

DRAFT RESOLUTIONS FOR XXXV GENERAL MEETING OF PROCHEM S.A.

RESOLUTION No. 1

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is adopting Report of the Management Board on the Company Activities in 2015.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No. 2

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is approving financial statements of the company for 2015 including:
 - 1) Balance sheet (statement of financial position) as at 31 December 2015, with total assets and equity and liabilities in the amount of PLN 157,200 thousand (say: one hundred fifty seven million two hundred thousands of Zlotys)
 - 2) Profit and loss account for the period from 1 January 2015 to 31 December 2015 with a net profit of PLN 6,213 thousand (say: six million two hundred thirteen thousands of Zlotys),
 - 3) Statement of comprehensive income for the period from 1 January 2015 to 31 December 2015 with a total of comprehensive income of PLN 5,811 thousand (say: five million eight hundred eleven thousands of Zlotys),
 - 4) Statement of cash flows for the financial year from 1 January 2015 to 31 December 2015, showing an increase in cash by the amount of PLN 13,807 thousand (say: thirteen million eight hundred seven thousands of Zlotys),
 - 5) Statement of changes in equity showing an increase in equity by the amount of PLN 4,448 thousand (say: four million four hundred forty eight thousands of Zlotys),
 - 6) Notes on adopted accounting principles (policy) and other explanatory notes.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No. 3

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to President of the Management Board Jarosław Stępniewski for the period from 1 January 2015 to 31 December 2015.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No. 4

3. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to Vice President of the Management Board Marek Kiersznicki for the period from 1 January 2015 to 31 December 2015.
4. The resolution shall come into effect upon its adoption.

RESOLUTION No. 5

5. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to Vice President of the Management Board Krzysztof Marczak for the period from 1 January 2015 to 31 December 2015.
6. The resolution shall come into effect upon its adoption.

RESOLUTION No. 6

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to Chairman of the Supervisory Board of PROCHEM S.A. Marek Garliński for the period from 1 January 2015 to 31 December 2015.
2. The resolution shall come into effect upon its adoption.

RESOLUTION NO. 7

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to Vice Chairman of the Supervisory Board of PROCHEM S.A. Steven Tappan for the period from 1 January 2015 to 31 December 2015.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No. 8

3. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to Member of the Supervisory Board of PROCHEM S.A. Andrzej Karczykowski for the period from 1 January 2015 to 31 December 2015.
4. The resolution shall come into effect upon its adoption.

RESOLUTION No. 9

5. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to Member of the Supervisory Board of PROCHEM S.A. Wiesław Kiepiel for the period from 1 January 2015 to 31 December 2015.
6. The resolution shall come into effect upon its adoption.

RESOLUTION No. 10

7. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to Member of the Supervisory Board of PROCHEM S.A. Krzysztof Obłój for the period from 1 January 2015 to 31 December 2015.
8. The resolution shall come into effect upon its adoption.

RESOLUTION No. 11

(resolution added as requested by shareholders).

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. resolves to distribute the profit for 2015 in the amount of PLN 6,213,046.33 (say: six million two hundred thirteen thousands forty six and 33/100 of Zlotys), as follows:
 - Part of the profit in the amount of PLN 6,193,050.00 to allocate for a dividend for the Company's shareholders, i.e. PLN 1.59 per one share;
 - Part of the profit in the amount of PLN 19,996.33 to allocate for the capital reserve.
2. THE GENERAL MEETING accepts the proposed by the company's Management Board the dates of the dividend registration and the dividend payment:
30 June 2016 – dividend registration date (day D),
15 July 2016 - dividend payment date (day W).
3. The resolution shall come into effect upon its adoption.

RESOLUTION No. 12

4. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. resolves to distribute the profit for 2015 in the amount of PLN 6,213,046.33 (say: six million two hundred thirteen thousands forty six and 33/100 of Zlotys), as follows:
 - Part of the profit in the amount of PLN 1,558,000.00 will be allocated to dividend of the Company's shareholders, i.e. PLN 0.40 per one share;
 - Part of the profit in the amount of PLN 4,655,046.00 will be allocated to the capital reserve.
5. THE GENERAL MEETING accepts the proposed by the company's Management Board the dates of the dividend registration and the dividend payment:
30 June 2016 – dividend registration date (day D),
15 July 2016 - dividend payment date (day W).
6. The resolution shall come into effect upon its adoption.

RESOLUTION No. 13

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. approves consolidated financial statements of PROCHEM S.A. Capital Group for 2015, including:
 - 1) Balance sheet (consolidated statement of financial position) as at 31 December 2015, with total assets and equity and liabilities in the amount of PLN 214,436 thousands (say: two hundred fourteen million four hundred thirty six thousands of Zlotys),
 - 2) Consolidated profit and loss account for the financial year from 1 January 2015 to 31 December 2015 with a net profit of PLN 4,154 thousands (say: four million one hundred fifty four thousands of Zlotys),
 - 3) Consolidated statement of comprehensive income for the period from 1 January 2015 to 31 December 2015 with a total comprehensive income in the amount of PLN 3,743 thousands (say: three million seven hundred forty three thousands of Zlotys),
 - 4) Consolidated statement of cash flows for the financial year from 1 January 2015 to 31 December 2015, showing an increase in cash by the amount of PLN 16 989 thousands (say: sixteen million nine hundred eighty nine thousands of Zlotys),

- 5) Consolidated statement of changes in equity showing an increase in equity by the amount of PLN 2,416 thousand (say: two million four hundred sixteen thousands of Zlotys),
- 6) Notes on adopted accounting principles (policy) and other explanatory notes.

2. The resolution shall come into effect upon its adoption

RESOLUTION No.
(resolution added as requested by shareholders)

on changes in the Supervisory Board

Acting on the basis of Art. 385 § 1 of the Commercial Companies Code, the Articles of Association of the Company:

§1

Dismissed from the Supervisory Board of PROCHEM S.A.

§2

The resolution shall come into effect upon its adoption.

RESOLUTION No.
(resolution added as requested by shareholders)

Acting on the basis of Art. 385 § 1 of the Commercial Companies Code, the Articles of Association of the Company:

§1

Dismissed from the Supervisory Board of PROCHEM S.A.

§2

The resolution shall come into effect upon its adoption.