

## **NOTICE OF CONVOCAATION OF THE ORDINARY GENERAL MEETING OF PROCHEM S.A.**

The Management Board of PROCHEM S.A. seated in Warsaw, at 44C Powązkowska Street, entered into the Register of Entrepreneurs of the National Court Register by the District Court for the Capital City Warsaw, XII Commercial Department of the National Court Register, under KRS number 19753 hereby convene **XXXV Annual General Meeting of PROCHEM S.A., which will be held on 13 June 2016 at 9:00 A.M.**, in Warsaw, at 95 Łopuszańska Street, in the office building ASTRUM Business Park, in the conference room of PROCHEM S.A.

### **The proposed agenda:**

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Appointment of the returning committee.
4. Drawing up the attendance list.
5. Confirmation of correct convening the Annual General Meeting and its ability to adopt resolutions.
6. Adoption of Agenda.
7. Examination of the Report of the Management Board on the Company's activities and the Company's financial statements for the year 2015.
8. Examination of the Report of the Supervisory Board for 2015.
9. Adoption of the resolutions on:
  - a) The approval of the report on the Company's activities in 2015. (Resolution No. 1) ,
  - b) The approval of the financial statements of the Company for the year 2015 (Resolution No. 2),
  - c) Granting a discharge to the Management Board members from fulfillment of their duties in 2015 (Resolutions Nos. 3 – 5),
  - d) Granting a discharge to the Supervisory Board members from fulfillment of their duties in 2015 (Resolutions Nos. 6 - 10),
  - e) Distribution of a profit for the year 2015 (Resolution No 11 – **Resolution added as requested by shareholders**, Resolution No. 12).
10. Presentation of the consolidated financial statements of PROCHEM S.A. for 2015.
11. Adoption of a resolution approving the consolidated financial statements of PROCHEM S.A. for 2015 (Resolution No. 13).
12. Changes in the Supervisory Board (**Item was added according to the request of shareholders**).
13. Close of the Meeting.

## **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 21 May 2016. 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 WZ PROCHEM S.A. (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 10 June 2016 till 9.00 a.m. Obligatorily 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 XXXV 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 XXXV General Meeting is May 26, 2016.

## **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 26 May 2016, were shareholders of the Company,
  - b) since the date of the announcement of the General Meeting and no later than 27 May 2016, 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 SA. From 08 June 2016 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)