

FORM

enabling a plenipotentiary to exercise the voting right

at the Annual General Meeting of IZOSTAL S.A. seated in Zawadzkie on May 16, 2013

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. 1/2013
of May 16, 2013

on: electing the Chairperson of the Annual General Meeting

Pursuant to Art. 409 § 1 of the Commercial Companies Code, the Annual General Meeting elects the following person for the Chairperson of the Annual General Meeting to be convened on May 16, 2013: Mr./Mrs

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. 2/2013
of May 16, 2013

on: approving the agenda of the Annual General Meeting

the Annual General Meeting adopted the following agenda:

1. Opening the Annual General Meeting.
2. Electing the Chairperson of the Annual General Meeting.
3. Verifying whether or not the Annual General Meeting has been properly convened and is capable of passing resolutions.
4. Approving the agenda of the meeting.
5. Presentation of the Management Board's report on the activity of Izostal S.A. and the financial statement of Izostal S.A. for the business year 2012.
6. Presentation of the Supervisory Board's report on the assessment of the Management Board's report on the activity of Izostal S.A. for the business year 2012 and Management Board's motion regarding appropriation of profit, including assessment of the Company's situation.
7. Passing a resolution on approving the Management Board's report on the activity of Izostal S.A. and the financial statement of Izostal S.A. for the business year 2012.
8. Passing resolutions on granting a vote of approval to the Management Board Members of Izostal S.A. for performance of their duties in 2012.
9. Presentation by the Supervisory Board of the report on its activity, including the assessment of the Board's activity in 2012.
10. Passing resolutions on granting a vote of approval to the Supervisory Board Members for performance of their duties in 2012.
11. Passing a resolution on appropriation of net profit for 2012.
12. Passing resolutions on changes in the composition of the Supervisory Board.
13. Closing the session.

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. 3/2013
of May 16, 2013

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 2012

Pursuant to 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 2012
2. Financial statement of Izostal S.A. for 2012 comprising:
 - introduction to financial statement,
 - statement of financial position prepared as on December 31, 2012, showing PLN 280.803 thousand under assets and liabilities (in words: two hundred eighty million eight hundred and three zlotys),
 - statement of comprehensive income for the business year from January 1, 2012 to December 31, 2012, showing comprehensive income of PLN 20.306 thousand (in words: twenty million three hundred and six thousand zlotys),
 - statement of changes in equity for the business year from January 1 to December 31, 2012 showing an increase in equity by PLN 14.739 thousand (in words: fourteen million seven hundred and thirty nine thousand zlotys),
 - cash flow statement for the business year from January 1 to December 31, 2012 showing an increase in cash by PLN 16.384 thousand (in words: sixteen million three hundred and eighty four thousand zlotys),
 - notes to the financial statement.

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. 4/2013
of May 16, 2013

on: granting a vote of approval to Mr. Marek Mazurek for performance of his duties as Management Board President in 2012

Pursuant to 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 President in year 2012.

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. 5/2013
of May 16, 2013

on: granting a vote of approval to Mr. Jacek Podwiński for performance of his duties as Management Board Vice-President in 2012

Pursuant to 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 2012.

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. 6/2013
of May 16, 2013

on: granting a vote of approval to Mr. Jerzy Bernhard for performance of his duties as Supervisory Board President in 2012

Pursuant to 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 2012.

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. 7/2013
of May 16, 2013

on: granting a vote of approval to Mr. Zdzisław Mendelak for performance of his duties as Supervisory Board Vice-President in 2012

Pursuant to 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 2012.

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. 8/2013
of May 16, 2013

on: granting a vote of approval to Mr. Jan Chebda for performance of his duties as Supervisory Board Secretary in 2012

Pursuant to 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 2012.

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. 9/2013
of May 16, 2013

on: granting a vote of approval to Mr. Lech Majchrzak for performance of his duties as Supervisory Board Member in 2012

Pursuant to 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 2012.

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. 10/2013
of May 16, 2013

on: granting a vote of approval to Mr. Adam Matkowski for performance of his duties as Supervisory Board Member in 2012

Pursuant to 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 2012.

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. 11/2013
of May 16, 2013

on: granting a vote of approval to Mr. Jan Kruczak for performance of his duties as Supervisory Board Member in 2012

Pursuant to 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 2012.

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. 12/2013
of May 16, 2013

on: appropriation of net profit for 2012

Pursuant to 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 decides to:

1. Appropriate net profit for 2012 in the amount of PLN 20.304.773,58 (in words: twenty million three hundred and four thousand seven hundred and seventy three zlotys, 58/100), as follows:

- company spare capital: PLN 14.410.853,58 (in words: fourteen million four hundred and ten thousand eight hundred and fifty three zlotys 58/100);
- dividend to Company shareholders of PLN 5,893,920.00 (in words: five million eight hundred and ninety three thousand nine hundred and twenty zlotys , 00/100), which makes PLN 0.18 (eighteen grosz) of dividend per share.

2. Specify the dividend right date on August 14, 2013, and dividend payment date on September 2, 2013

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. 13/2013
of May 16, 2013

on: recalling a Supervisory Board member

Pursuant to Art. 385 §1 of the Commercial Companies Code and §16 item f) of the Company Articles, the Annual General Meeting as on May 16 2013 recalls Mr. as member of the Supervisory Board of IZOSTAL S.A.

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. 14/2013
of May 16, 2013

on: appointing a Supervisory Board member

Pursuant to Art. 385 §1 of the Commercial Companies Code and §16 item f) of the Company Articles, the Annual General meeting as on May 16 2013 appoints Mr./Mrs. as member of the Supervisory Board of IZOSTAL S.A., for a period of the current Supervisory Board's term.

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

.....
(signature of a shareholder / persons representing a 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.