

**XLI ORDINARY GENERAL MEETING
OF PROCHEM S.A.
on August 25, 2020**

**(commencement of the meeting at 4:00 P. M. in the conference room of Prochem S. A. in the
ASTRUM Business Park building at Łopuszańska 95 Street in Warsaw)**

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 that the Annual General Meeting has been duly convened and is capable of adopting 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 2019
- 8) Consideration of the Supervisory Board's report for 2019
- 9) Adoption of resolutions concerning:
 - a. approval of the report on the activities of the company in 2019,
 - b. approval of financial statements of the company for 2019,
 - c. granting the members of the Management Board discharge from their duties in 2019,
 - d. granting the members of the Supervisory Board discharge from their duties in 2019,
 - e. distribution of profit for 2019
- 10) Presentation of the consolidated financial statements of PROCHEM S. A. for 2019
- 11) Adoption of the resolution approving the consolidated financial statements of PROCHEM S. A. for 2019
- 12) Elections to the Supervisory Board of the 11th term of office
- 13) Adoption of a resolution on the approval of the Remuneration Policy of the Management Board and Supervisory Board
- 14) Closing the meeting

DRAFTS OF RESOLUTIONS FOR XLI GENERAL MEETING OF PROCHEM S. A.

Ad. 2

RESOLUTION No.....

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

Ad. 3

RESOLUTION No.....

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

Ad. 9

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S. A. is approving Report of the Management Board on the company's activities for 2019.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S. A. is approving financial statements of the company for 2019 including:
 - 1) balance sheet (statement of financial position) prepared as at December 31, 2019, showing the assets and liabilities in the amount of PLN 177,901 thousand (say: one hundred seventy seven million nine hundred one thousand Zlotys),
 - 2) profit and loss account for the period from January 1, 2019 to December 31, 2019, showing a net profit of PLN 3,698 thousand (say: three million six hundred ninety eight thousand Zlotys),
 - 3) statement of comprehensive income for the period from January 1, 2019 to December 31, 2019, showing a net balance sheet profit of PLN 3,651 thousand (say: three million six hundred fifty one thousand Zlotys),
 - 4) cash flow statement for the financial year from January 1, 2019 to December 31, 2019, showing an increase in cash by the amount of PLN 20 367 thousand (say: twenty million three hundred sixty seven thousand Zlotys),
 - 5) statement of changes in equity showing an increase in equity by PLN 3,651 thousand (say: three million six hundred fifty one thousand Zlotys),
 - 6) notes on the adopted accounting principles (policy) and other explanatory information to the financial statements
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S. A. has granted discharge from his duties from 1 January 2019 to December 31, 2019, to the President of the Management Board, Jarosław Stępniewski.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. has granted discharge from his duties from 1 January 2019 to December 31, 2019, to the Vice President of the Management Board, Marek Kiersznicki.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S. A. has granted discharge from his duties from 1 January 2019 to December 31, 2019, to the Vice President of the Management Board Krzysztof Marczak.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S. A. has granted discharge from his duties from 1 January 2019 to December 31, 2019, to the Chairman of the Supervisory Board of PROCHEM S. A. Marek Garliński.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S. A. has granted discharge from his duties from 1 January 2019 to December 31, 2019, to the Vice Chairman of the Supervisory Board of PROCHEM S. A. Karol Żbikowski.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S. A. has granted discharge from his duties from 1 January 2019 to December 31, 2019, to the Member of the Supervisory Board of PROCHEM S. A. Andrzej Karczykowski.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S. A. has granted discharge from his duties from 1 January 2019 to December 31, 2019, to the Member of the Supervisory Board of PROCHEM S. A. Krzysztof Obłój.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S. A. has granted discharge from his duties from 1 January 2019 to December 31, 2019, to the Member of the Supervisory Board of PROCHEM S. A. Marcin Pędziński.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S. A. resolves so that net profit for 2019, in the amount of PLN 3 697 951.01 (say: three million six hundred ninety seven thousand nine hundred fifty one and 1/100 Zlotys) shall be entirely allocated to reserve capital.
2. The resolution shall come into effect upon its adoption.

Ad. 11

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S. A. is approving consolidated financial statements of the Capital Group of PROCHEM S. A. for 2019 including:
 - 1) balance sheet (statement of financial position) prepared as at December 31, 2019, showing the assets and liabilities in the amount of PLN 259 375 thousand (say: two hundred fifty nine million three hundred seventy five thousand Zlotys),
 - 2) profit and loss account for the period from January 1, 2019 to December 31, 2019, showing a net profit of PLN 8,043 thousand (say: eight million forty three thousand Zlotys),
 - 3) statement of comprehensive income for the period from January 1, 2019 to December 31, 2019, showing the net balance sheet profit in the amount of PLN 7,995 thousand (say: seven million nine hundred ninety five thousand Zlotys),
 - 4) cash flow statement for the financial year from January 1, 2019 to December 31, 2019, showing an increase in cash by the amount of PLN 31,531 thousand (say: thirty one million five hundred thirty one thousand Zlotys),
 - 5) statement of changes in equity showing an increase in equity by PLN 8,203 thousand (say: eight million two hundred three thousand Zlotys),
 - 6) notes on the adopted accounting principles (policy) and other explanatory information to the financial statements
2. The resolution shall come into effect upon its adoption.

Ad. 12

RESOLUTION No.....

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S. A. elects a member of the Supervisory Board of the 11th term of the Supervisory Board
2. The resolution shall come into effect upon its adoption.

Ad. 13

RESOLUTION No.....

1. THE GENERAL MEETING OF PROCHEM S. A. acting pursuant to Art. 90d paragraph. 1 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (hereinafter referred to as the "Act") adopts the remuneration policy for members of the management board and supervisory board of PROCHEM S.A. constituting Appendix No. 1 to this resolution.
2. The resolution shall come into effect upon its adoption.