

## **INFORMATION FOR SHAREHOLDERS OF PROCHEM S.A. IN ACCORDANCE WITH ART. 402<sup>2</sup> OF THE COMMERCIAL COMPANIES CODE**

### **I . Information about the right of a shareholder to request certain issues on the agenda of the General Meeting.**

1. Shareholder or shareholders representing at least one twentieth (1/20) of the share capital of PROCHEM S.A. have the right to request certain issues on the agenda of the Annual General Meeting of the Company. The request should be submitted to the Management Board not later than 21 days before the date of the Annual General Meeting, i.e. until 17 May 2014. The request should include a justification or a draft resolution on the proposed agenda. The request may be submitted in writing at the registered office of the company or in electronic form and sent to the following e-mail address of the company: [wza@prochem.com.pl](mailto:wza@prochem.com.pl)
2. A shareholder / shareholders should demonstrate a sufficient number of shares on the date of submission of the request by attaching a deposit certificate / in the case of shareholders who are legal entities and partnerships confirm the right to act on behalf of the entity by attaching a current copy of KRS. In the case of shareholders submitting a request using electronic means of communication, the documents should be sent in PDF format. In order to verify the sender's Internet account, the Company reserves the right to inspect and obtain confirmation that the request was sent by the sender. Only return confirmation of the sender starts the procedure of the CCC regarding request of a shareholder.

### **II. Information about the right of shareholders to present the draft resolutions relating to matters on the agenda of the General Meeting of Shareholders before the General Assembly**

1. A shareholder or shareholders representing at least one twentieth (1/20) of the share capital may, before the date of the Annual General Meeting, submit in writing draft resolutions on issues included in the agenda of the Annual General Meeting to the registered office of the company or by means of electronic communication to the address of the company: [wza@prochem.com.pl](mailto:wza@prochem.com.pl)
2. A shareholder / shareholders should demonstrate a sufficient number of shares on the date of submission of the request by attaching a deposit certificate / in the case of shareholders who are legal entities and partnerships confirm the right to act on behalf of the entity by attaching a current copy of KRS. In the case of

shareholders submitting a request using electronic means of communication, the documents should be sent in PDF format. In order to verify the sender's Internet account, the Company reserves the right to inspect and obtain confirmation that the request was sent by the sender. Only return confirmation of the sender starts the procedure of the CCC regarding request of a shareholder.

### **III. Information about the right of a shareholder to submit draft resolutions on issues included in the agenda during the General Assembly.**

Each shareholder entitled to attend the General Meeting, during the Annual General Meeting, may submit the draft resolutions on issues included in the agenda.

### **IV. Information about the way of exercising the right to vote by the shareholder or proxy.**

1. A shareholder may participate in the General Meeting and exercise their right to vote in person or by proxy.
2. Power of attorney to vote by proxy should be granted in writing or in electronic form. Granting power of attorney in an electronic form does not require a secure electronic signature verified by a valid qualified certificate. The power of attorney should contain basic information about the shareholder granting the proxy, as well as about the person to whom was granted power of attorney:
  - name, surname,
  - address,
  - identity card,
  - phone number,
  - e-mail,
  - the scope of the power of attorney – number of shares from which right to vote will be executed and the way of exercising of that right,
  - date and name GM of PROCHEM S.A.

The Company may request the shareholder to confirm the power of attorney.

3. Electronic power of attorney should be formulated in a separate document signed by the shareholder or a person authorized to represent the shareholder, sent as an attachment in PDF format to the address of the Company [wza@prochem.com.pl](mailto:wza@prochem.com.pl) at latest on 6 June 2014 till 9.00 a.m. Obligatory with electronic power of attorney must be sent the documents confirming the right of a shareholder to participate in the General Meeting.

4. Shareholders will be allowed to participate in the Annual General Meeting upon presentation of Identity card, and attorneys upon presentation of Identity card and a valid power of attorney granted in writing or in electronic form (in the latter case, the attorney should present the printed power of attorney in PDF format). Representatives of legal persons or partnerships should also provide current copies of relevant registers, listing persons authorized to represent these entities.

#### **V. The possibility and way of participating as well as speaking at the General Meeting by means of electronic communication**

PROCHEM S.A. does not provide the opportunity to participate as well as speaking at the 33rd General Meeting by means of electronic communication.

#### **VI. The way of exercising the right to vote by correspondence or by electronic means of communication**

PROCHEM S.A. does not provide the opportunity to exercise the right to vote by correspondence or by electronic means of communication.

#### **VII. The day of registration for participation in the General Meeting**

The date of registration of participation in the 33rd General Meeting is May 22, 2014.

#### **VIII. Information about the right to participate in the General Meeting**

1. The persons will be entitled to participate in the Annual General Meeting of the Company, if:
    - a) on 22 May 2014, were shareholders of the Company,
    - a) since the date of the announcement of the General Meeting and no later than 23 May 2014, will submit request to issue a personal certificate of entitlement to attend the Annual General Meeting to the entity keeping the securities account and in which the Company's shares are recorded.
- It is recommended that shareholders obtain the certificate of entitlement to attend issued as above and bring it on the day of the Annual General Meeting.
2. The Company shall determine the list of shareholders entitled to attend the Annual General Meeting on the basis of the list submitted by the National Depository for Securities (KDPW), and made on the basis of registered certificates

of right to participate in the General Meeting issued by entities conducting securities accounts and of the Book of Shares of PROCHEM S.A. From 4 June 2014 the above list will be available for inspection at the registered office of the Company.

#### **IX. Access to documentation**

1. Persons entitled to attend the Annual General Meeting may obtain at the Company's headquarters, draft resolutions and the full text of the documents to be presented at the Annual General Meeting.
2. The Company will make available all information relating to the Annual General Meeting of Shareholders on the Company's website at: [www.prochem.com.pl](http://www.prochem.com.pl)