

On June 24, 2021, the XLII AGM of PROCHEM S.A. took place, during which the following resolutions were adopted:

RESOLUTION No. 1

The Ordinary General Meeting of Prochem S.A. resolves to elect Mr. Piotr Kubiak as Chairman of the Ordinary General Meeting.

The General Meeting adopted resolution No. 1 in a secret ballot, with 1,260,038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast, including:

1 260 838 votes „for”,

0 votes against,

0 votes abstaining.

RESOLUTION No. 2

1. The Ordinary General Meeting of the Company Prochem Spółka Akcyjna resolves to elect Mr. Adrian Bartosz and Mrs. Anna Rutkowska as Member of the Secretariat of the General Meeting.

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

The General Meeting adopted resolution No. 1 in a secret ballot, with 1,260,038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast, including:

1 260 838 votes „for”,

0 votes against,

0 votes abstaining.

RESOLUTION No. 3

1. The Ordinary General Meeting of Prochem S. A. adopts 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) Examination 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 Supervisory Board Report 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 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.

The General Meeting adopted resolution No. 3, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast, including:
1 260 838 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 4

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S. is approving Report of the Management Board on the company's activities for 2020.
2. The resolution shall come into effect upon its adoption.

The General Meeting adopted resolution No 4, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast, including:
1 260 838 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 5

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S. is approving financial statements of the company for 2020 including 2020:
 - 1) balance sheet (statement of financial position) prepared as at December 31, 2020), showing the assets and liabilities in the amount of PLN 166 831 thousand (say: one hundred sixty six million eight hundred thirty one thousand Zlotys),
 - 2) profit and loss account for the period from January 1, 2020 to December 31, 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 January 1, 2020 to December 31, 2020 showing a net balance sheet profit in the amount of PLN 10 017 thousand (say: ten million seventeen thousand Zlotys),
 - 4) cash flow statement for the financial year from January 1, 2020 to December 31, 2020, showing a decrease in cash by the amount of 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 the adopted accounting principles (policy) and other explanatory information to the financial statements.
2. The resolution shall come into effect upon its adoption.

The General Meeting adopted resolution No. 5, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:
1 260 838 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 6

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 2020 to December 31, 2020, to the President of the Management Board, Jarosław Stępniewski.

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

The General Meeting adopted resolution No. 6 in a secret ballot, with 1 191 655 shares participating in the vote, which constitute 40.601 % of the total share capital, of which a total of 1 192 455 valid votes were cast including:

1 192 455 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 7

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 2020 to December 31, 2020, to the Vice President of the Management Board Marek Kiersznicki.
2. The resolution shall come into effect upon its adoption.

The General Meeting adopted resolution No. 7 in a secret ballot, with 1 200 564 shares participating in the vote, which constitute 40.905 % of the total share capital, of which a total of 1 201 364 valid votes were cast including:

1 201 364 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 8

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 2020 to December 31, 2020, to the Vice President of the Management Board Krzysztof Marczak.
2. The resolution shall come into effect upon its adoption.

The General Meeting adopted resolution No. 8 in a secret ballot, with 1 217 652 shares participating in the vote, which constitute 41.487 % of the total share capital, of which a total of 1 218 452 valid votes were cast including:

1 218 452 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 9

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 2020 to December 31, 2020, to the Chairman of the Supervisory Board of PROCHEM S.A. Marek Garliński.
2. The resolution shall come into effect upon its adoption.

The General Meeting adopted resolution No. 9 in a secret ballot, with 1 176 042 shares participating in the vote, which constitute 40.069 % of the total share capital, of which a total of 1 176 042 valid votes were cast including:

1 176 042 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 10

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 2020 to December 31, 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.

The General Meeting adopted resolution No. 10 in a secret ballot, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:

1 260 838 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 11

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 2020 to December 31, 2020, to the Member of the Supervisory Board of PROCHEM S.A. Andrzej Karczykowski.
2. The resolution shall come into effect upon its adoption.

The General Meeting adopted resolution No. 11 in a secret ballot, with 976 647 shares participating in the vote, which constitute 33.275 % of the total share capital, of which a total of 977 447 valid votes were cast including:

977 447 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 12

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 2020 to December 31, 2020, to the Member of the Supervisory Board of PROCHEM S.A. Krzysztof Obłój.
2. The resolution shall come into effect upon its adoption.

The General Meeting adopted resolution No. 12 in a secret ballot, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:

1 260 838 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 13

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 2020 to December 31, 2020, to the Member of the Supervisory Board of PROCHEM S.A. Marcin Pędziński.
2. The resolution shall come into effect upon its adoption.

The General Meeting adopted resolution No. 13 in a secret ballot, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:

1 260 838 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No. 14

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 2020 to December 31, 2020, to the Member of the Supervisory Board of PROCHEM S.A. Wiesław Kiepiel.
2. The resolution shall come into effect upon its adoption.

The General Meeting adopted resolution No. 14 in a secret ballot, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:

1 260 838 votes „for”,
0 votes against,
0 votes abstaining.

RESOLUTION No.15

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 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.

The General Meeting adopted resolution No. 15, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:
965 922 votes „for”,
284 916 votes against,
10 000 votes abstaining.

RESOLUTION No. 16

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 2020 including:
 - 1) balance sheet (statement of financial position) prepared as at December 31, 2020, showing the assets 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 January 1, 2020 to December 31, 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 January 1, 2020 to December 31, 2020, showing the net balance sheet profit in the amount of PLN 14 133 thousand (say: fourteen million one hundred thirty three thousand Zlotys),
 - 4) cash flow statement for the financial year from January 1, 2020 to December 31, 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 PLN 13 952 thousand (say: thirteen million nine hundred fifty two 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.

The General Meeting adopted resolution No. 15, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:
1 250 838 votes „for”,
0 votes against,
10 000 votes abstaining.

RESOLUTION No. 17

1. Ordinary General Meeting of PROCHEM S.A. after considering 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 and reading the statutory auditor's assessment regarding the inclusion in it of information required under Art. 90 g of section 1. 1-5 and 8 of the Act of July 29, 2005 on Public Offering, 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.

The General Meeting adopted resolution No. 17 in a secret ballot, with 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:

965 922 votes „for”,

284 916 votes against,

10 000 votes abstaining.

RESOLUTION No. 19

1. Ordinary General Meeting of PROCHEM S.A. acting pursuant to § 17 sec. 1 item 4 of the Company's Statute, elects Mr. Jarosław Stępniewski 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.

The General Meeting adopted resolution No. 19 in a secret ballot, with 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:

975 922 votes „for”,

284 916 votes against,

0 votes abstaining.

RESOLUTION No. 20

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 Statute of Prochem S.A. adopts as follows:

§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 terms:
 - 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 the 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 hereby 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 hereby 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 hereby resolution;
- 2) performing all obligations, including information obligations resulting from applicable legal provisions in connection with the acquisition of own shares by PROCHEM SA.

§ 2

[Convening a General Meeting]

The Ordinary General Meeting hereby authorizes and obliges the Management Board of PROCHEM SA to place the item regarding the adoption of a resolution on the redemption of the Company's own shares and a resolution on the reduction of the Company's share capital as a result of the redemption of own shares, on the agenda of the next General Meeting of PROCHEM SA taking place after the completion of the process of purchasing PROCHEM S.A.'s own shares in order to redeem them.

§ 3

[Final Provisions]

The resolution shall come into effect upon its adoption.

The General Meeting adopted resolution No. 19, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes including:

1 220 083 votes „for”,

0 votes against,

40 755 votes abstaining.

RESOLUTION No. 21

In connection with the adoption of the resolution of the Ordinary General Meeting of PROCHEM S.A. ("Company") No. 19 of June 24, 2021 on consenting to the acquisition by PROCHEM SA of its own shares for redemption and on granting authorization to acquire own shares of PROCHEM SA, the Ordinary General Meeting of PROCHEM SA acting pursuant to art. 396 § 4 and 362 § 2 item 2 of the Code of Commercial Companies, in connection with § 30 section 3 and § 32 item 4) of the Statutes 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 section 1 of hereby 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]

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

The General Meeting adopted resolution No. 20, with 1 260 038 shares participating in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:

1 250 832 votes „for”,

0 votes against,

10 006 votes abstaining.

There were no objections reported to the protocol.

The following draft resolutions, which were not adopted, were put to the vote:

RESOLUTION No. 18

1. Ordinary General Meeting of PROCHEM S.A. acting pursuant to § 17 sec. 1 item 4 of the Company's Statute, elects Mr. Grzegorz Janas 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.

Resolution No. 18 has not been adopted. 1 260 038 shares participated in the vote, which constitute 42.931 % of the total share capital, of which a total of 1 260 838 valid votes were cast including:
285 258 votes „for”,
949 978 votes against,
25 602 votes abstaining.