

Resolutions for the Ordinary General Meeting of Impexmetal S.A. to take place on 25 June 2014

Current report no 15/2014

The Management Board of Impexmetal S.A. releases to public knowledge the contents of resolutions, passed on the Ordinary General Meeting of Impexmetal S.A. on 25 June 2014.

Resolution No 1 **Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014** Regarding: choice of Chairman of the General Meeting.

§ 1

The Ordinary General Meeting acting according to art. 409 § 1 of the commercial companies code, makes the choice of Chairman of the Ordinary General Meeting to Mr. Arkadiusz Krężel.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 640 234 valid votes out of 98 640 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 518 867 votes,
- 2) against resolution 121 367 votes,
- 3) sustained 0 vote,

so the resolution was passed in a secret ballot.. Mr. Arkadiusz Krężel accepted the election.

Resolution No 2 **Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014** Regarding: the acceptance of the agenda.

§ 1

The Ordinary General Meeting approves the agenda of the Meeting published on the web site of the Company at www.impexmetal.com.pl and in the current report no 12/2014 of 29 May 2014.

§ 2

The resolution has been passed in public voting.

§ 3

The resolution is in force from the date of its passing.

It voted 98 640 234 valid votes out of 98 640 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 234 votes,
- 2) against resolution 0 vote,
- 3) sustained 0 vote,

so the resolution was passed in a public voting.

Resolution No 3 **Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014** Regarding: not to choose the Scrutiny Commission

§ 1

The Ordinary General Meeting has decided not to choose the Scrutiny Commission.

§ 2

The resolution has been passed in public voting.

§ 3

The resolution is in force from the date of its passing.

It voted 98 640 234 valid votes out of 98 640 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 234 votes,
 - 2) against resolution 0 vote,
 - 3) sustained 0 vote,
- so the resolution was passed in a public voting.

Resolution No 4

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: the approval of the Management Board's Report on Company's activity in 2013.

Acting on behalf of art. 395 § 2 point 1 of the Commercial companies code and § 24 passage 1 point 1 of the Company Statute, it is resolved:

§ 1

The Management Board's Report on Company activity in 2013 has been approved.

§ 2

The resolution has been passed in public voting.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 234 votes,
 - 2) against resolution 1 000 votes,
 - 3) sustained 1 vote,
- so the resolution was passed in a public voting.

Resolution No 5

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: the approval of the Company's Financial Statement for 2013.

Acting on behalf of art. 395 § 2 point 1 of the Commercial companies code and § 24 passage 1 point 1 of the Company Statute, it is resolved:

§ 1

The Company Financial Statement for 2013 has been approved, as follows:

- balance sheet prepared as at 31 December 2013 for the amount of PLN 1,248,185 th.
- profit and loss account for the period 01.01.2013 - 31.12.2013 for the net profit of PLN 32,421 th.
- total comprehensive income for the period 01.01.2013 - 31.12.2013 of PLN 28,924 th.
- changes in own capital for the period 01.01.2013 - 31.12.2013 for the increase of own capital by the amount of PLN 26,981 th.
- cash flow statement for the period 1.01.2013 - 31.12.2013 for the decrease of cash by the amount of PLN 3,544 th.
- additional information including information about implemented accounting policy and other notes.

§ 2

The resolution has been passed in public voting.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 234 votes,
- 2) against resolution 1 000 votes,
- 3) sustained 1 vote,

so the resolution was passed in a public voting.

Resolution No 6

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: the approval of the Management Board's Report on Impexmetal Capital Group's activity in 2013.

Acting according to the art. 395 § 5 of the Commercial companies code, it is resolved:

§ 1

The Management Board's Report on Impexmetal Capital Group's activity in 2013 has been approved.

§ 2

The resolution has been passed in public voting.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 234 votes,
- 2) against resolution 1 000 votes,
- 3) sustained 1 vote,

so the resolution was passed in a public voting.

Resolution No 7

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: the approval of the Consolidated Financial Report on Impexmetal Capital Group's for 2013.

Acting according to the art. 395 § 5 of the Commercial companies code and § 24 passage 1 point 3 of the Company Statute, it is resolved:

§ 1

The Consolidated Financial Report of Impexmetal Capital Group for 2013 has been approved.

The Consolidated Financial Report of Impexmetal Capital Group for 2013 includes:

- consolidated balance sheet prepared as at 31 December 2013 for the amount of PLN 1,834,028 th.
- consolidated profit and loss account for the period 1.01.2013 - 31.12.2013 for the net profit of PLN 86,134 th.
- consolidated statement from the total income for the period 01.01.2013 - 31.12.2013 for the total income of PLN 82,089 th.
- consolidated statement of changes in own capital for the period 01.01.2013 - 31.12.2013 for the increase of own capital by the amount of PLN 84,827 th.

- consolidated cash flow statement for the period 1.01.2013 -31.12.2013 for the increase of cash by the amount of PLN 98 th.
- additional inform including information about implemented accounting policy and other notes.

§ 2

The resolution has been passed in public voting.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 234 votes,
- 2) against resolution 1 000 votes,
- 3) sustained 1 vote,

so the resolution was passed in a public voting.

A contradiction to a protocol has been placed to the above mentioned resolution by a shareholder.

Resolution No 8 Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: discharged of Mrs. Małgorzata Iwanejko from fulfillment of her duties in 2013.

Acting according to the art. 395 § 2 point 3 of the Commercial companies code and § 24 passage 1 point 1 of the Company Statute, it is resolved:

§ 1

Mrs. Małgorzata Iwanejko has been discharged from fulfillment of her duties as President of the Management Board in the period from 01.01.2013 – 31.12.2013.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 234 votes,
- 2) against resolution 1 000 votes,
- 3) sustained 1 vote,

so the resolution was passed in a secret ballot.

A contradiction to a protocol has been placed to the above mentioned resolution by a shareholder.

Resolution No 9 Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: discharged of Mr. Arkadiusz Krężel from fulfillment of his duties in 2013.

Acting according to the art. 395 § 2 point 3 of the Commercial companies code and § 24 passage 1 point 1 of the Company Statute, it is resolved:

§ 1

Mr. Arkadiusz Krężel has been discharged from fulfillment of his duties as President of the Supervisory Board in the period from 01.01.2013 – 31.12.2013.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 233 votes,
- 2) against resolution 1 001 votes,
- 3) sustained 0 vote,

so the resolution was passed in a secret ballot.

A contradiction to a protocol has been placed to the above mentioned resolution by a shareholder.

Resolution No 10

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: discharged of Mr. Zygmunt Urbaniak from fulfillment of his duties in 2013.

Acting according to the art. 395 § 2 point 3 of the Commercial companies code and § 24 passage 1 point 1 of the Company Statute, it is resolved:

§ 1

Mr. Zygmunt Urbaniak has been discharged from fulfillment of his duties as Vice- President of the Supervisory Board in the period of 01.01.2013 – 31.12.2013.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 233 votes,
- 2) against resolution 1 001 votes,
- 3) sustained 0 vote,

so the resolution was passed in a secret ballot.

A contradiction to a protocol has been placed to the above mentioned resolution by a shareholder.

Resolution No 11

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: discharged of Mr. Waldemar Zwierz from fulfillment of his duties in 2013.

Acting according to the art. 395 § 2 point 3 of the Commercial companies code and § 24 passage 1 point 1 of the Company Statute, it is resolved:

§ 1

Mr. Waldemar Zwierz has been discharged from fulfillment of his duties as Secretary of the Supervisory Board in the period of 1.01.2013 - 31.12.2013.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 233 votes,
- 2) against resolution 1 001 votes,
- 3) sustained 0 vote,

so the resolution was passed in a secret ballot.

A contradiction to a protocol has been placed to the above mentioned resolution by a shareholder.

Resolution No 12
Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014
Regarding: discharged of Mr. Robert Skoczeń from fulfillment of his duties in 2012.

Acting according to the art. 395 § 2 point 3 of the Commercial companies code and § 24 passage 1 point 1 of the Company Statute, it is resolved:

§ 1

Mr. Robert Skoczeń has been discharged from fulfillment of his duties as Member of the Supervisory Board in the period of 1.01.2013 - 31.12.2013.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 233 votes,
- 2) against resolution 1 001 votes,
- 3) sustained 0 vote,

so the resolution was passed in a secret ballot.

A contradiction to a protocol has been placed to the above mentioned resolution by a shareholder.

Resolution No 13
Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014
Regarding: discharged of Mr. Piotr Szeliga from fulfillment of his duties in 2013.

Acting according to the art. 395 § 2 point 3 of the Commercial companies code and § 24 passage 1 point 1 of the Company Statute, it is resolved:

§ 1

Mr. Piotr Szeliga has been discharged from fulfillment of his duties as Member of the Supervisory Board in the period of 01.01.2013 – 31.12.2013.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 234 votes,
- 2) against resolution 1 000 votes,
- 3) sustained 1 vote,

so the resolution was passed in a secret ballot.

A contradiction to a protocol has been placed to the above mentioned resolution by a shareholder.

Resolution No
Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014
Regarding: the distribution of the net profit for 2013.

Acting according to the art. 395 § 2 point 2 of the Commercial companies code and § 24 passage 1 point 2 and § 29 passage 1 point 1 of the Company Statute, it is resolved:

- 1) The 2013 net profit in the amount of PLN 32,420,896.16 (say: thirty two million four hundred twenty thousand eight hundred ninety six and 16/100) is assigned for:

- dividend payment in the amount of PLN 30,000,000 (say: thirty million) at PLN 0.15 for one share,
- for the reserved capital of the company in the amount of PLN 2,420,896.16 (say: two million four hundred twenty thousand eight hundred ninety six and 16/100),
- the date of dividend has been set as 17 July 2014,
- the date of dividend payment has been set as 17 August 2014,

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 1 vote,
- 2) against resolution97 292 212 votes,
- 3) sustained1 349 021 votes,

so the above mentioned resolution was not passed in a public voting..

Resolution No 14
Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014
 Regarding: the distribution of the net profit for 2013.

Acting according to the art. 395 § 2 point 2 of the Commercial companies code and § 24 passage 1 point 2 and § 29 passage 1 point 1 of the Company Statute, it is resolved:

§ 1

The net profit for 2013 in the amount of PLN 32,420,896.16 (say: thirty two million four hundred twenty thousand eight hundred ninety six and 16/100) is assigned for the reserved capital of the company.

§ 2

The resolution has been passed in a public voting.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 640 233 votes,
- 2) against resolution 1 001 votes,
- 3) sustained0 vote,

so the resolution was passed in a public voting.

Resolution No 15
Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014
 Regarding: appointing of the Supervisory Board's members for a new term.

Acting according to the art. 385 § 1 of the Commercial companies code and § 14 passage 2 of the Company Statute, it is resolved:

Mrs. Kalina Wsciubiak-Hańko has been appointed to the Supervisory Board of Impexmetal S.A. for a joint VIII term.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 97 292 212 votes,
- 2) against resolution 192 642 votes,
- 3) sustained 1 156 380 votes,

so the resolution was passed in a secret ballot.

Resolution No 16

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: appointing of the Supervisory Board's members for a new term.

Acting according to the art. 385 § 1 of the Commercial companies code and § 14 passage 2 of the Company Statute, it is resolved:

Mr. Arkadiusz Krężel has been appointed to the Supervisory Board of Impexmetal S.A. for a joint VIII term.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 97 292 212 votes,
- 2) against resolution 193 642 votes,
- 3) sustained 1 155 380 votes,

so the resolution was passed in a secret ballot.

Resolution No 17

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: appointing of the Supervisory Board's members for a new term.

Acting according to the art. 385 § 1 of the Commercial companies code and § 14 passage 2 of the Company Statute, it is resolved:

Mr. Piotr Szeliga has been appointed to the Supervisory Board of Impexmetal S.A. for a joint VIII term.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 97 292 212 votes,
- 2) against resolution 193 642 votes,
- 3) sustained 1 155 380 votes,

so the resolution was passed in a secret ballot.

Resolution No 18

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: appointing of the Supervisory Board's members for a new term.

Acting according to the art. 385 § 1 of the Commercial companies code and § 14 passage 2 of the Company Statute, it is resolved:

Mr. Zygmunt Zwierz has been appointed to the Supervisory Board of Impexmetal S.A. for a joint VIII term.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 97 292 212 votes,
- 2) against resolution 193 642 votes,
- 3) sustained 1 155 380 votes,

so the resolution was passed in a secret ballot.

Resolution No 19

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: appointing of the Supervisory Board's members for a new term.

Acting according to the art. 385 § 1 of the Commercial companies code and § 14 passage 2 of the Company Statute, it is resolved:

Mr. Waldemar Zwierz has been appointed to the Supervisory Board of Impexmetal S.A. for a joint VIII term.

§ 2

The resolution has been passed in a secret ballot.

§ 3

The resolution is in force from the date of its passing.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 97 292 212 votes,
- 2) against resolution 193 642 votes,
- 3) sustained 1 155 380 votes,

so the resolution was passed in a secret ballot.

Resolution No 20

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: Regarding: change of the Company's Statute

Acting according to the art. 416 § 1 and 430 § 1 of the Commercial companies code and § 24 passage 1 point 5 of the Company's Statute, it is resolved:

§ 1

1. In § 18 the passage no 2 - point no 13 has been added – with the following wording:

13) approving of the annual plans of the Company's activity and multiannual programmes of its development.

§ 2

The resolution has been passed in a public voting.

§ 3

The resolution is in force from the date of registration of the change by the Registry Court.

It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 583 630 votes,
- 2) against resolution 57 604 votes,
- 3) sustained 0 vote,

so the resolution was passed in a public voting.

Resolution No 21

Of the Ordinary General Meeting of Impexmetal S.A. of 25 June 2014

Regarding: change of the Resolution 8 of the Extraordinary General Meeting of Impexmetal S.A. dated 15 November 2010 regarding authorization of the Management Board of the Company to purchase the treasury shares of Impexmetal S.A.

Acting according to the art. 362 § 1 point 5 and 8 of the Commercial companies code, it is resolved:

§ 1

1. In § 1 of the Resolution 8 of the Extraordinary General Meeting of Impexmetal S.A. dated 15 November 2010 regarding authorization of the Management Board of the Company to purchase the treasury shares of Impexmetal S.A., the passage no 3 has been added with the following wording:
Using of purchased treasury shares for one of purposes determined in this resolution requires previous agreement of the Supervisory Board of the Company.
2. In § 3 of the Resolution 8 of the Extraordinary General Meeting of Impexmetal S.A. dated 15 November 2010 regarding authorization of the management Board of the Company to purchase the treasury shares of Impexmetal S.A., point no 7 has been changed as follows:
7) purchase of the treasury shares of the Company may follow in particular separately in way of placing brokers orders, concluding blocks transactions or announcing calls as well as with the intermediary of brokers houses on the Warsaw Stock Exchange,

§ 2

The resolution has been passed in a public voting.

§ 3

The resolution is in force from the date of registration of the change by the Registry Court. It voted 98 641 234 valid votes out of 98 641 234 shares, i.e. out of 49.32 % of the initial capital of the Company, as follows:

- 1) for passing resolution 98 583 629 votes,
- 2) against resolution57 604 votes,
- 3) sustained1 vote,

so the resolution was passed in a public voting.

Signatures:

Małgorzata Iwanejko – President of the Management Board