

32nd Ordinary General Meeting of PROCHEM S.A. – adopted resolutions

Ordinal resolutions

1. Mr. Andrzej Karczykowski declared that the General Meeting elected Mr. Marek Garliński as the President of the General Assembly by secret ballot, at which in vote took part 2,151,566 shares, of which valid votes were cast, and which shares constitute 55.24 % of the share capital, and from which a total of 2,152,866 valid votes were cast, in that:
2,152,866 votes „for”
0 abstentions,
0 votes against.
2. The President stated that the resolution on the exclusion of the secrecy of election Returning Committee was adopted unanimously, at which in a vote took part 2,151,566 shares of which valid votes were cast, and which shares constitute 55.24 % of the share capital, and from which the total number of 2,152,866 valid votes were cast, in that:
2,152,866 votes „for”
0 abstentions,
0 votes against.
3. The President stated that the General Meeting unanimously elected Mrs. Zofia Kaczor and Mrs. Urszula Lipska to the Returning Committee, at which in a vote took part 2,151,566 shares, of which valid votes were cast, and which shares constitute 55.24 % of the share capital, and from which the total number of 2,152,866 valid votes were cast, in that:
2,152,866 votes „for”
0 abstentions,
0 votes against.

RESOLUTION No 1

1. Acting on the basis of § 17 of Statutes of the Company the GENERAL MEETING OF PROCHEM S.A. approve the Management Report on the activities of the company for the year 2012.
2. The resolution becomes effective upon its adoption.

The President stated that the General Meeting unanimously adopted Resolution No 1, at which in a vote took part 2,151,566 shares, of which valid votes were cast, and which shares constitute 55.24 % of the share capital, and from which the total number of 2,152,866 valid votes were cast, in that:

2,152,866 valid votes „for”
0 abstentions,
0 votes against.

RESOLUTION No 2

1. Acting on the basis of § 17 of Statutes of the Company the GENERAL MEETING OF PROCHEM S.A. approve financial statements of the company for the year 2012 including:
 - 1) Balance sheet (statement of financial position) as at 31 December 2012, with total assets and equity and liabilities amounting to PLN 109,647 thousand. (say: one hundred nine million, six hundred forty seven thousand of zlotys)
 - 2) Profit and loss account contained in the statement of comprehensive income for the period from 1 January 2012 to 31 December 2012 with a net profit in the amount of PLN 3,056 thousand (say: three million fifty six thousand of zlotys),

- 3) Statement of cash flows for the financial year from 1 January 2012 to 31 December 2012, showing a decrease in cash by amount of PLN 12,842 thousand (say: twelve million eight hundred forty two thousand of zlotys),
 - 4) Statement of changes in owners' equity showing an increase in equity by amount of PLN 3,191 thousand (say: three million one hundred ninety one thousand of zlotys),
 - 5) Notes on assumed accounting principles (policy) and other explanatory remarks to financial statement.
2. The resolution becomes effective upon its adoption.

The President stated that the General Meeting unanimously adopted Resolution No 2, at which in a vote took part 2.151.566 shares, of which valid votes were cast, and which shares constitute 55.24 % of the share capital, and from which the total number of 2,152,866 valid votes were cast, in that:

2,152,866 valid votes „for“

0 abstentions,

0 votes against.

RESOLUTION No 3

1. Acting on the basis of § 17 of Statutes of the Company THE GENERAL MEETING OF PROCHEM S.A. grants exoneration for performance of its duties for the period of 1 January 2012 to 31 Dec. 2012 to the Management Board composed of:
 - Jarosław Stępniewski 2,115,079 votes for,
 - Marek Kiersznicki 2,152,866 votes for,
 - Krzysztof Marczak 2,143,836 votes for.
2. The resolution becomes effective upon its adoption.

The President stated that the General Meeting adopted Resolution No 3 as above.

RESOLUTION No 4

1. Acting on the basis of § 17 of Statutes of the Company THE GENERAL MEETING OF PROCHEM S.A. grants exoneration for performance of its duties for the period of 1 January 2012 to 31 Dec. 2012 to the Supervisory Board composed of:
 - Andrzej Karczykowski, 2,132,866 votes for,
 - Marek Garliński, 2,115,066 votes for,
 - Dariusz Krajowski-Kukiel 2,152,866 votes for,
 - Krzysztof Obłój 2,152,866 votes for,
 - Adam Parzydeł 2,152,866 votes for.
2. The resolution becomes effective upon its adoption.

The President stated that the General Meeting adopted Resolution No 4 as above.

RESOLUTION No 5

1. Acting on the basis of § 17 of Statutes of the Company THE GENERAL MEETING OF PROCHEM S.A. resolves to distribute the profit for the year 2012 in the amount of PLN 3,055,759.39 (say: three million fifty five thousand seven hundred fifty nine and 0.39 of zlotys) in following way:
 - part of the profit in the amount of PLN 3,038,100.00 allocate to the dividend to shareholders of the Company which gives PLN 0.78 per one share;
 - part of the profit in the amount of PLN 17,659.39 allocate to reserve capital.
2. THE GENERAL MEETING accepts proposed by the Board the date for determining the rights and dividend payments:
 - 24 June 2013 – the date of establishing of right to dividend (day D),
 - 30 September 2013 - the dividend payment date (day W)

3. The resolution becomes effective upon its adoption.

The President stated that the General Meeting adopted Resolution No 5, at which in a vote took part 2,151,566 shares, of which valid votes were cast, and which shares constitute 55.24 % of the share capital, and from which the total number of 2,152,866 valid votes were cast, in that:

1,763,201 valid votes „for”

0 abstentions,

389,665 votes against.

RESOLUTION No 6

1. Acting on the basis of § 17 of Statutes of the Company THE GENERAL MEETING OF PROCHEM S.A. approve consolidated financial statements of PROCHEM S.A. Capital Group for the year 2012 including:
 - 1) Balance sheet (consolidated statement of financial position) as at 31 December 2012, with total assets and equity and liabilities amounting to PLN 186,106 thousand (say: one hundred eighty six million one hundred six thousand of zlotys),
 - 2) Consolidated profit and loss account contained in the consolidated statement of comprehensive income for the financial year from 1 January 2012 to 31 December 2012 with net loss in the amount of PLN 3,152 thousand (say: three million one hundred fifty two thousand of zlotys)
 - 3) Consolidated statement of cash flows for the financial year from 1 January 2012 to 31 December 2012, showing a decrease in cash by amount of PLN 12,554 thousand (say: twelve million five hundred fifty four thousand of zlotys),
 - 4) Consolidated statement of changes in owners' equity showing a decrease in equity by the amount of PLN 3,004 thousand (say: three million four thousand of zlotys),
 - 5) Notes on assumed accounting principles (policy) and other explanatory remarks to financial statement.
2. The resolution becomes effective upon its adoption.

The President stated that the General Meeting unanimously adopted Resolution No 6, at which in a vote took part 2,151,566 shares, of which valid votes were cast, and which shares constitute 55.24 % of the share capital, and from which the total number of 2,152,866 valid votes were cast, in that:

2,152,866 valid votes „for”

0 abstentions,

0 votes against.

RESOLUTION No 7

1. Acting on the basis of the Article 7 of the Statutes of the Company THE GENERAL MEETING OF PROCHEM S.A. decides to adopt the use of Corporate Governance Principles under the name of GOOD PRACTICE OF THE COMPANIES LISTED ON WARSAW STOCK EXCHANGE with amendments as in Resolution No 19/1307/2012 of the Council of the Warsaw Stock Exchange of 21 November 2012 with the exception of the rules laid down: in part I item 12, in part II item 1 section 9a and in part IV item 10.
2. The consolidated text of the above document is attached as Annex 1 to this resolution.
3. The resolution becomes effective upon its adoption.

The President stated that the General Meeting unanimously adopted Resolution No 7, at which in a vote took part 2,151,566 shares, of which valid votes were cast, and which shares constitute 55.24 % of the share capital, and from which the total number of 2,152,866 valid votes were cast, in that:

2,152,866 valid votes „for”

0 abstentions,

0 votes against.