

FORM
enabling a plenipotentiary to exercise the voting right
at the Annual General Meeting of IZOSTAL S.A. seated in Kolonowskie
on April 25, 2018

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. 1/2018
of April 25, 2018

on: election of the Chairman of the Ordinary General Meeting of Shareholders

Pursuant to Art. 409 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders hereby elects Mr./Mrs..... as the Chairman of the Ordinary General Meeting of Shareholders convened on April 25, 2018.

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. 2/2018
of April 25, 2018

on: adoption of the agenda of the Ordinary General Meeting of Shareholders

The Ordinary General Meeting of Shareholders hereby adopts the following agenda:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Election of the Chairman of the Ordinary General Meeting of Shareholders.
3. Establishing whether the Ordinary General Meeting of Shareholders is duly convened and has the capacity to adopt resolutions.
4. Adoption of the agenda of the Ordinary General Meeting of Shareholders.
5. Presentation of the Management Board's report on the activity of the Company Izostal S.A. and of the financial statement of the Company Izostal S.A. for the financial year 2017.
6. Presentation of the Supervisory Board's report on the assessment of the Management Board's report on the activity of the Company Izostal S.A., and of the financial statement for the financial year 2017, as well as the Management Board's request regarding profit distribution, together with evaluation of the Company's situation.
7. Adoption of a resolution on the consideration and approval of the Management Board's report on the activity of the Company Izostal S.A. and of the financial statement of the Company Izostal S.A. for the financial year 2017.
8. Adoption of resolutions on acknowledgement of fulfilment of duties by the Members of the Management Board of Izostal S.A. in 2017.
9. Presentation of the Supervisory Board's report on its activity together with assessment of the work of the Supervisory Board in 2017.
10. Adoption of resolutions on acknowledgement of fulfilment of duties by the Members of the Supervisory Board in 2017.
11. Adoption of a resolution on distribution of the net profit for 2017.
12. Closing of the Ordinary General Meeting of Shareholders.

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. 3/2018
of April 25, 2018

on: approval of the Management Board's report on the activity of the Company IZOSTAL S.A. and of the financial statement of IZOSTAL S.A. for 2017

Pursuant to Art. 393 Par. 1, Art. 395 § 2 Par. 1 of the Commercial Companies Code and § 16 Par. 1 Subpar. a) of the Articles of Association, the Ordinary General Meeting of Shareholders hereby approves:

1. The Management Board's report on the activity of the Company Izostal S.A. in 2017
2. Financial statement of Izostal S.A. for 2017, composed of:
 - introduction to the financial statement,
 - report on the financial situation drawn up as at December 31, 2017, showing at the assets and liabilities the sum of PLN 456,261 thousand (in words: four hundred fifty six million two hundred sixty one thousand Polish zlotys),
 - statement of comprehensive income for the financial year from January 1 to December 31, 2017 showing total comprehensive income of PLN 9,115 thousand (in words: nine million one hundred fifteen thousand Polish zlotys),
 - statement of changes in equity for the financial year from January 1 to December 31, 2017, showing an increase in equity by PLN 6,823 thousand (in words: six million eight hundred twenty three thousand Polish zlotys),
 - cash flow statement for the financial year from January 1 to December 31, 2017, showing a decrease of cash by PLN 29,478 thousand (in words: twenty nine million four hundred seventy eight thousand Polish zlotys),
 - notes to the financial statement.

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. 4/2018
of April 25, 2018

on: acknowledgement of fulfilment of duties by the President of the Management Board of the Company, Mr. Marek Mazurek, in 2017

Pursuant to Art. 393 Par 1, Art. 395 § 2 Par. 3 of the Commercial Companies Code and § 16 Par. 1 Subpar. c) of the Articles of Association, the Ordinary General Meeting of Shareholders of IZOSTAL S.A. hereby acknowledges fulfilment of duties by the President of the Management Board Mr. Marek Mazurek in 2017.

Voting instruction for the Plenipotentiary.....

Vote to be cast: *

- | | |
|--|--------------------------------|
| 1) <input type="checkbox"/> IN FAVOR | <i>Number of shares:</i> |
| | <i>Number of votes:</i> |
| 2) <input type="checkbox"/> AGAINST | <i>Number of shares:</i> |
| | <i>Number of votes:</i> |
| <input type="checkbox"/> I OBJECT | |
| 3) <input type="checkbox"/> I ABSTAIN | <i>Number of shares:</i> |
| | <i>Number of votes:</i> |
| 4) <input type="checkbox"/> AT THE PLENIPOTENTIARY'S DISCRETION" | <i>Number of shares:</i> |
| | <i>Number of votes:</i> |

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

RESOLUTION NO. 5/2018
of April 25, 2018

on: acknowledgement of fulfilment of duties by the Vice-President of the Management Board of the Company, Mr. Michał Pietrek, in 2017

Pursuant to Art. 393 Par 1, Art. 395 § 2 Par. 3 of the Commercial Companies Code and § 16 Par. 1 Subpar. c) of the Articles of Association, the Ordinary General Meeting of Shareholders of IZOSTAL S.A. hereby acknowledges fulfilment of duties by the Vice-President of the Management Board Mr. Michał Pietrek in 2017.

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. 6/2018
of April 25, 2018

on: acknowledgement of fulfilment of duties by the Chairman of the Supervisory Board Mr. Jerzy Bernhard in 2017

Pursuant to Art. 393 Par 1, Art. 395 § 2 Par. 3 of the Commercial Companies Code and § 16 Par. 1 Subpar. c) of the Articles of Association, the Ordinary General Meeting of Shareholders of IZOSTAL S.A. hereby acknowledges fulfilment of duties by the Chairman of the Supervisory Board Mr. Jerzy Bernhard in 2017.

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. 7/2018
of April 25, 2018

on: acknowledgement of fulfilment of duties by the Deputy Chairman of the Supervisory Board Mr. Andrzej Baranek in 2017

Pursuant to Art. 393 Par 1, Art. 395 § 2 Par. 3 of the Commercial Companies Code and § 16 Par. 1 Subpar. c) of the Articles of Association, the Ordinary General Meeting of Shareholders of IZOSTAL S.A. hereby acknowledges fulfilment of duties by the Deputy Chairman of the Supervisory Board Mr. Andrzej Baranek in 2017.

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. 8/2018
of April 25, 2018

on: acknowledgement of fulfilment of duties by the Secretary of the Supervisory Board Mr. Jan Chebda in 2017

Pursuant to Art. 393 Par 1, Art. 395 § 2 Par. 3 of the Commercial Companies Code and § 16 Par. 1 Subpar. c) of the Articles of Association, the Ordinary General Meeting of Shareholders of IZOSTAL S.A. hereby acknowledges fulfilment of duties by the Secretary of the Supervisory Board Mr. Jan Chebda in 2017.

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. 9/2018
of April 25, 2018

on: acknowledgement of fulfilment of duties by the Member of the Supervisory Board Mr. Lech Majchrzak in 2017

Pursuant to Art. 393 Par 1, Art. 395 § 2 Par. 3 of the Commercial Companies Code and § 16 Par. 1 Subpar. c) of the Articles of Association, the Ordinary General Meeting of Shareholders of IZOSTAL S.A. hereby acknowledges fulfilment of duties by the Member of the Supervisory Board Mr. Lech Majchrzak in 2017.

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. 10/2018
of April 25, 2018

**on: acknowledgement of fulfilment of duties by the Member of the Supervisory Board
 Mr. Adam Matkowski in 2017**

Pursuant to Art. 393 Par 1, Art. 395 § 2 Par. 3 of the Commercial Companies Code and § 16 Par. 1 Subpar. c) of the Articles of Association, the Ordinary General Meeting of Shareholders of IZOSTAL S.A. hereby acknowledges fulfilment of duties by the Member of the Supervisory Board Mr. Adam Matkowski in 2017.

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. 11/2018
of April 25, 2018

**on: acknowledgement of fulfilment of duties by the Member of the Supervisory Board
 Mr. Jan Kruczak in 2017**

Pursuant to Art. 393 Par 1, Art. 395 § 2 Par. 3 of the Commercial Companies Code and § 16 Par. 1 Subpar. c) of the Articles of Association, the Ordinary General Meeting of Shareholders of IZOSTAL S.A. hereby acknowledges fulfilment of duties by the Member of the Supervisory Board Mr. Jan Kruczak in 2017.

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.12/2018
of April 25, 2018

on: distribution of the net profit for 2017

Pursuant to Art. 395 §2 Par. 2 of the Commercial Companies Code and § 16 Par. 1 Subpar. b) of the Articles of Association, the Ordinary General Meeting of Shareholders hereby decides to:

Distribute the net profit for 2017 in the amount of PLN 9,135,006.25 (in words: nine million one hundred thirty five thousand six Polish zlotys 25/100) allocating it to:

- the Company's reserve capital in the amount of: PLN 6,188,046.25 (in words: six million one hundred eighty eight thousand forty six Polish zlotys 25/100);
- payment of dividend for the Company's shareholders in the amount of: PLN 2,946,960.00 (in words: two million nine hundred forty six thousand nine hundred sixty Polish zlotys 00/100), which gives PLN 0.09 (in words: nine grosz) of dividend per each share.

Specify the date for determining the right to receive a dividend as at July 23, 2018, whereas the date for payment of the dividend as at August 9, 2018.

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 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.