

DRAFT RESOLUTIONS FOR XXXIV 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 2014.
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 2014 including:
 - 1) balance sheet (statement of financial position) as at 31 December 2014, with total assets and equity and liabilities in the amount of PLN 139,683 thousand (say: one hundred thirty nine million six hundred eighty three thousand of Zlotys)
 - 2) profit and loss account for the period from 1 January 2014 to 31 December 2014 with a net profit of PLN 5,009 thousand (say: five million nine thousand of Zlotys),
 - 3) statement of comprehensive income for the period from 1 January 2014 to 31 December 2014 with a total of comprehensive income of PLN 5,320 thousand (say: five million three hundred twenty thousand of Zlotys),
 - 4) statement of cash flows for the financial year from 1 January 2014 to 31 December 2014, showing a decrease in cash by the amount of PLN 763 thousand (say: seven hundred sixty three thousand of Zlotys),
 - 5) statement of changes in equity showing an increase in equity by the amount of PLN 5,320 thousand (say: five million three hundred twenty thousand 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 the Management Board in the composition as below, from the fulfillment of their duties for the period from 1 January 2014 to 31 December 2014:
 - Jarosław Stępniewski with votes for,
 - Marek Kiersznicki with votes for,
 - Krzysztof Marczak with votes for.
2. The resolution shall come into effect upon its adoption.

Resolution No. 4

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 the Supervisory Board in the composition as below, from the fulfillment of their duties for the period from 1 January 2014 to 7 June 2014:
 - Andrzej Karczykowski, with votes for,
 - Marek Garliński, with votes for ,
 - Dariusz Krajowski-Kukiel with votes for,
 - Krzysztof Oblój with votes for,
 - Adam Parzydeł withvotes for.
2. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to the Supervisory Board in the composition as below, from the fulfillment of their duties for the period from 7 June 2014 to 31 December 2014:
 - Andrzej Karczykowski with votes for,
 - Marek Garliński, with votes for,
 - Wiesław Kiepiel, with votes for,
 - Krzysztof Oblój with votes for,
 - Steven Tappan with votes for.
3. The resolution shall come into effect upon its adoption.

Resolution No. 5

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 2014 in the amount of PLN 5,009,143.39 (say: five million nine thousand one hundred forty three and 39/100 of Zlotys), as follows:
 - part of the profit in the amount of PLN 1,363,250.00 will be allocated to dividend of the Company's shareholders, i.e. PLN 0.35 per one share;
 - part of the profit in the amount of PLN 3,645,893.39 will be allocated to the capital reserve.
2. The General Meeting accepts proposed by the Board the date for the determination of rights and payment of dividends i.e.:
June 30, 2015 – as the date of the determination of rights to dividend (day D),
July 17, 2015 – as the date of the dividend payment (day W).
3. 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, approves consolidated financial statements of PROCHEM S.A. Capital group for 2014 including:
 - 1) balance sheet (consolidated statement of financial position) as at 31 December 2014, with total assets and equity and liabilities in the amount of PLN 202,337 thousand (say: two hundred two million three hundred thirty seven thousand of Zlotys),
 - 2) consolidated profit and loss account for the financial year from 1 January 2014 to 31 December 2014 with a net profit of PLN 3,278 thousand (say: three million two hundred seventy eight thousand of Zlotys),
 - 3) consolidated statement of comprehensive income for the period from 1 January 2014 to 31 December 2014 with a total of comprehensive income in the amount of PLN 3,881 thousand (say: three million eight hundred eighty one thousand of Zlotys),
 - 4) consolidated statement of cash flows for the financial year from 1 January 2014 to 31 December 2014, showing a decrease in cash by the amount of PLN 1,643 thousand (say: one million six hundred forty three thousand of Zlotys),
 - 5) consolidated statement in changes in equity showing an increase in equity in the amount of PLN 2,920 thousand (say: two million nine hundred twenty thousand of Zlotys),
 - 6) notes on adopted accounting principles (policy) and other explanatory notes
2. The resolution shall come into effect upon its adoption.