

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. The Ordinary General Meeting of joint stock company Prochem resolves to elect ..... as Chairman of the Ordinary General Meeting.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
	Objection reporting		
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. The Ordinary General Meeting of joint stock company Prochem resolves to elect ..... as Member of the Secretariat of the General Meeting.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
	Objection reporting		
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is approving Report of the Management Board on the company's activities for 2017.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
	Objection reporting		
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is approving financial statements of the company for 2017 including:
  - 1) Balance sheet (statement of financial position) as at 31 December 2017, with total assets and equity and liabilities in the amount of PLN 93,512 thousand (say: ninety three million five hundred twelve thousand Zlotys),
  - 2) Profit and loss account for the period from 1 January 2017 to 31 December 2017 showing a net profit of PLN 12,684 thousand (say: twelve million six hundred eight four thousand Zlotys),
  - 3) Statement of comprehensive income for the period from 1 January 2017 to 31 December 2017 showing net profit in the balance sheet in the amount of PLN 12,778 thousand (say: twelve million seven hundred seventy eight thousand Zlotys),
  - 4) Statement of cash flows for the financial year from 1 January 2017 to 31 December 2017, showing increase in cash by the amount of PLN 18,397 thousand (say: eighteen million three hundred ninety seven thousand Zlotys),
  - 5) Statement of changes in equity showing increase in equity by the amount of PLN 12,905 thousand (say: twelve million nine hundred five thousand Zlotys),
  - 6) Notes on adopted accounting principles (policy) and other explanatory notes to the financial statements.
  
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
	Objection reporting		
Number of shares:_____	Number of shares:_____	Number of shares:_____	Number of shares:_____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from performing duties from 1 January 2017 to December 31, 2017, to the President of the Management Board, Jarosław Stępniewski.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from performing duties from 1 January 2017 to December 31, 2017, to the Vice President of the Management Board Marek Kiersznicki.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from performing duties from 1 January 2017 to December 31, 2017, to the Vice President of the Management Board Krzysztof Marczak.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from performing duties from 1 January 2017 to December 31, 2017 to Karol Żbikowski, including for the period from 1 January 2017 to 10 June 2017 as to the Chairman of the Supervisory Board, and from 10 June 2017 to 31 December 2017 r. as to the Member of the Supervisory Board of PROCHEM S.A.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			



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Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from performing duties from 1 January 2017 to December 31, 2017, to the Member of the Supervisory Board of PROCHEM S.A. Andrzej Karczykowski.
2. The resolution shall come into effect upon its adoption.

For	Against Objection reporting	Abstains	At the discretion of the attorney
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from performing duties from 1 January 2017 to December 31, 2017, to the Member of the Supervisory Board of PROCHEM S.A. Krzysztof Obłój.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from performing duties from 1 January 2017 to December 31, 2017, to the Member of the Supervisory Board of PROCHEM S.A. Marcin Pędziński.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from performing duties from 1 January 2017 to 10 June 2017, to the Member of the Supervisory Board of PROCHEM S.A. Michał Suflida.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY  
 Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in  
 Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from performing duties from 10 June 2017 to 31 December 2017 to the Chairman of the Supervisory Board of PROCHEM S.A. Marek Garliński.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
	Objection reporting		
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM resolves that net profit for 2017, in the amount of PLN 12,684,166.55 (say: twelve million six hundred eighty four thousand one hundred sixty six and 55/100 Zlotys) shall be entirely allocated to reserve capital.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY  
 Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in  
 Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is approving consolidated financial statements of the Capital Group of PROCHEM S.A. for 2017 including:
  - 1) Balance sheet (statement of financial position) as at 31 December 2017, with total assets and equity and liabilities in the amount of PLN 156,824 thousand (say: one hundred fifty six million eight hundred twenty four thousand Zlotys),
  - 2) Profit and loss account for the period from 1 January 2017 to 31 December 2017 showing a net profit of PLN 16 976 thousand (say: sixteen million nine hundred seventy six thousand Zlotys),
  - 3) Statement of comprehensive income for the period from 1 January 2017 to 31 December 2017 showing net profit in the balance sheet in the amount of PLN 17,045 thousand (say: seventeen million forty five thousand Zlotys),
  - 4) Statement of cash flows for the financial year from 1 January 2017 to 31 December 2017, showing increase in cash by the amount of PLN 25,032 thousand (say: twenty five million thirty two thousand Zlotys),
  - 5) Statement of changes in equity showing increase in equity by the amount of PLN 17,123 thousand (say: seventeen million one hundred twenty three thousand Zlotys),
  - 6) Notes on adopted accounting principles (policy) and other explanatory notes to the financial statements.
  
2. The resolution shall come into effect upon its adoption.

For	Against	Abstains	At the discretion of the attorney
	Objection reporting		
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

## INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

### RESOLUTION No. ....

1. Acting on the basis of § 11 of the Statutes of the Company, and the Art. 359 § 1 and § 2 of Commercial Companies Code THE GENERAL MEETING OF PROCHEM S.A. is making a redemption, in the mode of voluntarily redemption of 960,000 (in words: nine hundred and sixty thousand) of bearer shares with a nominal value of PLN 1.00 (say: one Zloty) each, being designated the securities code: PLPRCHM00014 by the National Depository for Securities, including:
  - a. 865,000 (eight hundred sixty five thousand) D class bearer shares (originally issued as inscribed shares)
  - b. 95,000 (ninety five thousand) C class bearer shares
2. Shares referred to in paragraph 1 were acquired by PROCHEM S.A. on the basis of Resolution No. 4 of the Extraordinary General Meeting of the Company of January 26, 2018 adopted basing on art. 362 §1 item 5 of Commercial Companies Code regarding giving the consent to purchase of own shares by PROCHEM S.A. for its redemption and regarding granting of full authority to purchase own shares of Prochem S.A., for a remuneration in total amounting to PLN 24,000,000.00 (say: twenty four million Zlotys).
3. The redemption of the shares will be effected by decreasing the share capital in accordance with art. 360 § 1 of Commercial Companies Code. As the Company redeems its own shares, the Company is not entitled to remuneration for its redemption, as a shareholder of the shares which are being redeemed.
4. In connection with the redemption of shares, the share capital of the Company shall be reduced by the amount being the total nominal value of the shares, which are being redeemed, i.e. by the amount of PLN 960,000.00 (nine hundred sixty thousand Zlotys).
5. The shares will be redeemed upon the registration by the Court of the reduction of the Company's share capital.
6. Based on Article. 360 § 2 item 2 of the Commercial Companies Code, the share capital is reduced in a simplified mode, i.e. without leading the convocation procedure referred to in art. 456 §1 of the Code of Commercial Companies.
7. The reduction of the share capital and the related amendment of the Statute will take place on the basis of a separate resolution adopted by the General Meeting.
8. The resolution shall come into effect upon the day of its adoption, subject to section 5.

For	Against	Abstains	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			



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Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 11 of the Company's Articles of Association, art. 360 § 1 of Commercial Companies Code and art. 455 § 1 and 2 of the Commercial Companies Code, in connection with the adoption of Resolution No. [●] of June 21, 2018 regarding redemption of 960,000 (say: nine hundred and sixty thousand) shares, with a nominal value of each being PLN 1.00 (one Zloty), THE GENERAL MEETING OF PROCHEM S.A. is reducing the Company's share capital by the amount of PLN 960,000.00 (say: nine hundred sixty thousand Zlotys) by way of redemption of 960,000 bearer shares indicated in resolution No. [●] regarding redemption of shares.
2. The purpose of the share capital decrease is adaptation of the value of the Company's share capital to the number of shares of the Company after making redemption of shares.
3. Based on Article. 360 § 2 item 2 of the Commercial Companies Code, the share capital is reduced in a simplified mode, i.e. without leading the convocation procedure referred to in art. 456 §1 of the Code of Commercial Companies.
4. The reduction of the share capital will take place upon the registration by the Court of the amendment of the Company's statute.
5. The resolution shall come into effect upon the day of its adoption, subject to section 4.

For	Against	Abstains	At the discretion of the attorney
	Objection reporting		
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

**INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY**

Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. Acting on the basis of § 17 section 1 item 6) the Statute of the Company, art. 360 § 1 of Commercial Companies Code and art. 430 of Commercial Companies Code THE GENERAL MEETING OF PROCHEM S.A., resolves to change the content of Company's statute as follows:  
§ 7 of the Statute shall read as follows:  
„1. The company's share capital amounts to 2,935,000 (two million nine hundred thirty five thousand) Zlotys and is divided into 2,935,000 shares with the nominal value of PLN 1.00 (one Zloty) 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) 435,000 (five hundred thirty thousand) C class bearer's shares”
2. This resolution shall come into effect upon the day of registration of the change in the Statute of the Company by the registry court.

For	Against	Abstains	At the discretion of the attorney
	Objection reporting		
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXECUTION OF VOTING RIGHTS BY ATTORNEY  
Ordinary General Meeting of PROCHEM S.A. convened for June 21, 2018, 3:00 p.m., in  
Warsaw at Łopuszańska 95 Street.

**RESOLUTION No. ....**

1. THE GENERAL MEETING OF PROCHEM S.A. adopts the uniform text of the Company Statutes

**[uniform text is available in the published draft resolutions]**

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

For	Against	Abstains	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			