

DRAFT RESOLUTIONS FOR XXXVII 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 2016.
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 2016 including:
 - 1) Balance sheet (statement of financial position) as at 31 December 2016, with total assets and equity and liabilities in the amount of PLN 102.681 thousand (say: one hundred two million six hundred eighty one thousands of Zlotys)
 - 2) Profit and loss account for the period from 1 January 2016 to 31 December 2016 with a net loss of PLN 23,601 thousand (say: twenty three million six hundred one thousands of Zlotys),
 - 3) Statement of comprehensive income for the period from 1 January 2016 to 31 December 2016 showing a balance sheet loss of PLN 23,623 thousand (say: twenty three million six hundred twenty three thousands of Zlotys),
 - 4) Statement of cash flows for the financial year from 1 January 2016 to 31 December 2016, showing a decrease in cash by the amount of PLN 16,524 thousand (say: sixteen million five hundred twenty four thousands of Zlotys),
 - 5) Statement of changes in equity showing a decrease in equity by the amount of PLN 29,816 thousand (say: twenty nine million eight hundred sixteen thousands of 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.

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 from duties to Jarosław Stępniewski the President of the Management Board for the period from 1 January 2016 to 31 December 2016.
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 from duties to Marek Kiersznicki the Vice President of the Management Board for the period from 1 January 2016 to 31 December 2016 .
2. 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. is granting exoneration from duties to Krzysztof Marczak the Vice President of the Management Board for the period from 1 January 2016 to 31 December 2016 .
2. 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 from duties to Karol Żbikowski for the period from 11 June 2016 to 31 December 2016 including for the period from 11 June 2016 to 18 November 2016 when he was in the position of a Member of the Supervisory Board, and for the period from 18 November 2016 to 31 December 2016 when he was the President of the Supervisory Board of PROCHEM S.A.
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 from duties to Andrzej Karczykowski a Member of the Supervisory Board of PROCHEM S.A., for the period from 1 January 2016 to 31 December 2016.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 8

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from duties to Krzysztof Obłój a Member of the Supervisory Board of PROCHEM S.A., for the period from 1 January 2016 to 31 December 2016.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 9

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from duties to Marcin Pędziński a Member of the Supervisory Board of PROCHEM S.A., for the period from 28 October 2016 to 31 December 2016.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 10

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from duties to Michał Suflida a Member of the Supervisory Board of PROCHEM S.A., for the period from 11 June 2016 to 31 December 2016.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 11

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from duties to Marek Garliński a Member of the Supervisory Board of PROCHEM S.A., for the period from 1 January 2016 to 28 October 2016.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 12

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration from duties to Steven Tappan a Member of the Supervisory Board of PROCHEM S.A., for the period from 1 January 2016 to 11 June 2016.
2. 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. is granting exoneration from duties to Wiesław Kiepiel a Member of the Supervisory Board of PROCHEM S.A., for the period from 1 January 2016 to 11 June 2016.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 14

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. resolves to cover the loss for 2016 in the amount of PLN 23,600,679.75 (say: twenty three million six hundred thousand six hundred seventy nine and 75/100 of Zlotys) from the Company's reserve capital.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 15

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is approving consolidated financial statements of PROCHEM SA Capital Group for 2016 including:
 - 1) Balance sheet (consolidated statement of financial position) as at 31 December 2016, with total assets and equity and liabilities in the amount of PLN 160,208 thousand (say: one hundred sixty million two hundred eight thousands of Zlotys),
 - 2) Consolidated profit and loss account for the financial year from 1 January 2016 to 31 December 2016 with a net loss of PLN 23,144 thousand (say: twenty three million one hundred forty four thousands of Zlotys),
 - 3) Consolidated statement of comprehensive income for the period from 1 January 2016 to 31 December 2016 showing a balance sheet loss of PLN 23,190 thousand (say: twenty three million one hundred ninety thousands of Zlotys),
 - 4) Consolidated statement of cash flows for the financial year from 1 January 2016 to 31 December 2016, showing a decrease in cash by the amount of PLN 19,812 thousand (say: nineteen million eight hundred twelve thousands of Zlotys),
 - 5) Consolidated statement of changes in equity showing a decrease in equity by the amount of PLN 30,064 thousand (say: thirty million sixty four 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 16

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A., is appointing the following members of the Supervisory Board of the 10th term of office of the Supervisory Board, as below.:
2. The resolution shall come into effect upon its adoption.

RESOLUTION No. 17

Considering:

- highly unsatisfactory financial results for the financial year 2016,
- the worsening, year against year, results for the first quarter of 2017,
- an unsatisfactory formula for carrying out strategic projects in the formula of the Management Contracting/General Contracting (project in Belarus, which is dramatically burdening the result of financial year 2016),

The General Meeting of PROCHEM S.A. recommends to the Company's Management Board the development, approval and implementation of the strategy of the company and the Capital Group, covering the following areas:

- Development and reduction the risk in core business activities of the company i.e. in the provision of design services and general contracting, which allows for fully utilization of the acquired knowledge and the experience of employees, their potential in the opinion of the General Meeting of PROCHEM constitutes the company's greatest value.
- Maximize the stream of dividends from subsidiaries (in the short-term) and disinvestment in the subsidiaries for the simplification of the Group's structure (in the medium term).
- Preparation of the Dividend Fund where will be gathered all benefits from dividends from subsidiaries, sales of subsidiaries, real estate owned by subsidiaries and any other transactions that may increase the Dividend Fund.

In addition, the General Meeting of Shareholders recommends the working out by the Management Board and the Supervisory Board of the Company of mechanisms to ensure the periodic (but not being rarely than once in a quarter) monitoring by the Supervisory Board of the implementation of strategy as above. The General Meeting of Shareholders indicates, hereby, that the way of implementation of the aforementioned Activities will be the basis for evaluating the bodies at the annual General Meeting of Shareholders.