

INFORMATION FOR SHAREHOLDERS OF PROCHEM S.A. ACCORDING TO ART. 402₂ COMMERCIAL COMPANIES CODE

I. Information about the right of shareholders to demand to introduce given matters into the Agenda of the General Meeting

1. A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital of PROCHEM SA is/are entitled to demand that given items are included in the Agenda of the session of the General Meeting of the Company. Such a demand should be submitted to the Management Board at the latest 21 days prior to the proposed date of the General Meeting i.e. until May 12th 2012. Such a demand should contain grounds or the draft of a resolution concerning the proposed item of the Agenda. A demand should be submitted in writing at the registered office of the Company or by e-mail sent to the following e-mail address of the Company: wza@prochem.com.pl
2. A shareholder or shareholders should prove having the appropriate number of shares for the day of submitting a demand enclosing deposit certificate(s) to the demand, and in case of shareholders being legal persons and private company to confirm also authorization to act on behalf of this subject enclosing the up-to-date excerpt from National Court Register. In case of shareholders submitting such a demand using electronic means of communication documents should be sent in the PDF format.
With objective of the verification of the account of the internet sender the company is reserving itself the right to check and get confirmation of sending the application by the sender. Only return confirmation from the sender is starting the procedure of Commercial Companies Code in relation to the motion of the shareholder.

II. Information about the shareholder's right to submit drafts of resolutions to the General Meeting concerning matters included in the Agenda before the date of General Meeting

1. A shareholder or shareholders of the Company representing at least 1/20 (one twentieth) of the share capital may file drafts of resolutions concerning the established Agenda of the General Meeting before the date of the General Meeting in writing at the registered office of the Company or while using electronic means of communication to the company's address: wza@prochem.com.pl
2. A shareholder or shareholders should prove having the appropriate number of shares for the day of submitting a demand attaching deposit certificate(s) to the demand, and in case of shareholders being legal persons and private company to confirm also authorization to act on behalf of this subject enclosing the up-to-date excerpt from National Court Register. In case of shareholders submitting such a demand using electronic means of communication documents should be sent in the PDF format. With objective of the verification of the account of the internet sender the company is reserving itself the right to check and to get confirmation of sending the application by the sender. Only return confirmation from the sender is starting the procedure of Commercial Companies Code in relation to the motion of the shareholder.

III. Information about shareholder's right of submitting drafts of the resolutions concerning matters included in the Agenda during session of the General Meeting

Each of the shareholders entitled to the participation in the General Meeting may file drafts of resolutions concerning matters included in the Agenda during the General Meeting.

IV. Information about the way of voting by the shareholders or the attorney

1. A shareholder or shareholders may participate in the General Meeting and vote in person or via proxies.
2. Power of attorney for the vote by proxy should be granted in writing or in the electronic form. The authorization in the electronic form doesn't require providing with safe electronic signature verified with the help of the valid classified certificate.

Power of attorney should contain essential information about the shareholder granting power of attorney, as well as about the person to whom the power of attorney was given such as:

- name and surname,
- address,
- number of the identity card,
- phone no,
- e-mail,
- scope of power of attorney – number of shares from which the right to vote will be exercised and the way of exercising this right ,
- the date and the name General Meeting of PROCHEM S.A.

The company may ask the shareholder to confirm granted power of attorney.

3. The power of attorney granted in electronic way should be formulated in the separate document signed by the shareholder or the person entitled to the representation of the shareholder, sent as the attachment in the PDF format to the address of the Company wza@prochem.com.pl at latest on June 1st 2012 till 9 a.m. Compulsorily with electronic power of attorney the documents should be sent confirming authorizing the given shareholder to the participation in the General Meeting.
4. Shareholders will be allowed for the participation in the General Meeting on production of ID card and of valid power of attorney granted in writing or in the electronic form (in this last case the attorney should present power of attorney in print in the PDF format). Representatives of legal persons or private company should additionally present up-to-date excerpt from relevant registers listing persons entitled to represent these entities.

V. The possibility and the way of participating as well as giving one's opinion at the General Meeting at the utilization of means of electronic communication

PROCHEM S.A. doesn't allow for the possibility of participating as well as giving their opinion during XXXI General Meeting using means of the electronic communication.

VI. Way of exercising the right to vote by mail or at utilization of means of electronic communication

PROCHEM S.A. doesn't allow for the possibility of voting by mail as well as using means of the electronic communication.

VII. Registration date of the participation in the General Meeting

Registration date of the participation in the XXXI General Meeting is May 17th 2012.

VIII. Information about the right to participate in the General Meeting

1. Following persons will have the right to participate in the General Meeting of the Company:
 - a) were company's shareholders on May 17th 2012,
 - b) in the period since announcement about General Meeting of Shareholders and not later than May 18th 2012 will submit a request for issuing the personal certificate of the right to participate in the General Meeting in the entity keeping the securities account on which company shares are registered.

It is being recommended to shareholders to collect issued personal certificate of the right to participate and to bring it on the day of the General Meeting.
2. Company establishes the list of shareholders entitled to participate in the General Meeting of the Company on the basis of the list drawn up by the National Depository for Securities (KDPW), and prepared on the grounds of personal certificates of the right to participate in the General Meeting issued by the entity keeping the securities account as well as share book of PROCHEM S.A. Since May 30th 2012 above list will be laid out for the insight in the company's registered office.

IX. Access to documentation

1. The persons entitled to the participation in the General Meeting can get drafts of resolutions as well as the full text of documentation which is supposed to be introduced on the General Meeting in the company's registered office.
2. The company will be making available all information concerning the Extraordinary General Meeting on the website of the company at the address: www.prochem.com.pl