

DRAFT RESOLUTIONS FOR 33 GENERAL MEETING OF PROCHEM S.A.

RESOLUTION No. 1

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is adopting Report of the Management Board on the Company Activities in 2013.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No. 2

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 2013 including:
 - 1) balance sheet (statement of financial position) as at 31 December 2013, with total assets and equity and liabilities in the amount of PLN 121,126 thousand (say: one hundred twenty one million one hundred twenty six thousand of Zlotys)
 - 2) profit and loss account for the period from 1 January 2013 to 31 December 2013 with a net profit of PLN 6,643 thousand (say: six million six hundred forty three thousand of Zlotys),
 - 3) statement of comprehensive income for the period from 1 January 2013 to 31 December 2013 with a total of comprehensive income of PLN 6,514 thousand (say: six million five hundred fourteen thousand of Zlotys),
 - 4) statement of cash flows for the financial year from 1 January 2013 to 31 December 2013, showing an increase in cash by the amount of PLN 561 thousand (say: five hundred sixty one thousand of Zlotys),
 - 5) statement of changes in equity showing an increase in equity by the amount of PLN 3,477 thousand (say: three million four hundred seventy seven thousand of Zlotys),
 - 6) notes on adopted accounting principles (policy) and other explanatory notes.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No. 3

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to the Management Board in the composition as below, from the fulfillment of their duties for the period from 1 January 2013 to 31 December:
 - Jarosław Stępniewski with votes for,
 - Marek Kiersznicki with votes for,

- Krzysztof Marczak with votes for.
2. The resolution shall come into effect upon its adoption.

RESOLUTUION No. 4

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to the Supervisory Board in the composition as below, from the fulfillment of their duties for the period from 1 January 2013 to 31 December:
 - Andrzej Karczykowski, with votes for,
 - Marek Garliński, with votes for ,
 - Dariusz Krajowski-Kukiel with votes for,
 - Krzysztof Obłój with votes for,
 - Adam Parzydeł withvotes for.

The resolution shall come into effect upon its adoption.

RESOLUTION No. 5

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. resolves to distribute profit for 2013 in the amount of PLN 6,643,123.89 (say: six million six hundred forty three thousand one hundred twenty three and 89/100 of Zlotys) in such a way that the entire profit in the indicated amount is allocated for the reserve capital.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No. 6

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A., approves consolidated financial statements of PROCHEM S.A. Capital Group for 2013 including:
 - 1) balance sheet (consolidated statement of financial position) as at 31 December 2013, with total assets and equity and liabilities in the amount of PLN 189,572 thousand (say: one hundred eighty nine million five hundred seventy two thousand of Zlotys),
 - 2) consolidated profit and loss account for the financial year from 1 January 2013 to 31 December 2013 with a net loss of PLN 1,013 thousand (say: one million thirteen thousand of Zlotys),
 - 3) consolidated comprehensive income for the period from 1 January 2013 to 31 December 2013 with a total of comprehensive income in the amount of PLN (1,145) thousand (say: minus one million one hundred forty five thousand of Zlotys),

- 4) consolidated statement of cash flows for the financial year from 1 January 2013 to 31 December 2013, showing an increase in cash by the amount of PLN 1,453 thousand (say: one million four hundred fifty three thousand of Zlotys),
 - 5) consolidated statement in changes in equity showing a decrease in equity in the amount of PLN 4,329 thousand (say: four million three hundred twenty nine thousand of Zlotys),
 - 6) Notes on adopted accounting principles (policy) and other explanatory notes
2. The resolution shall come into effect upon its adoption.

RESOLUTION No. 7

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. shall elect the following members of the Supervisory Board for the 9th term :
2. The resolution shall come into effect upon its adoption.