

**DRAFTS OF THE RESOLUTIONS OF XXVIII ORDINARY GENERAL  
MEETING OF SHAREHOLDERS OF PROCHEM SA**  
with grounds

**RESOLUTION NO 1**

1. Acting on the basis of article 17 of Statutes of the Company, THE GENERAL MEETING OF PROCHEM SA is adopting the Bylaw of General Meeting of PROCHEM SA adapted for the amended Commercial Companies Code, constituting Enclosure No 1 to this resolution.
2. The resolution shall come into effect upon its adoption.

**Grounds:**

As appears from contents of very resolution new bylaws of the of the debate arose as a result of the amendment a Commercial Companies Code on the basis of which substantial changes were implemented in relation to the organization and leading general meeting.

**RESOLUTION NO 2**

1. Acting on the basis of Article 17 of Statutes of the Company, THE GENERAL MEETING OF PROCHEM SA is adopting the report of the Management Board on the Company activities in 2009.
2. The resolution shall come into effect upon its adoption.

**Grounds:**

Legal basis: Art. 395 § 2 section 1 of the Commercial Companies Code

**RESOLUTION NO 3**

1. Acting on the basis of article 17 of Statutes of the Company, THE GENERAL MEETING OF PROCHEM SA is approving the financial statement of PROCHEM SA for 2009 including:
  - 1) statement of the financial position as at 31 December 2009, with total assets and liabilities plus equity in the amount of PLN **113,282** thousand (say: one hundred thirteen million two hundred eighty two thousand Zloty)
  - 2) profit and loss account for the accounting year from 1 January 2009 to 31 December 2009, disclosing a net loss in the amount of PLN **3,118** thousand (say: three milion one hundred eighteen thousand Zloty)
  - 3) statement of total revenues for the period from 1 January 2009 to 31 December 2009, disclosing total loss in the amount of PLN **3,118** thousand (say: three million one hundred eighteen thousand Zloty)
  - 4) cash flow statement for the accounting year from 1 January 2009 to 31 December 2009, showing a cash decrease in the amount of PLN **7.464** thousand (say: seven million four hundred sixty four thousand Zloty)
  - 5) statement of changes in equity disclosing a decrease in equity by the amount of PLN **3,658** thousand (say: three million six hundred fifty eight thousand Zloty)
  - 6) additional information on the adopted accounting standards (policies) and explanations
2. The resolution shall come into effect upon its adoption.

**Grounds:**

Legal basis: Art. 395 § 2 section 1 of the Commercial Companies Code

**RESOLUTION NO 4**

1. Acting on the basis of article 17 of Statutes of the Company, THE GENERAL MEETING OF PROCHEM SA is acknowledging the fulfilment of duties in the period from 1 January 2009 to 31 December 2009 by to the Management Board composed of :

- Jarosław Stępniewski ..... votes cast in favour of,
- Marek Kiersznicki .. ..... votes cast in favour of,
- Krzysztof Marczak ..... votes cast in favour of.

3. The resolution shall come into effect upon its adoption.

**Grounds:**

Legal basis: Art. 395 § 2 section 3 of the Commercial Companies Code

**RESOLUTION NO 5**

1. Acting on the basis of article 17 of Statutes of the Company, THE GENERAL MEETING OF PROCHEM SA is acknowledging the fulfilment of duties in the period from 1 January 2009 to 31 December 2009 by to the Supervisory Board of PROCHEM SA composed of :

- 1) Andrzej Karczykowski ..... votes cast in favour of,
- 2) Marek Garliński ..... votes cast in favour of,
- 3) Dariusz Krajowski-Kukiel .....votes cast in favour of,
- 4) Krzysztof Obłój ..... votes cast in favour of,
- 5) Steven Tappan ..... votes cast in favour of.

2. The resolution shall come into effect upon its adoption.

**Grounds:**

Legal basis: Art. 395 § 2 section 3 of the Commercial Companies Code

**RESOLUTION NO 6**

1. Acting on the basis of article 17 of Statutes of the Company, THE GENERAL MEETING OF PROCHEM SA is deciding about covering a loss in 2009 in the amount of PLN 3,118,140.54 from the reserve capital.

2. The resolution shall come into effect upon its adoption.

**Grounds:**

Legal basis: Art. 395 § 2 section 2 of the Commercial Companies Code

**RESOLUTION NO 7**

1. Acting on the basis of article 11 of Statutes of the Company and art. 359 of the Commercial Companies Code, THE GENERAL MEETING OF PROCHEM SA is redeeming 5,000 pieces of ordinary class D bearer's shares (issued in the form of

inscribed shares ) with the total face value of PLN 87,032.65 on the basis of the following resolutions of the General Meeting:

- resolution No 6 item 3 of the XXII Ordinary General Meeting of PROCHEM SA of June 19<sup>th</sup> 2004,
  - resolution No 6 item 2 of the XXIII Ordinary General Meeting of PROCHEM SA of June 25<sup>th</sup> 2005,
  - resolution No 6 item 2 of the Ordinary General Meeting of PROCHEM SA of June 21<sup>st</sup> 2008.
2. The redemption is taking place under the procedure art. 360 § 2 section 3 the Commercial Companies Code without any benefits for the shareholders, and capital is lowered under a simplified procedure.
  3. The General Meeting is allocating to spare capital amount of PLN 910,672.83 which was not used for the purchase of own shares with aim of the redemption.
  4. The resolution shall come into effect with the registration date of changes to the Statutes by the Registration Court.

**Grounds:**

As appears from contents of the resolution, the company repurchased 5,000 of own shares on the basis of resolutions adopted by the General Meeting of Prochem S.A. and is redeeming them on the basis of Art. 359 of Commercial Companies Code in the mode of Art. 360 § 2 sec. 3 of Commercial Companies Code. In the connection with the redemption it is proposed to lower capital of the company under a simplified procedure because of small number of redeemed shares.

**RESOLUTION NO 8**

1. Acting on the basis of article 11 of Statutes of the Company in order to realize article 359 § 1 of Commercial Companies Code THE GENERAL MEETING OF PROCHEM SA is deciding to lower share capital of the company by amount of PLN 5,000 from the amount of PLN 3,900,000 up to amount PLN 3,895,000 as a result of redemption of 5000 ordinary bearer's shares of D series issued as inccribed.
2. The resolution shall come into effect with the registration date of changes to the Statutes by the Registration Court.

**Grounds:**

There is a duty of reducing capital of the company in case of discontinuing own shares. Following the stipulations of Art. 359 § 1 of Commercial Companies Code draft of a resolution concerning a decrease in the share capital is presented to the General Meeting.

**RESOLUTION NO 9**

1. Acting on the basis of article 17 of Statutes of the Company and art. 430 of the Commercial Companies Code THE GENERAL MEETING OF PROCHEM SA is deciding to change contents of Statutes of the company in the following way:

**§ 7 of the statutes reads as follows:**

- “ 1. The company's share capital amounts to PLN 3,895.000 (PLN three million eight hundred ninety five thousand) and is divided into 3,895,000 shares with the face value of PLN 1 (PLN one) each, including:

- a) 1,817,500 (one million eight hundred seventeen thousand five hundred) founding shares issued in the form of inscribed shares,
- b) 682,500 (six hundred eighty two thousand five hundred) B class shares issued in the form of inscribed shares,
- c) 530,000 (five hundred thirty thousand) C class bearer's shares,
- d) 865,000 (eight hundred sixty five thousand) D class issued in the form of inscribed shares. "

**Grounds for changes of the statutes in § 7:**

The share capital of the company must be lowered if the General Meeting passes the resolution on the share redemption. The decrease is proposed in D series because of the fact, that at present all shares of these series are bearer shares.

**§ 11 of the statutes reads as follows:**

"The company's own shares may be purchased and redeemed under the voluntary procedure, on the terms and conditions stipulated in regulations of the Commercial Companies Code."

**Grounds for changes of the Statutes in § 11:**

Purchasing and redeeming of own shares of the company was left amended and specified in Commercial Companies Code.

**§ 13 paragraph 1 of the statutes reads as follows:**

"1. The General Meeting shall be convened as ordinary or extraordinary meetings by the announcement on the company's website [www.prochem.com.pl](http://www.prochem.com.pl) and in the way determined for the transmission of current information according to provisions of the mandatory law applying to public companies."

**Grounds for changes of the Statutes in § 13**

The change of contents of Item 1 consists in entering the information about the address of a website of the company.

**§ 14 of the statutes reads as follows:**

- "1. The General Meeting shall be organised in the traditional way or at the utilization of electronic communication. The information about the way of the organization and the possibility of participating of shareholders in the General Meeting shall be conveyed in announcement about the General Meeting.
2. Only the persons being shareholders of the company for sixteen days before the date of the General Meeting (registration date of the participation in the General Meeting) shall have the right to participate in the General Meeting.
3. The company shall establish the list of persons entitled to participate in the General Meeting on the basis of:
  - list drawn up by the National Depository for Securities,
  - share book of PROCHEM S.A.
4. If the Commercial Companies Code does not provide otherwise, the General Meeting may pass resolutions irrespective of the number of attendees and the amount of share capital represented.
5. Each share shall give the right to one vote at the General Meeting, excluding preferred shares where each of those shares shall give the right to three votes."

**Grounds for changes of the Statutes in § 14:**

Amendment to article 14 of Statutes results from the amendment of Commercial

Companies Code and implementing since 3 August 2009 the possibility of organising of General Meetings using means of electronic communication.

§ 15 paragraph 3 of the statutes reads as follows:

“3. A shareholder or shareholders representing at least one twentieth of the share capital may demand that :

- an Extraordinary General Meeting be convened ,
- specific items be included in the agenda of the session of the following General Meeting,
- to file drafts of resolutions concerning the established agenda.”

**Grounds for changes of the Statutes in § 15:**

Amendment to article 15 of Statutes results from the amendment of Commercial Companies Code and implementing since 3 August 2009 new principles of organizations of General Meetings.

§ 17 paragraph 1 of the statutes reads as follows:

“1.The General Meeting shall pass resolutions in matters:

- 1) approving the reports of the company’s Management Board activity and the company’s and company’s Capital Group financial statements for the last year,
- 2) the distribution of profits or coverage of losses for the past year,
- 3) granting exoneration to the members of the company’s authorities,
- 4) electing and recalling the Supervisory Board,
- 5) changing the subject matter of the company’s enterprise operations,
- 6) amending the company’s statutes,
- 7) redeeming shares,
- 8) issuing bonds,
- 9) approving the Bylaw of the General Meeting of PROCHEM S.A.
- 10) other matters which were reserved according to effective laws and regulations to competence of the General Meeting. “

**Grounds for changes of the Statutes in § 17:**

Amendment to article 17 of Statutes results from the revision of notations and the Commercial Companies Code amendment.

§ 19 paragraph 1 of the statutes reads as follows:

“ 1. Supervisory Board shall comprise five persons. The members of the Supervisory Board shall be elected by the General Meeting.”

**Grounds for changes of the Statutes in § 19:**

Amendment to article 19 of Statutes results from the Commercial Companies Code amendment. The minimal number of Supervisory Board members in the public company should be 5 persons.

§ 21 paragraph 1 of the statutes reads as follows:

“1.For validity of the Supervisory Board’s resolutions it shall be required to invite to the meeting all members of the Supervisory Board and at least three members present.“

**Grounds for changes of the Statutes in § 21:**

Amendment to article 21 of Statutes is a consequence of changes of § 19 of the

statutes.

**§ 22 of the statutes reads as follows:**

- “ 1.The Supervisory Board shall exercise constant governance of the company’s operation.
2. Special prerogatives of the Supervisory Board shall include:
- 1) auditing the report on the Management Board’s activity and the company’s financial statements and the Capital Group of PROCHEM S.A. financial statements,
  - 2) presenting the General Meeting with reports on activities mentioned under item 1,
  - 3) approving programmes and action plans for the company,
  - 4) suspending in their duties or recalling, due to important reasons, the Company’s Management Board or individual members thereof and delegating the Supervisory Board members to perform on a temporary basis the duties of the Management Board members if the Management Board members are unable to perform the said duties,
  - 5) approving the organisational structure of the company’s enterprise,
  - 6) approving the principles of salary payment to the employees of the company’s enterprise, and establishing principles and amounts of the remuneration of members of the Management Board,
  - 7) granting consent to making donations by the company,
  - 8) granting consent to setting up new enterprises by the company, establishing companies and joining the existing ones, and selling stocks and shares in other companies, and liquidating companies,
  - 9) choosing the chartered accountant to audit the company’s financial statements,
  - 10)granting consent to purchasing and selling the company’s real property,
  - 11)approving the bylaws of the Supervisory Board,
  - 12)reviewing motions of the Management Board in relation to conditions of the share repurchase for the purpose of redemption. “

**Grounds for changes of the Statutes in § 22:**

Amendment to article 21 of Statutes results from adding item. 11 and of minor, editorial changes in a few items.

**§ 26 paragraph 2 of the statutes reads as follows:**

- “2. The Chairman of the company’s Management Board shall be authorised to make statements on the company’s behalf on a one-person basis. In the event of the other Management Board members and holders of commercial power of attorney, the joint action of:
- two Management Board members
  - one Management Board member and the holder of commercial power of attorney,
  - two holders of commercial powers of attorney jointly shall be required to make statements on behalf of the company.”

**Grounds for changes of the Statutes in § 26:**

Amendment to article 26 of Statutes consists mainly in changes of the punctuation. Substantially contents are unchanged.

§ 34 of the statutes reads as follows:

“The Company shall publish its announcement on the company’s website: [www.prochem.com.pl](http://www.prochem.com.pl) and in other way according to provisions of the mandatory law applying to public companies. “

2. The resolution shall come into effect with the registration date of changes to the Statutes by the Registration Court .

**Grounds for changes of the Statutes in § 34:**

Amendment to article 34 of Statutes results from the Commercial Companies Code amendment and from the duty of placing announcements of public companies about general meetings. The change is in effect since 3 August 2009.

**RESOLUTION NO 10**

1. The Statutes of PROCHEM S.A. included in the founding Notarial Act of June 14, 1991, Rep. A 5038/91, drawn up at the Notary Office No. 18 before the Notary Public Paweł Błaszczak, has been amended by Resolutions of the General Meeting of Shareholders and confirmed by means of notarial acts drawn up at the said Notary Office as shown in the list below:

Notarial Act of November 16, 1991 – rep. A No. 10701/91

Notarial Act of April 17, 1993 – rep. A No.3342/93

Notarial Act of November 13, 1993 – rep. A No. 11096/93

Notarial Act of April 30, 1994 – rep. A No. 5982/94

Notarial Act of May 12, 1995 – rep. A No. 6580/95

Notarial Act of November 27, 1995 – rep. A No. 18445/95

Notarial Act of May 18, 1996 – rep. A No. 8112/96

Notarial Act of May 24, 1997 – rep. A No. 9836/97

Notarial Act of December 14, 1998 – rep. A No. 24901/98

Notarial Act of April 29, 2000 – rep. A No. 7553/2000

Notarial Act of June 30, 2001 – rep. A No. 20541/2001

Notarial Act of June 15, 2002 – rep. A No. 14732/2002

and

Notarial Act of June 14, 2003 – rep. A No. 31/2003

Notarial Act of June 19, 2004 – rep. A No. 2048/2004

Notarial Act of June 25, 2005 – rep. A No. 2217/2005

Notarial Act of June 24, 2006 – rep. A No. 3021/2006

Notarial Act of June 2, 2007 – rep. A No. 2643/2007

Notarial Act of June 21, 2008 – rep. A. No. 5041/2008

Notarial Act of June 6, 2009 - rep. A No. 2353/2009

drawn up at the Notary Office of Marek Rudziński – Notary Public in Warsaw, at 44 C Powązkowska Str. And Notary Act drawn up from the General Meeting of Shareholders on June 12, 2010.

2. In accordance with the documents listed above, the General Meeting of Shareholders adopts a consolidated text of the Statutes of PROCHEM S.A.

# STATUTES OF PROCHEM SA

## GENERAL PROVISIONS

### § 1

The company's trade name is: PROCHEM Spółka Akcyjna [joint-stock company], and the company may use the abbreviated name – PROCHEM S.A.

### § 2

The registered office of the company is located in the capital city of Warsaw.

### § 3

The company pursues business in the territory of the Republic of Poland and abroad.

### § 4

The company may establish branches and sub-branches, set up partnerships or join the existing ones, and also participate in other business organisations in Poland or abroad.

### § 5

The company's duration is indefinite.

## II SUBJECT MATTER OF THE COMPANY'S BUSINESS

### § 6

Activities of the company cover service, production and commercial activities in the scope of:

Item.	Symbol of Polish Business Classification	TYPE OF ACTIVITY
1	41.10.Z	Implementation of building projects connected with erecting of buildings
2	41.20.Z	Construction works connected with erecting residential houses and non-residential houses
3	42.11.Z	Construction works connected with building of roads and motorways
4	42.12.Z	Construction works connected with construction of railroads and underground railway
5	42.13.Z	Construction works connected with construction of bridges and tunnels
6	42.21.Z	Construction works connected with construction of transmission pipelines and distribution network
7	42.22.Z	Construction works connected with construction of telecommunication lines and power lines
8	42.91.Z	Construction works connected with construction of water engineering facilities
9	42.99.Z	Works connected with construction of other water engineering and civil engineering objects not classified elsewhere
10	43.11.Z	Demolition and destruction of buildings
11	43.12.Z	Preparatory works at site
12	43.13.Z	Geological & engineering excavations and drillings



13	43.21.Z	Execution in respect to wiring systems
14	43.22.Z	Execution in respect to water supply and sewerage systems, heating system, gas piping systems and air conditioning
15	43.29.Z	Execution in respect to other civil engineering system
16	43.31.Z	Plaster works
17	43.32.Z	Installation in respect to woodwork
18	43.33.Z	Execution in respect to floors, wallpapers and wall facing
19	43.34.Z	Painting and glazing
20	43.39.Z	Execution in respect to other finishing works
21	43.91.Z	Construction of roof structures and roofing
22	43.99.Z	Other special construction works not classified elsewhere
23	33.20.Z	Installing industrial machines, equipment and furniture
24	37.00.Z	Sewage disposal and treatment
25	38.11.Z	Collection of non-hazardous wastes
26	38.31.Z	Disassembly of products worn out
27	38.32.Z	Recycling of raw materials of materials sorted
28	39.00.Z	Activity associated with the rehabilitation and other service activity associated with the waste disposal
29	46.13.Z	Activity of agents in respect to sale of wood and building materials
30	46.14.Z	Activity of agents in respect to sale of machines, the industry equipment, ships and airplanes
31	46.18.Z	Activity of agents in respect of sale of remaining specified goods
32	46.19.Z	Activity of agents dealing with the sale of the goods of different kind
33	47.99.Z	Remained retail sales conducted apart from the shop network, stalls and marketplaces
34	55.20.Z	Lodging-houses and places of the short-term accommodation
35	58.14.Z	Publishing of magazines and remaining periodicals
36	59.19.Z	Remaining publishing activity
37	62.01.Z	Activity associated with the software
38	62.02.Z	Activity connected with the consulting in the computer science
39	62.03.Z	Activity associated with managing computer devices
40	62.09.Z	Remaining service activity in the scope of computer technologies
41	64.20.Z	Operations of financial holding companies
42	64.92.Z	Other forms of granting credit
43	64.99.Z	Remained financial activity service, somewhere else not-classified, with the exception of insurance and pension funds
44	66.19.Z	Remained activity supporting financial services with the exception of insurance and pension funds
45	68.10.Z	The purchase and the sales of real estate on one's own account
46	68.20.Z	The lease and the property management own or leased
47	68.31.Z	Estate agency activity
48	68.32.Z	Property management made on request
49	69.20.Z	Activity in the scope of accounting and bookkeeping; with the exception of the tax consulting
50	70.10.Z	Operations of central companies (headoffices) and holding companies, with the exception of financial holding companies
51	70.22.Z	Other consulting concerning business activity and management
52	71.11.Z	Activity within the scope of architecture
53	71.12.Z	Activity within the scope of engineering and technical consulting associated
54	71.20.B	Other examinations and technical analyses
55	74.10.Z	Activity within the scope of the specialist design
56	74.90.Z	Remaining professional activity, and scientific and technical activity, somewhere else not-classified
57	77.32.Z	The hiring out and the lease of machines and building devices
58	77.33.Z	The hiring out and the lease of office furniture and equipment (including computers)
59	77.39.Z	The hiring out and leasing of other machines and equipment and tangible property somewhere else not-classified
60	77.40.Z	Lease of the intellectual property and similar products, with the

		exception of copyrighted works
61	78.30.Z	Activity remained associated with making employees available
62	81.10.Z	Auxiliary activities associated with keeping buildings in order
63	81.21.Z	Non-specialist cleaning buildings and works
64	81.22.Z	Specialist cleaning buildings and objects
65	81.29.Z	Other cleaning
66	81.30.Z	Service activity associated with the development of greens
67	82.11Z	Service activity associated with the administrative service of the bureau
68	82.19.Z	Making the photocopy, preparing documents and other specialist activity assisting running the office
69	82.99.Z	Other activity supporting the conducting business activities, somewhere else not-classified
70	86.90.E	Remaining activity in the health care, somewhere else not-classified remained
71	18.13.Z	Service activity associated with the making ready for the press
72	18.14.Z	The bookbinding and similar services

### III. SHARE CAPITAL

#### §7

1. The company's share capital amounts to PLN 3,900,000 (PLN three million nine hundred thousand) and is divided into 3,900,000 shares of the face value PLN 1 (PLN one) each, including:

- a) 1,817,500 (one million eight hundred seventeen thousand five hundred) founding shares issued in the form of inscribed shares,
- b) 682,500 (six hundred eighty two thousand five hundred) B class shares issued in the form of inscribed shares,
- c) 530,000 (five hundred thirty thousand) C class bearer's shares,
- d) 865,000 (eight hundred sixty five thousand) D class issued in the form of inscribed shares.

#### §8

1. The inscribed founding shares and the inscribed B class shares, taken up by the company's employees, represent preferred shares in the manner and on the terms and conditions mentioned under §9.
2. The company's shares of all issues have been deposited with the National Depository for Securities [Krajowy Depozyt Papierów Wartościowych S.A.]

#### §9

1. The preference granted to shares means that each of those shares represent three votes.
2. The preferred share shall lose the preferential nature:
  - in the event of exchanging this share into a bearer's share,
  - upon terminating the employment contract between the shareholder (holder of founding shares or B class shares) and the company,
  - in the event of selling the preferred share to a person not being the company's employee,
  - if the title to the preferred share has been inherited by another person not being the company's employee.

3. A share that has lost its preferential nature may not get back the preferential nature mentioned under paragraph 1.

#### § 10

1. At the shareholder's request the inscribed shares shall be converted into bearer's shares.
2. The company shall convert the inscribed shares into bearer's shares twice a year and fulfil the shareholders' requests that were submitted to the company by the brokerage offices until 10 January and until 10 July of a given calendar year.
3. The shares proposed for conversion shall be converted and assimilated at times set out by the National Depository for Securities and the Warsaw Stock Exchange in February and August of a given calendar year.

#### § 11

The company's own shares may be purchased and redeemed under the voluntary procedure, on the terms and conditions stipulated in regulations of the Commercial Companies Code."

### IV. THE COMPANY'S AUTHORITIES

#### § 12

The company's authorities shall comprise:

- 1) the General Meeting,
- 2) the Supervisory Board,
- 3) the Company's Management Board.

### THE GENERAL MEETING

#### § 13

1. The General Meeting shall be convened as ordinary or extraordinary meetings by the announcement on the company's website [www.prochem.com.pl](http://www.prochem.com.pl) and in the way determined for the transmission of current information according to provisions of the mandatory law applying to public companies.
2. The General Meeting shall be convened by the Management Board on dates specified under the Commercial Companies Code.
3. Other authorities or persons, indicated in the absolutely binding regulations of the Commercial Companies Code and in cases indicated in the aforesaid regulations shall also have the right to convene the General Meeting.

#### § 14

1. The General Meeting shall be organised in the traditional way or at the utilization of electronic communication. The information about the way of the organization and the possibility of participating of shareholders in the General Meeting shall be conveyed in announcement about the General Meeting.
2. Only the persons being shareholders of the company for sixteen days before the date of the General Meeting (registration date of the participation in the General Meeting) shall have the right to participate in the General Meeting.

3. The company shall establish the list of persons entitled to participate in the General Meeting on the basis of:
  - list drawn up by the National Depository for Securities,
  - share book of PROCHEM S.A.
4. If the Commercial Companies Code does not provide otherwise, the General Meeting may pass resolutions irrespective of the number of attendees and the amount of share capital represented.
5. Each share shall give the right to one vote at the General Meeting, excluding preferred shares where each of those shares shall give the right to three votes.

#### § 15

1. The General Meeting may pass resolutions only regarding the matters covered by the session's agenda.
2. The agenda of the General Meeting shall be determined by the Management Board.
3. A shareholder or shareholders representing at least one twentieth of the share capital may demand that :
  - an Extraordinary General Meeting be convened
  - specific items be included in the agenda of the session of the following General Meeting,
  - to file drafts of resolutions concerning the established agenda.”

#### § 16

The General Meeting shall be opened by the Chairman of the Supervisory Board or a Supervisory Board member indicated by him/her, and after that the General Meeting shall elect, out of the persons eligible to participate in the General Meeting, the chairman to take over the chairing of the session.

#### § 17

The General Meeting shall pass resolutions in matters:

- 1) approving the reports of the company's Management Board activity and the company's and company's Capital Group financial statements for the last year,
- 2) the distribution of profits or coverage of losses for the past year,
- 3) granting exoneration to the members of the company's authorities,
- 4) electing and recalling the Supervisory Board,
- 5) changing the subject matter of the company's enterprise operations,
- 6) amending the company's statutes,
- 7) redeeming shares,
- 8) issuing bonds,
- 9) approving the Bylaw of the General Meeting of PROCHEM S.A.
- 10) other matters which were reserved according to effective laws and regulations competence of the General Meeting.

#### § 18

The voting at the General Meeting shall be open. Secret voting shall be ordered when voting on the proposals to recall the members of the company's authorities or liquidators, on bringing them to justice and on personnel-related matters. Apart from

that, secret voting should be ordered at the request of at least one of the shareholders present or represented at the General Meeting.

## B. SUPERVISORY BOARD

### § 19

1. Supervisory Board shall comprise five persons. The members of the Supervisory Board shall be elected by the General Meeting.
2. The joint term of office of the Supervisory Board members shall last three years.
3. The members of the Supervisory Board shall elect one of their members the chairman of the Supervisory Board and the Vice-Chairman and Secretary, if necessary.

### § 20

1. The Supervisory Board shall hold meetings at least 5 times a year.
2. The Supervisory Board's meetings shall be convened and chaired by the Chairperson of the Supervisory Board. During the absence of the Chairperson of the Supervisory Board the meeting shall be chaired by the Vice-Chairperson, if elected, or one of the members elected by the Supervisory Board.
3. Chairman of the Supervisory Board is obliged to convene the meeting of the Supervisory Board upon written request of the Management Board or **one member of the Supervisory Board**. In such a case Chairman of the Supervisory Board is obliged to order convening the meeting not later than in the sequence of two weeks counting from the application filing date”.

### § 21

1. For validity of the Supervisory Board's resolutions it shall be required to invite to the meeting all members of the Supervisory Board and at least three members present.
2. The Supervisory Board shall pass resolutions by absolute majority of votes of the members present. In the event of tie on vote, the meeting's chairman's vote shall be decisive.
3. The Supervisory Board shall be allowed to pass resolutions by means of written voting.
4. The Supervisory Board shall operate on the basis of the bylaw passed by the General Meeting, specifying the mode and manner of exercising the prerogatives thereof.

### § 22

1. The Supervisory Board shall exercise constant governance of the company's operation.
2. Special prerogatives of the Supervisory Board shall include:
  - 1) auditing the report on the Management Board's activity and the company's financial statements and the Capital Group of PROCHEM S.A. financial statements,
  - 2) presenting the General Meeting with reports on activities mentioned under item 1,
  - 3) approving programmes and action plans for the company,
  - 4) suspending in their duties or recalling, due to important reasons, the Company's Management Board or individual members thereof and

- delegating the Supervisory Board members to perform on a temporary basis the duties of the Management Board members if the Management Board members are unable to perform the said duties,
- 5) approving the organisational structure of the company's enterprise,
  - 6) approving the principles of salary payment to the employees of the company's enterprise, and establishing principles and amounts of the remuneration of members of the Management Board,
  - 7) granting consent to making donations by the company,
  - 8) granting consent to setting up new enterprises by the company, establishing companies and joining the existing ones, and selling stocks and shares in other companies, and liquidating companies,
  - 9) choosing the chartered accountant to audit the company's financial statements, granting consent to purchasing and selling the company's real property,
  - 10) approving the bylaws of the Supervisory Board,
  - 11) reviewing motions of the Management Board in relation to conditions of the share repurchase for the purpose of redemption.

#### § 23

The Supervisory Board may delegate its members to perform on an individual basis some governance activities.

#### § 24

1. The members of the Supervisory Board shall exercise their rights and duties in person.
2. The members of the Supervisory Board shall receive remuneration in the amount and on the terms and conditions specified in the Bylaw of the Supervisory Board of PROCHEM S.A.
3. The remuneration of the Supervisory Board member delegated to perform activities shall be determined by the Supervisory Board.

### C. THE COMPANY'S MANAGEMENT BOARD

#### § 25

1. The company Management Board consists around one to three members. For the period of the shared term of office lasting three years the Supervisory Board is appointing the Chairman and remaining members of the Management Board. If necessary a Vice-Chairman of the Management Board or Vice-Chairmen of the Management Board are being appointed."
2. The Supervisory Board may recall the entire Management Board or individual members thereof due to important reasons.

#### § 26

1. The Management Board shall handle the company's affairs and represent the company.
2. The Chairman of the company's Management Board shall be authorised to make statements on the company's behalf on a one-person basis. In the event of the other Management Board members and holders of commercial power of attorney, the joint

action of:

- two Management Board members,
- one Management Board member and the holder of commercial power of attorney,
- two holders of commercial powers of attorney jointly shall be required to make statements on behalf of the company.

#### § 27

Agreements and other legal activities on the company's behalf shall be signed or performed with the Management Board members by the Supervisory Board on the basis of resolutions passed. Agreements and other documents shall be signed on behalf of the Supervisory Board by the Chairman or another authorised member of the Supervisory Board.

### V. THE COMPANY'S BUSINESS

#### § 28

The organisation of the company's enterprise shall be determined by the organisational bylaw set forth by the Management Board and approved by the Supervisory Board.

#### § 29

1. The company shall keep the books of account in accordance with applicable regulations.
2. Stand-alone financial statements have been drafted by the company in accordance with the International Accounting Standards (IAS) since the trading year 2006.
3. The trading year of the company shall be the calendar year.

#### § 30

1. The company shall establish the following capitals and funds:
  - 1) share capital,
  - 2) spare capital,
  - 3) reserve capital,
  - 4) fringe benefit fund,
  - 5) special-purpose funds.
2. The supplementary capital shall be established from the net annual profit contributions and the variation between the issue and face value of shares.
3. The reserve capital shall be established from net profit contributions and shall be designed to cover individual losses or expenses specified by the General Meeting Shareholders.
4. The fringe benefit fund shall be established from the cost charges and from net annual profit contributions and shall be designated for housing aid for employees of the company's enterprise and fringe benefits for employees and old-age and disability pensioners.
5. Special-purpose funds shall be established from net profit contributions for purposes set forth in the resolutions passed by the General Meeting of Shareholders.
6. The contribution to supplementary capital shall represent 8% of the net annual profit until the capital has reached at least 1/3 of the share capital.

### § 31

If the company's balance sheet shows a loss higher than the sum of the supplementary capital and the reserve capital and one third of the initial capital, then the Management Board shall be obliged to immediately convene the General Meeting with the aim of passing resolution on the future existence of the company.

### § 32

The company's net profit may be designed for:

- 1) dividend for shareholders,
- 2) contributions to spare capital,
- 3) contributions to reserve capitals and funds established by the company,
- 4) redemption of the company's treasury shares,
- 5) other purposes specified in the resolution of the company's relevant authority.

## VI. THE COMPANY'S DISSOLUTION AND LIQUIDATION

### § 33

1. The company shall be liquidated as a result of resolution of the General Meeting on dissolving the company or due to other reasons provided for by the law.
2. The company shall be dissolved after completing the liquidation.
3. The specific principles of the company's liquidation shall be set forth by the Commercial Companies Code.

## VII. FINAL PROVISIONS

### § 34

The Company shall publish its announcement on the company's website: [www.prochem.com.pl](http://www.prochem.com.pl) and in other way according to provisions of the mandatory law applying to public companies. “

### § 35

To issues not regulated herein the Commercial Companies Code shall apply.

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2. The resolution shall come into effect with the registration date of changes to the Statutes by the Registration Court .

#### **Grounds:**

Approving the uniform text of Statutes is justified with the need to file the consolidated text of the Statutes to the Register Court with application for registration of changes to Statutes.

### **RESOLUTION No 11**

1. Acting on the basis of article 17 of Statutes of the Company, the General Meeting of Shareholders is adopting new Bylaws of the Supervisory Board in accordance with Enclosure No 1 to this Resolution.



2. The resolution shall come into effect with the registration date of changes to the Statutes by the Registration Court .

**Grounds:**

The change of contents of Bylaws of the Supervisory Board results out of necessity of adaptations of these regulations to changes stipulated in the Statutes.

**RESOLUTION No 12**

1. Acting on the basis of article 17 of Statutes of the Company, the General Meeting of Shareholders is approving the consolidated financial statement of PROCHEM SA Capital Group for 2009 including:
  - 1) Consolidated statement of the financial position as at 31 December 2009 with total assets and liabilities plus equity in the amount of PLN **189,735** thousand (say: one hundred eighty nine million seven hundred thirty five thousand Zloty)
  - 2) Consolidated profit and loss account from 1 January 2009 to 31 December 2009 disclosing a net profit in the amount of PLN **2,447** thousand (say: two million four hundred forty seven thousand Zloty),
  - 3) consolidated statement of total revenues for the period from 1 January 2009 to 31 December 2009 disclosing total revenues in the amount of PLN **2,447** thousand (say: two million four hundred forty seven thousand Zloty)
  - 4) consolidated cash flow statement for the accounting year from 1 January 2009 to 31 December 2009 showing a cash decrease in the amount of PLN **12,648** thousand (say: twelve million six hundred forty eight thousand Zloty)
  - 5) consolidated statement of changes in consolidated capital disclosing an increase by the amount of **1,073** thousand (say: one million seventy three thousand Zloty)
  - 6) additional information on the adopted accounting standards (policies) and explanations.
3. The resolution shall come into effect upon its adoption.

Grounds:

Legal basis: Art. 395 § 5 of the Commercial Companies Code

**RESOLUTION NO 13**

1. Acting on the basis of Article 17 of Statutes of the Company, THE GENERAL MEETING OF PROCHEM is making the correction of the arithmetical mistake in the Resolution No 5 of the General Meeting of June 6<sup>th</sup> 2009 changing contents of the resolution in section 1 in relation to the reserve capital where record "reserve capital PLN 1,413,974.48 is being replaced with the record: " reserve capital – PLN 1,384,004.48".
2. The resolution shall come into effect upon its adoption.

**Grounds:**

Correcting a miscalculation with a view to adapting the resolution to data given in the financial statement for the year 2008.