

**Resolutions adopted by the Extraordinary General Meeting of PROCHEM S.A.  
24 July 2010**

**Resolutions of the housekeeping nature**

1. Mr Andrzej Karczykowski stated that the Extraordinary General Meeting elected Mr Marek Garliński the Chairman of the Extraordinary General Meeting in secret ballot, at it 1 374 791 shares voted from which valid votes were cast, which shares constitute 35.25 % of entire share capital, from which total 1 378 091 valid votes were cast, in it:
  - 1 378 091 votes cast in favour of
  - 0 refraining votes
  - 0 votes against
2. Chairman stated that resolution on excluding the confidentiality of choice of a returning committee was passed unanimously, at it 1 374 791 shares voted from which valid votes were cast, which shares constitute 35.25 % of entire share capital, from which total 1 378 091 valid votes were cast in it:
  - 1 378 091 votes cast in favour of
  - 0 refraining votes
  - 0 votes against
3. Chairman stated that the Extraordinary General Meeting unanimously elected Mrs Zofia Kaczor and Mrs Urszula Lipska to the returning committee, at it 1 374 791 shares voted from which valid votes were cast, which shares constitute 35.25 % of entire share capital, from which total 1 378 091 valid votes were cast, in it:
  - 1 378 091 votes cast in favour of
  - 0 refraining votes
  - 0 votes against.

**Resolution No 1**

1. Acting on the basis of Article 17 of Statutes of the Company THE EXTRAORDINARY GENERAL MEETING is filling up the composition of the Supervisory Board of PROCHEM S.A. electing in the secret ballot Mr Adam Parzydeł the member of the Supervisory Board of the VII term of office.
2. The resolution shall come into effect upon its adoption.

Chairman stated that the Extraordinary General Meeting passed unanimously Resolution No 1, at it 1 374 791 shares voted from which valid votes were cast, which shares constitute 35.25 % of entire share capital, from which total 1 378 091 valid votes were cast, in it:

- 1 092 118 votes cast in favour of
- 285 973 refraining votes
- 0 votes against.

**Resolution No 2**

1. Acting on the basis of Article 17 os Statutes of the Company THE EXTRAORDINARY GENERAL MEETING is deciding to accept for applying the

principles of corporate governance under the name GOOD PRACTICE OF COMPANIES LISTED ON WARSAW STOCK EXCHANGE with amendments as in Resolution No 17/1249/2010 of Supervisory Board of the Warsaw Stock Exchange S.A. of 19 May 2010.

Consolidated text of above mentioned document constitutes Enclosure No 1 to this resolution.

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

**Enclosure No 1**  
**to the Resolution No 2**  
**GOOD PRACTICE OF COMPANIES LISTED ON WARSAW STOCK EXCHANGE**  
<http://corp-gov.gpw.pl/assets/library/polish/publikacje/dpsn2010.pdf>  
(consolidated text).

Chairman stated that THE EXTRAORDINARY GENERAL MEETING passed unanimously Resolution No 2, at it 1 374 791 shares voted from which valid votes were cast, which shares constitute 35.25 % of entire share capital, from which total 1 378 091 valid votes were cast, in it:

1 378 091 votes cast in favour of  
0 refraining votes  
0 votes against