

# DRAFT OF RESOLUTIONS FOR THE XLIIITH GENERAL MEETING OF PROCHEM S.A.

## Ad. 2

### RESOLUTION No. ....

1. The Ordinary General Meeting of Prochem Spółka Akcyjna resolves to elect as Chairman of the Ordinary General Meeting.....
2. The resolution shall come into effect upon its adoption.

## Ad. 3

### RESOLUTION No.NR ....

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

## Ad. 6

### RESOLUTION No. ....

1. The Ordinary General Meeting of Prochem Spółka Akcyjna resolves to adopt the following 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 of the correctness of convening the Ordinary General Meeting and its capability of adoption of 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 2020.
  8. Consideration of the Supervisory Board's report for 2020.
  9. Adoption of resolutions concerning:
    - a. approval of the report on the activities of the company in 2020,
    - b. approval of financial statements of the company for 2020,
    - c. granting the members of the Management Board discharge from their duties in 2020,
    - d. granting the members of the Supervisory Board discharge from their duties in 2020,
    - e. distribution of profit for 2020
  10. Presentation of the consolidated financial statements of PROCHEM S.A. for 2020.
  11. Adoption of a resolution approving the consolidated financial statements of PROCHEM S.A. for 2020.
  12. Adoption of a resolution on issuing an opinion on the Report of the Supervisory Board on the remuneration of Members of the Management Board and Supervisory Board in the financial years 2019 and 2020.
  13. Supplementary elections to the Supervisory Board of the 11th term of office. Adoption of a resolution on changes to the composition of the Supervisory Board.
  14. Adoption of a resolution on granting consent to the acquisition by PROCHEM S.A. own shares for the purpose of their redemption and in the matter of granting authorization to acquire own shares of PROCHEM S.A.
  15. Adoption of a resolution on the creation of a reserve capital to finance the acquisition of the Company's own shares.
  16. Closing the 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 Ordinary General Meeting is approving Report of the Management Board on the company's activities for 2020.
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 Ordinary General Meeting is approving financial statements of the company for 2020 including:
  - 1) Balance sheet (statement of financial position) as at 31 December 2020, with total assets and equity and liabilities in the amount of PLN 166 831 thousand (say: one hundred sixty six thousand eight hundred thirty one Zlotys),
  - 2) Profit and loss account for the period from 01 January 2020 to 31 December 2020 showing a net profit of PLN 10 076 thousand (say: ten million seventy six thousand Zlotys),
  - 3) Statement of comprehensive income for the period from 01 January 2020 to 31 December 2020 showing net profit in the balance sheet in the amount of PLN 10 017 thousand (say: ten million seventeen thousand Zlotys ),
  - 4) Statement of cash flows for the financial year from 01 January 2020 to 31 December 2020, showing a decrease in cash by PLN 849 thousand (say: eight hundred forty nine thousand Zlotys),
  - 5) statement of changes in equity showing an increase in equity by PLN 10 017 thousand (say: ten million seventeen thousand 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. ....

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting has granted discharge from performing duties from 01 January 2020 to 31 December 2020 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 Statutes of the Company the Ordinary General Meeting has granted discharge from performing duties from 01 January 2020 to 31 December 2020 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 Statutes of the Company the Ordinary General Meeting has granted discharge from performing duties from 01 January 2020 to 31 December 2020 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 Statutes of the Company the Ordinary General Meeting has granted discharge from performing duties from 01 January 2020 to 31 December 2020 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 Statutes of the Company the Ordinary General Meeting has granted discharge from performing duties from 01 January 2020 to 31 December 2020 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 Statutes of the Company the Ordinary General Meeting has granted discharge from performing duties from 01 January 2020 to 31 December 2020 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 Statutes of the Company the Ordinary General Meeting has granted discharge from performing duties from 01 January 2020 to 31 December 2020 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 Statutes of the Company the Ordinary General Meeting has granted discharge from performing duties from 01 January 2020 to 25 August 2020 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 Statutes of the Company the Ordinary General Meeting has granted discharge from performing duties from 25 August 2020 to 31 December 2020 to the Member of the Supervisory Board of PROCHEM S.A. Wiesław Kiepiel.
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 Ordinary General Meeting resolves so that net profit for 2020, in the amount of PLN 10 076 753.04 (say: ten million seventy six thousand seven hundred fifty three and 04/100 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 Ordinary General Meeting, is approving consolidated financial statements of the Capital Group of PROCHEM S.A. for 2020 including:
  - 1) Balance sheet (statement of financial position) as at 31 December 2020, with total assets and equity and liabilities in the amount of PLN 251 465 thousand (say: two hundred fifty one million four hundred sixty five thousand Zlotys),
  - 2) Profit and loss account for the period from 01 January 2020 to 31 December 2020 showing a net profit of PLN 14 008 thousand (say: fourteen million eight thousand Zlotys),
  - 3) Statement of comprehensive income for the period from 01 January 2020 to 31 December 2020 showing a net profit in the balance sheet in the amount of PLN 14 133 thousand (say: fourteen million one hundred thirty three thousand Zlotys),
  - 4) Statement of cash flows for the financial year from 01 January 2020 to 31 December 2020, showing an increase in cash by the amount of PLN 4 147 thousand (say: four million one hundred forty seven thousand Zlotys),
  - 5) Statement of changes in equity showing an increase in equity by the amount of PLN 13 952 thousand (say: thirteen million nine hundred fifty two thousand thousand 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.

#### **Ad. 12**

1. Ordinary General Meeting of PROCHEM S.A. after considering the Report of the Supervisory Board on the remuneration of the Members of the Management Board and Supervisory Board in the financial

years 2019 and 2020 and reading the statutory auditor's assessment in the scope of including the information required under Article 90g section 1-5 and 8 of the Act of July 29, 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (i.e. of October 27, 2020 (Journal of Laws of 2020, item 2080), hereby gives a positive opinion of the Report submitted by the Supervisory Board.

2. The resolution shall come into effect upon its adoption.

#### Ad. 13

##### RESOLUTION No. ....

1. Acting on the basis of § 17 section 1 item 4 of the Statutes of the Company the Ordinary General Meeting resolves to elect as a member of the Supervisory Board of the 11th joint term of the Supervisory Board .....
2. The resolution shall come into effect upon its adoption.

#### Ad. 14

##### RESOLUTION No. ....

Ordinary General Meeting of PROCHEM S.A. ("Company"), acting pursuant to Art. 362 § 1 item 5) and art. 360 § 2 item 2 of the Code of Commercial Companies in connection with § 11 of the Statutes of Prochem S.A. adopts the following:

##### §1

##### **[Authorization to purchase the Company's own shares]**

1. Ordinary General Meeting of PROCHEM S.A. hereby authorizes and obliges the Management Board of Prochem S.A. to acquire the Company's own shares for redemption, on the following principles:
  - 1) the total number of the acquired Company's own shares will not exceed 580,000 (five hundred and eighty thousand) shares, with a total nominal value not exceeding PLN 580,000.00 (five hundred eighty thousand), representing not more than 19.76% of the Company's share capital,
  - 2) the purchase price of the Company's own shares will be PLN 26.00 (twenty-six) per share. The total purchase price of own shares will not exceed PLN 15,080,000.00 (fifteen million eighty thousand),
  - 3) The Management Board is authorized to purchase the Company's own shares from the date of this resolution, i.e. from June 24, 2021 to August 31, 2021,
  - 4) The Management Board of the Company is authorized to make all decisions and perform all activities necessary to acquire the Company's own shares, subject to the conditions set out in this resolution,
  - 5) the payment of remuneration for the shareholders of the acquired shares will be covered from the "Reserve capital created for the purchase of own shares for their redemption", created on the basis of the Resolution of this Ordinary General Meeting,
  - 6) all shareholders holding both registered and bearer shares will be entitled to submit offers to the Company to sell the Company's shares,
  - 7) the acquisition of own shares will be carried out through the submission by the Company of a voluntary share purchase offer to all shareholders,
  - 8) The shares will be purchased through a brokerage house,
  - 9) The Management Board is obliged to conduct a buy-back of own shares ensuring equal and proportional access for shareholders to exercise the right to sell own shares, including a proportional reduction in the process of acquiring own shares, while maintaining the principle of equal treatment of all shareholders and respect for the rights of minority shareholders.
2. The Ordinary General Meeting of PROCHEM SA authorizes and obliges the Management Board of PROCHEM S.A.:
  - 1) to determine the content and adoption of the Regulations - the acquisition program by PROCHEM S.A. own shares in accordance with the conditions set out in this resolution;
  - 2) performing all obligations, including information obligations resulting from applicable law in connection with the acquisition of own shares by PROCHEM SA.

### **§3 [Convening a General Meeting]**

The Ordinary General Meeting hereby authorizes and obliges the Management Board of PROCHEM SA to place on the agenda of the next General Meeting of PROCHEM SA taking place after the completion of the process of purchasing PROCHEM SA's own shares for their redemption, the point concerning the adoption of a resolution on the redemption of the Company's own shares and a resolution on decrease of the share capital of the Company as a result of redemption of own shares.

### **§ 4 [Final provisions]**

The resolution shall come into effect upon its adoption.

### **RESOLUTION No. ....**

In connection with the adoption of the resolution of the Ordinary General Meeting of PROCHEM S.A. ("Company") No. [...] Of June 24, 2021 on granting consent to the acquisition by PROCHEM SA of its own shares for their redemption and on granting authorization to acquire own shares of PROCHEM SA, the Ordinary General Meeting of PROCHEM SA, acting on the basis of art.396 § 4 and 362 § 2 item 2 of the Commercial Companies Code, in connection with § 30 section 3 and § 32 item 4) of the Statute of PROCHEM SA, resolves as follows:

#### **§ 1**

#### **[Creation of a reserve capital for the purchase of the Company's own shares]**

1. Ordinary General Meeting of PROCHEM S.A. decides to create "Reserve capital to finance the acquisition of the Company's own shares for redemption" in the amount of PLN 15,080,000.00 (fifteen million eighty thousand Zlotys).
2. The reserve capital referred to in section 1 is made up of reserve capital, in part made up of write-offs from net profit.

#### **§ 2**

#### **[allocation of unused funds from the Reserve Capital established for the purpose of purchasing the Company's own shares]**

If by 30 September 2021 not all funds from the reserve capital referred to in § 1 sdection 1 of this Resolution will be used, the capital will be dissolved upon the expiry of this period and the amount of these funds will be transferred to the supplementary capital.

#### **§ 3**

#### **[Final provisions]**

The resolution shall come into effect upon its adoption.