

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

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street

**RESOLUTION No. ....**

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

For	Against	Abstain from voting	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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The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street

**RESOLUTION No. ....**

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

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares _____	Objection reporting  Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street

### RESOLUTION No. ....

1. The Ordinary General Meeting of Prochem Spółka Akcyjna resolves to adopt the following agenda:
  1. Opening of the Ordinary General Meeting.
  2. Election of the Chairman of the Ordinary General Meeting.
  3. Election of the Secretariat of the General Meeting.
  4. Drawing up the attendance list.
  5. Confirmation of the correctness of convening the Ordinary General Meeting and its capability of adoption of resolutions.
  6. Adoption of agenda.
  7. Consideration of the Management Board's report on the company's activity and the company's financial statements for 2021.
  8. Consideration of the Supervisory Board's report for 2021.
  9. Adoption of resolutions concerning:
    - a. approval of the report on the activities of the company in 2021,
    - b. approval of financial statements of the company for 2021,
    - c. granting the members of the Management Board discharge from their duties in 2021,
    - d. granting the members of the Supervisory Board discharge from their duties in 2021,
    - e. distribution of profit for 2021.
  10. Presentation of the consolidated financial statements of PROCHEM S.A. for 2021.
  11. Adoption of a resolution approving the consolidated financial statements of PROCHEM S.A. for 2021.
  12. Adoption of a resolution on issuing an opinion on the Report of the Supervisory Board on the remuneration of Members of the Management Board and Supervisory Board for 2021.
  13. Adoption of resolutions on:
    - a. redemption of own shares acquired pursuant to Resolution No. 20 of the Ordinary General Meeting of Shareholders of PROCHEM S.A. of 24 June 2021,
    - b. reduction of the share capital of PROCHEM S.A. in connection with the redemption of own shares acquired pursuant to resolution No. 20 of the Ordinary General Meeting of Shareholders of PROCHEM S.A. of 24 June 2021.
    - c. Amendments to the Statutes of the Company as a result of a reduction in the share capital in connection with the redemption of own shares acquired pursuant to Resolution No. 20 of the Ordinary General Meeting of Shareholders of PROCHEM S.A. of 24 June 2021,
    - d. adopting a uniform text of the Statute,
  14. Adoption of a resolution on adopting the "Best Practices of WSE Listed Companies 2021" for application.
  15. Closing the meeting.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S is approving Report of the Management Board on the company's activities for 2021.
2. The resolution shall come into effect upon its adoption.

For	Against Objection reporting	Abstain from voting	At the discretion of the attorney
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. is approving financial statements of the company for 2021 including:
  - 1) Balance sheet (statement of financial position) as at 31 December 2021, with total assets and equity and liabilities in the amount of PLN 138 933 thousand (say: one hundred thirty eight million nine hundred thirty three thousand and 00/100 Zlotys),
  - 2) Profit and loss account for the period from 01 January 2021 to 31 December 2021 showing a net profit of PLN 2 713 thousand (say: two million seven hundred thirteen thousand and 00/100 Zlotys),
  - 3) Statement of comprehensive income for the period from 01 January 2021 to 31 December 2021 showing net profit in the balance sheet in the amount of PLN 2 624 thousand (say: two million six hundred twenty four thousand and 00/100 Zlotys),
  - 4) Statement of cash flows for the financial year from 01 January 2021 to 31 December 2021, showing a decrease in cash by PLN 9 600 thousand (say: nine million six hundred thousand and 00/100 Zlotys),
  - 5) Statement of changes in equity showing decrease in equity by PLN 12 456 thousand (say: twelve million four hundred fifty six thousand and 00/100 Zlotys),
  - 6) Notes on adopted accounting principles (policy) and other explanatory notes to the financial statement.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

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The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2021 to 23.06.2021 to the President of the Management Board Jarosław Stępniewski.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

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### RESOLUTION No. ....

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2021 to 31.12.2021, to Marek Kiersznicki including for the period from 01.01.2021 to 24.06.2021 for the function the Vice President of the Management Board and for the period from 25.01.2021 to 31.12.2021 for the President of the Management Board.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares _____	Objection reporting  Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

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

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2021 to 31.12.2021 to the Vice President of the Management Board Krzysztof Marczak.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	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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The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 25.06.2021 to 31.12.2021 to the Member of the Supervisory Board Michał Dąbrowski.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares _____	Objection reporting  Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

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

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2021 to 31.12.2021 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	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

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

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2021 to 31.12.2021 to the Vice Chairman of the Supervisory Board of PROCHEM S.A Karol Żbikowski.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	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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The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2021 to 31.12.2021 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	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2021 to 23.06.2021 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	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2021 to 31.12.2021 to the Member of the Supervisory Board of PROCHEM S.A. Wiesław Kiepiel.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	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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The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 24.06.2021 to 31.12.2021 to the Member of the Supervisory Board of PROCHEM S.A. Jarosław Stępniewski.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting  Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. resolves that net profit for 2021, in the amount of PLN 2 712 506.66 (say: two million seven hundred twelve thousand five hundred six and 66/100 Zlotys) shall be entirely allocated to reserve capital.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 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 Ordinary General Meeting of PROCHEM S.A. is approving consolidated financial statements of the Capital Group of PROCHEM S.A. for 2021 including:
  - 1) Balance sheet (statement of financial position) as at 31 December 2021, with total assets and equity and liabilities in the amount of PLN 244 577 thousand (say: two hundred forty four million five hundred seventy seven thousand and 00/100 Zlotys),
  - 2) Profit and loss account for the period from 01 January 2021 to 31 December 2021 showing a net profit of PLN 6 280 thousand (say: six million two hundred eighty thousand and 00/100 Zlotys),
  - 3) Statement of comprehensive income for the period from 01 January 2021 to 31 December 2021 showing a net profit in the balance sheet in the amount of PLN 6 170 thousand (say: six million one hundred seventy thousand and 00/100 Zlotys),
  - 4) Statement of cash flows for the financial year from 01 January 2021 to 31 December 2021, showing decrease in cash by PLN 24 534 thousand (say: twenty four million five hundred thirty four and 00/100 Zlotys),
  - 5) Statement of changes in equity showing decrease in equity by PLN 9 791 thousand (say: nine million seven hundred ninety one thousand and 00/100 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	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street

### RESOLUTION No. ....

1. Ordinary General Meeting of PROCHEM S.A. after considering the Report of the Supervisory Board on the remuneration of the Members of the Management Board and Supervisory Board in the financial year 2021 and reading the statutory auditor's assessment in the scope of including the information required under Article 90g section 1-5 and 8 of the Act of July 29, 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (i.e. of October 27, 2020 (Journal of Laws of 2020, item 2080), hereby gives a positive opinion of the Report submitted by the Supervisory Board.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street

### RESOLUTION No. ....

1. GENERAL MEETING OF PROCHEM S.A., acting pursuant to § 11 of the Company's Statutes and art. 359 § 1 and § 2 of the Commercial Companies Code redeems, in the course of voluntary redemption, 580,000 (say: five hundred and eighty thousand) bearer shares with a nominal value of PLN 1.00 (say: one Zloty) each, marked by the National Depository for Securities S.A. securities code: PLPRCHM00014, including:
  - a. 145 000 (one hundred forty five thousand) series B bearer shares (originally issued as registered shares).
  - b. 435.000 (four hundred thirty five thousand) series C bearer shares,
2. The shares referred to in section 1 were acquired by PROCHEM S.A. on the basis of resolution No. 20 of the Ordinary General Meeting of the Company of June 24, 2021 regarding consent to the acquisition by PROCHEM S.A. own shares for the purpose of their redemption and in the matter of granting the authorization to acquire own shares of Prochem S.A., taken pursuant to art. 362 §1 item 5 and article. 360 § 2 item 2 of the Commercial Companies Code, for a remuneration totalling PLN 15,080,000.00 (say: fifteen million eighty thousand and 00/100 Zlotys).
3. The redemption of the Shares will take place through the reduction of the share capital, pursuant to Art. 360 § 1 of the Commercial Companies Code Since the Company redeems its own shares, the Company, as a shareholder of the redeemed shares, is not entitled to remuneration for their redemption.
4. In connection with the redemption of shares, the share capital of the Company will be reduced by the amount of the total nominal value of the redeemed shares, i.e. by PLN 580,000.00 (say: five hundred and eighty thousand Zlotys).
5. The shares will be redeemed upon 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 reduction of the share capital takes place in a simplified manner, i.e. without carrying out the convocation procedure referred to in Art. 456 § 1 of the Commercial Companies Code.
7. The reduction of the share capital and the related amendment to the Statutes will take place on the basis of a separate resolution adopted by the General Meeting.
8. The resolution comes into force on the date of its adoption, subject to paragraph 5.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street

### RESOLUTION No. ....

1. GENERAL MEETING OF PROCHEM S.A., acting pursuant to § 11 of the Company's Statute, art. 360 § 1 of the Commercial Companies Code and Art. 455 § 1 and 2 of the Commercial Companies Code, in connection with the adoption of Resolution No.[●] of June 27, 2022 on the redemption of 580,000 (say: five hundred and eighty thousand) shares, with a nominal value of PLN 1.00 (say: one Zloty) each, reduces the share capital of the Company by PLN 580,000.00 (say: five hundred and eighty thousand Zlotys), by redeeming 580,000 bearer shares indicated in resolution no.[●] on the redemption of shares.
2. The purpose of reducing the share capital is to adjust the value of the Company's share capital to the number of the Company's shares, after redemption of the shares.
3. Based on Article. 360 § 2 point 2 of the Commercial Companies Code, the reduction of the share capital takes place in a simplified manner, i.e. without carrying out the convocation procedure referred to in Art. 456 §1 of the Commercial Companies Code.
4. The capital reduction will take place upon registration by the Court of the amendment to the Company's Statutes.
5. The resolution comes into force on the date of its adoption, subject to paragraph 4.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street

### RESOLUTION No. ....

1. GENERAL MEETING OF PROCHEM S.A., acting pursuant to § 17 sec. 1 item 6) the Statutes of the Company, Art. 360 § 1 of the Commercial Companies Code and Art. 430 of the Commercial Companies Code decides to amend the content of the Company's Statutes as follows:  
§ 7 of the statutes shall read as follows:  
„1. The company's share capital amounts to PLN 2,355,000 (two million three hundred fifty five thousand) and is divided into 2,355,000 shares with a 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 as registered shares,  
b) 537,500 (five hundred and thirty seven thousand five hundred) series B shares issued as registered shares.”
2. This resolution comes into force on the date of registration of the amendment to the Statutes by the registry court.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street

### RESOLUTION No. ....

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

[...]

2. This resolution comes into force on the date of registration of the amendment to the Statutes by the registry court.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

## INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 27, 2022, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street

### RESOLUTION No. ....

1. Ordinary General Meeting of PROCHEM S.A. acting pursuant to Art. 395 § 5 of the Code of Commercial Companies and Partnerships declares that the General Meeting, acting within its powers, will follow the "Best Practices of WSE Listed Companies 2021" in the wording established by a resolution of the Supervisory Board of the Warsaw Stock Exchange S.A. 13/1834/2021 of March 29, 2021, constituting an appendix to this resolution, taking into account generally applicable laws and the Statute of PROCHEM S.A., with the exception of the rules listed as not applied in the Information on the state of application by the company of the principles contained in the Collection The Practices of WSE Listed Companies 2021 published by PROCHEM S.A. on 30 July 2021.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			