

On June 10, 2017 was held the XXXVII Ordinary General Meeting of PROCHEM S.A., which adopted the following resolutions:

RESOLUTION No. 1

The Ordinary General Meeting of PROCHEM S.A. resolves to appoint Mr. Piotr Kubiak for the Chairman of the Ordinary General Meeting.

Mr. Andrzej Karczykowski declared that the General Meeting of Shareholders unanimously passed the resolution No. 1, at the participation in voting of 3 239 450 shares, which constitutes 83.17% of the share capital, from which a total of 3 240 550 valid votes were cast, including:

3 240 550 votes „for”,
0 abstentions,
0 votes against.

RESOLUTION No. 2

The Annual General Meeting decided to elect Anna Kaźmierczak to the Secretariat of the General Meeting.

The Chairman stated that that the General Meeting of Shareholders unanimously passed the resolution No. 2, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:

3 240 550 votes „for”,
0 abstentions,
0 votes against.

RESOLUTION No. 3

The Ordinary General Meeting 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 of the Ordinary General Meeting and its capability of adoption of resolutions.
6. Adoption of Agenda.
7. Examination of the Management Board report on the Company's activities and the Company's financial statements for 2016.
8. Examination of the Report of the Supervisory Board for 2016.
9. Adoption of the resolutions on:
 - a) approval of the Report on the Company's activities in 2016,
 - b) approval of the financial statements of the Company for 2016,
 - c) granting a discharge to the Company's Management Board members from fulfillment of their duties in 2016,
 - d) granting a discharge to the Supervisory Board members from fulfillment of their duties in 2016
 - e) coverage of loss for 2016.
10. Presentation of the consolidated financial statements of PROCHEM S.A. for 2016.
11. Adoption of resolution approving the consolidated financial statements of PROCHEM S.A. for 2016.
12. Election to the Supervisory Board of the 10th term of office.
13. Adoption of the resolution on recommendations for the Management Board and the Supervisory Board.
14. Close of the Meeting.

The Chairman stated that the General Meeting unanimously adopted resolution No. 3, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:

3 240 550 votes „for”,
0 abstentions,
0 votes against.

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 approving Management Board Report on the activities of the company in 2016.
2. The resolution shall come into effect upon its adoption.

The Chairman stated that the General Meeting unanimously adopted resolution No. 4, at the participation in voting of 3 218 229 shares, which constitutes 82.63 % of the share capital, from which a total of 3 219 329 valid votes were cast, including:

3 219 329 votes „for”,
0 abstentions,
0 votes against.

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 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.

The Chairman stated that the General Meeting unanimously adopted resolution No. 3, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:

3 240 550 votes „for”,
0 abstentions,
0 votes against.

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 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.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 6, at the participation in voting of 3 158 507 shares, which constitutes 81.09 % of the share capital, from which a total of 3 159 607 valid votes were cast, including:

3 159 607 votes „for”,
0 abstentions,
0 votes against.

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 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.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 7, at the participation in voting of 3 169 057 shares, which constitutes 81.36 % of the share capital, from which a total of 3 170 157 valid votes were cast, including:

3 170 157 votes „for”,

0 abstentions,

0 votes against

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 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.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 8, at the participation in voting of 3 195 750 shares, which constitutes 82 % of the share capital, from which a total of 3 196 850 valid votes were cast, including:

3 196 850 votes „for”,

0 abstentions,

0 votes against

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 fulfilment of 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 the Member of the Supervisory Board, and for the period from 18 November 2016 to 31 December 2016 as to the Chairman of the Supervisory Board of PROCHEM S.A.
2. The resolution shall come into effect upon its adoption.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 9, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:

3 240 550 votes „for”,

0 abstentions,

0 votes against

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 fulfilment of duties to Andrzej Karczykowski, the 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.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 10, at the participation in voting of 3 111 924 shares, which constitutes 79.9 % of the share capital, from which a total of 3 113 024 valid votes were cast, including:

3 113 024 votes „for”,

0 abstentions,

0 votes against

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 fulfilment of duties to Krzysztof Obłój, the 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.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 11, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:

3 240 550 votes „for”,
0 abstentions,
0 votes against.

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 fulfilment of duties to Marcin Pędziński, the 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.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 12, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:

3 240 550 votes „for”,
0 abstentions,
0 votes against.

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 fulfilment of duties to Michał Sufłida, the 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.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 13, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:

3 240 550 votes „for”,
0 abstentions,
0 votes against.

RESOLUTION No. 14

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 fulfilment of duties to Marek Garliński, the Chairman 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.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 14, at the participation in voting of 3 151 450 shares, which constitutes 80.91 % of the share capital, from which a total of 3 151 750 valid votes were cast, including:

3 151 750 votes „for”,
0 abstentions,
0 votes against.

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 granting exoneration from fulfilment of duties to Steven Tappan, the 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.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 15, at the participation in voting of 3 151 450 shares, which constitutes 80.91 % of the share capital, from which a total of 3 151 750 valid votes were cast, including:

3 151 750 votes „for”,
0 abstentions,

0 votes against.

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 granting exoneration from fulfilment of duties to Wiesław Kiepiel, the 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.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 16, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:

3 240 550 votes „for”,

0 abstentions,

0 votes against.

RESOLUTION No. 17

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 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.

The Chairman stated that the General Meeting unanimously adopted resolution No. 17, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:

3 240 550 votes „for”,

0 abstentions,

0 votes against.

RESOLUTION No. 18

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.

The Chairman stated that the General Meeting unanimously adopted resolution No. 18, at the participation in voting of 3 144 197 shares, which constitutes 80.72 % of the share capital, from which a total of 3 145 297 valid votes were cast, including:

3 145 297 votes „for”,

0 abstentions,

0 votes against.

RESOLUTION No. 19

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A., is appointing Mr. Marek Garliński for the member of the Supervisory Board of the 10th term of office.
2. The resolution shall come into effect upon its adoption.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 19, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:
2 853 029 votes „for”,
387 521 abstentions,
0 votes against.

RESOLUTION No. 20

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A., is appointing Mr. Andrzej Karczykowski for the member of the Supervisory Board of the 10th term of office.
2. The resolution shall come into effect upon its adoption.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 20, at the participation in voting of 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:
2 619 861 votes „for”,
620 689 abstentions,
0 votes against.

RESOLUTION No. 21

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A., is appointing Mr. Eryk Karski for the member of the Supervisory Board of the 10th term of office.
2. The resolution shall come into effect upon its adoption.

The Chairman stated that in a secret ballot for resolution No. 21, participated 1 950 004 shares, which constitutes 50.06 % of the share capital, from which a total of 1 950 004 valid votes were cast, including:
1 152 272 votes „for”,
496 101 abstentions,
301 631 votes against.

The Chairman stated that:

- in connection with the wording of § 10 item 8 of the Regulations of the General Meeting of Shareholders of PROCHEM S.A., according to which "the candidates who received the highest number of votes "for" " are appointed for the members of the Supervisory Board,
- due to the fact that the remaining five candidates have received more votes "for" than Mr. Eryk Karski

the General Meeting did not adopt the resolution of the aforementioned content.

RESOLUTION No. 22

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A., is appointing Mr. Marcin Pędziński for the member of the Supervisory Board of the 10th term of office.
2. The resolution shall come into effect upon its adoption.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 22, at the participation in voting of 3 239 449 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 549 valid votes were cast, including:
3 240 549 votes „for”,
0 abstentions,

0 votes against.

RESOLUTION No. 23

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A., is appointing Mr. Karol Żbikowski for the member of the Supervisory Board of the 10th term of office.
2. The resolution shall come into effect upon its adoption.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 23, at the participation in voting of 3 239 205 shares, which constitutes 83.16 % of the share capital, from which a total of 3 240 305 valid votes were cast, including:

3 240 305 votes „for”,

0 abstentions,

0 votes against.

RESOLUTION No. 24

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A., is appointing Mr. Krzysztof Obłój for the member of the Supervisory Board of the 10th term of office.
2. The resolution shall come into effect upon its adoption.

The Chairman stated that the General Meeting unanimously adopted in a secret ballot resolution No. 24, at the participation in voting of 3 006 282 shares, which constitutes 77.18 % of the share capital, from which a total of 3 007 382 valid votes were cast, including:

2 088 524 votes „for”,

918 858 abstentions,

0 votes against.

RESOLUTION No. 25

Considering :

1. Highly unsatisfactory financial results for the financial year 2016,
2. The worsening, year against year, results for the first quarter of 2017,
3. 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:

4. 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.
5. 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).
6. Preparation of the Dividend Fund wherewill 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.
7. 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.

The Chairman stated that in the voting in voting participated 3 239 450 shares, which constitutes 83.17 % of the share capital, from which a total of 3 240 550 valid votes were cast, including:

1 152 271 votes „for”,

0 abstentions,

2 088 279 votes against.

The Chairman stated that the General Meeting did not adopt the resolution of the aforementioned content.