 6/2011  
of May 20, 2011**

**on: on granting a vote of approval to Mr. Zdzisław Mendelak for performance of his  
duties as Supervisory Board Vice-President in 2010**

Acting in line with Art. 393 item 1, Art. 395 § 2 item 3 of the Commercial Companies Code and § 16 item 1 sub-item c) of the Company Articles the Annual General Meeting of IZOSTAL S.A. grants a vote of approval to Mr. Zdzisław Mendelak for performance of his duties as Supervisory Board Vice-President in 2010.

***Voting instruction for the Plenipotentiary.....***

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.....

Vote to be cast: \*

1) ☐ IN FAVOR

*Number of shares: .....*

*Number of votes: .....*

2) ☐ AGAINST

*Number of shares: .....*

*Number of votes: .....*

☐ I OBJECT

3) ☐ I ABSTAIN

Number of shares: .....

Number of votes: .....

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"

Number of shares: .....

Number of votes: .....

\*mark as appropriate by putting "X" in a relevant field

### **RESOLUTION NO. 7/2011 of May 20, 2011**

**on: on granting a vote of approval to Mr. Jan Chebda for performance of his duties as Supervisory Board Secretary in 2010**

Acting in line with Art. 393 item 1, Art. 395 § 2 item 3 of the Commercial Companies Code and § 16 item 1 sub-item c) of the Company Articles the Annual General Meeting of IZOSTAL S.A. grants a vote of approval to Mr. Jan Chebda for performance of his duties as Supervisory Board Secretary in 2010.

***Voting instruction for the Plenipotentiary.....***

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.....

Vote to be cast: \*

1) ☐ IN FAVOR

Number of shares: .....

Number of votes: .....

2) ☐ AGAINST

Number of shares: .....

Number of votes: .....

☐ I OBJECT

3) ☐ I ABSTAIN

Number of shares: .....

Number of votes: .....

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"

Number of shares: .....

Number of votes: .....

\*mark as appropriate by putting "X" in a relevant field

### **RESOLUTION NO. 8/2011 of May 20, 2011**

**on: granting a vote of approval to Mr. Lech Majchrzak for performance of his duties as Supervisory Board Member in 2010**

Acting in line with Art. 393 item 1, Art. 395 § 2 item 3 of the Commercial Companies Code and § 16 item 1 sub-item c) of the Company Articles the Annual General Meeting of IZOSTAL S.A. grants a vote of approval to Mr. Lech Majchrzak for performance of his duties as Supervisory Board Member in 2010.

***Voting instruction for the Plenipotentiary***.....

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.....

Vote to be cast: \*

1) ☐ IN FAVOR *Number of shares:* .....

*Number of votes:* .....

2) ☐ AGAINST *Number of shares:* .....

*Number of votes:* .....

☐ I OBJECT

3) ☐ I ABSTAIN *Number of shares:* .....

*Number of votes:* .....

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION" *Number of shares:* .....

*Number of votes:* .....

\*mark as appropriate by putting "X" in a relevant field

### **RESOLUTION NO. 9/2011 of May 20, 2011**

**on: granting a vote of approval to Mr. Adam Matkowski for performance of his duties as Supervisory Board Member in 2010**

Acting in line with Art. 393 item 1, Art. 395 § 2 item 3 of the Commercial Companies Code and § 16 item 1 sub-item c) of the Company Articles the Annual General Meeting of IZOSTAL S.A. grants a vote of approval to Mr. Adam Matkowski for performance of his duties as Supervisory Board Member in 2010.

***Voting instruction for the Plenipotentiary***.....

.....  
.....

Vote to be cast: \*

- 1) ☐ IN FAVOR *Number of shares: .....*  
*Number of votes: .....*
- 2) ☐ AGAINST *Number of shares: .....*  
*Number of votes: .....*
- ☐ I OBJECT
- 3) ☐ I ABSTAIN *Number of shares: .....*  
*Number of votes: .....*
- 4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"  
*Number of shares: .....*  
*Number of votes: .....*

\*mark as appropriate putting "X" in a relevant field

### **RESOLUTION NO. 10/2011 of May 20, 2011**

**on: granting a vote of approval to Mr. Jan Kruczak for performance of his duties as  
Supervisory Board Member in 2010**

Acting in line with Art. 393 item 1, Art. 395 § 2 item 3 of the Commercial Companies Code and § 16 item 1 sub-item c) of the Company Articles the Annual General Meeting of IZOSTAL S.A. grants a vote of approval to Mr. Jan Kruczak for performance of his duties as Supervisory Board Member in 2010.

***Voting instruction for the Plenipotentiary.....***

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 .....

Vote to be cast: \*

- 1) ☐ IN FAVOR *Number of shares: .....*  
*Number of votes: .....*
- 2) ☐ AGAINST *Number of shares: .....*  
*Number of votes: .....*
- ☐ I OBJECT
- 3) ☐ I ABSTAIN *Number of shares: .....*  
*Number of votes: .....*
- 4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"  
*Number of shares: .....*

Number of votes: .....

\*mark as appropriate by putting "X" in a relevant field

**RESOLUTION NO. 11/2011**  
**of May 20, 2011**

**on: appropriation of net profit for 2010**

Acting in line with Art. 395 § 2 item 2 of the Commercial Companies Code and § 16 item 1 sub-item b) of the Company Articles the Annual General Meeting of IZOSTAL S.A., after analysis of the motion of the Management Board and resolution of the Supervisory Board on appropriation of profit for 2010 in the amount of PLN 7,437,765.11 (seven million four hundred and thirty-seven thousand seven hundred and sixty-five zlotys 11/100) resolves to allocate the entire profit to the Company spare capital.

***Voting instruction for the Plenipotentiary***.....

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.....

Vote to be cast: \*

1) ☐ IN FAVOR

Number of shares: .....

Number of votes: .....

2) ☐ AGAINST

Number of shares: .....

Number of votes: .....

☐ I OBJECT

3) ☐ I ABSTAIN

Number of shares: .....

Number of votes: .....

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"

Number of shares: .....

Number of votes: .....

\*mark as appropriate by putting "X" in a relevant field

**RESOLUTION NO. 12/2011**  
**of May 20, 2011**

**on: dismissal from the composition of the Supervisory Board**

Acting in line with Art. 385 §1 of the Commercial Companies Code and § 12 item 2 sub-item b) of the Company Articles, the Annual General Meeting of IZOSTAL S.A. as of May 20, 2011 recalls Mr. .... from the function of the Supervisory Board Member of IZOSTAL S.A.

***Voting instruction for the Plenipotentiary.....***

.....  
.....

Vote to be cast: \*

1) ☐ IN FAVOR *Number of shares: .....*

*Number of votes: .....*

2) ☐ AGAINST *Number of shares: .....*

*Number of votes: .....*

☐ I OBJECT

3) ☐ I ABSTAIN *Number of shares: .....*

*Number of votes: .....*

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"  
*Number of shares: .....*

*Number of votes: .....*

\*mark as appropriate by putting "X" in a relevant field

**RESOLUTION NO. 13/2011  
of May 20, 2011**

**on: nominating to the composition of the Supervisory Board**

Acting in line with Art. 385 §1 of the Commercial Companies Code and § 12 item 2 sub-item b) of the Company Articles, the Annual General Meeting of IZOSTAL S.A. as of May 20, 2011 nominates Mr./Ms. .... to the function of the Supervisory Board Member of IZOSTAL S.A.

***Voting instruction for the Plenipotentiary.....***

.....  
.....

Vote to be cast: \*

1) ☐ IN FAVOR *Number of shares: .....*

*Number of votes: .....*

2) ☐ AGAINST *Number of shares: .....*

*Number of votes: .....*

☐ I OBJECT

3) ☐ I ABSTAIN

Number of shares: .....

Number of votes: .....

4) ☐ AT THE PLENIPOTENTIARY'S DISCRETION"

Number of shares: .....

Number of votes: .....

\*mark as appropriate by putting "X" in a relevant field

.....  
(signature of the shareholder / persons representing the  
shareholder)

The use of this form is up to the sole decision of the Shareholder and is not a precondition for a plenipotentiary to be able to cast a vote. The form contains the instruction on the exercise of the voting right by the plenipotentiary and shall not substitute a power of attorney granted to the plenipotentiary by the Shareholder.

The Shareholder gives their instructions by putting "X" in an appropriate field. If the Shareholder marks the field "Other", they should determine the manner of voting right exercise by the plenipotentiary.

If the Shareholder decides to cast a different vote from different shares, the Shareholder is requested to indicate in a proper field the respective number of shares under which the plenipotentiary should vote "in favor", "against" or "abstain" from voting. In case the number of shares is not indicated, the plenipotentiary is deemed to be authorized to cast votes in the instructed manner under all the shares held by the Shareholder.

Please note that the draft resolutions included herein may be different from the draft resolutions voted at the Annual General Meeting. To avoid any doubt as to the manner of voting by the plenipotentiary, it is recommended that the manner of voting right exercise by the plenipotentiary in this situation be specified under "Other".

Furthermore, the Company informs that the Company will not verify whether or not the plenipotentiaries exercise their voting rights in line with the instructions received from the Shareholder. Therefore, it is not obligatory to provide the Company with the voting instruction.