

DRAFTS OF THE RESOLUTIONS OF XXXI GENERAL MEETING OF PROCHEM S.A.

RESOLUTION No 1

1. Acting on the basis of Article 17 of Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is adopting The Report of the Management Board on the Company Activities in 2011.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 2

1. Acting on the basis of article 17 of Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A., is approving the financial statement of the company for 2011 including:
 - 1) balance sheet (statement of financial position) prepared as at 31 Dec. 2011, with total assets and equity and liabilities in the amount of PLN 141,565 thousand (say: one hundred forty one million five hundred sixty five thousand Zloty),
 - 2) profit and loss account included in statement of comprehensive income for the period from 1 January 2011 to 31 December 2011 disclosing net profit in the amount of PLN 3,210 thousand (say: three million two hundred ten thousand Zloty),
 - 3) cash flow statement for the accounting year from 1 January 2011 to 31 December 2011, showing increasing in cash by the amount of PLN 13,932 thousand (say: thirteen million nine hundred thirty two thousand Zloty),
 - 4) statement of changes in Owners' Equity disclosing increase in equity by the amount of PLN 3,210 thousand (say: three million two hundred ten thousand Zloty),
 - 5) notes on assumed accounting principles (policy) and other explanatory remarks concerning financial statement
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 3

1. Acting on the basis of article 17 of Statutes of the company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to the Management Board for the fulfillment of their duties for period from 1 January 2011 to 31 December 2011 as follows:
 - Jarosław Stępniewski. withvotes for,
 - Marek Kiersznicki. with..... votes for,
 - Krzysztof Marczak. with.....votes for.
2. The resolution shall come into effect upon its adoption..

RESOLUTION No 4

1. Acting on the basis of article 17 of Statutes of the company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to the Supervisory Board of PROCHEM SA for the fulfillment of their duties for period from 1 January 2011 to 31 December 2011 as follows:
 - Andrzej Karczykowski, with votes for
 - Marek Garliński, with votes for
 - Dariusz Krajowski-Kukiel with votes for
 - Krzysztof Obłój with votes for
 - Adam Parzydeł with votes for.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 5

1. Acting on the basis of article 17 of Statutes of the company, THE GENERAL MEETING OF PROCHEM S.A assigned the profit for 2011 in the amount PLN 3,209,886.28 to reserve capital.

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

RESOLUTION No 6

1. Acting on the basis of article 17 of Statutes of the company, THE GENERAL MEETING OF PROCHEM S.A is approving consolidated financial statement of PROCHEM SA CAPITAL GROUP for 2011 including:
 - 1) balance sheet (statement of financial position) prepared as at 31 Dec. 2011, with total assets and equity and liabilities in the amount of PLN 218,175 thousand (say: two hundred eighteen million one hundred seventy five thousand Zloty),
 - 2) consolidated profit and loss account included in statement of comprehensive income for the accounting year from 1 January 2011 to 31 December 2011, showing net profit in the amount of PLN 5,609 thousand (say: five million six hundred nine thousand Zloty),
 - 3) consolidated statement of cash flow for the accounting year from 1 January 2011 to 31 December 2011, showing increasing in cash by amount of PLN 13,250 thousand (say: thirteen thousand two hundred fifty thousand Zloty),
 - 4) consolidated statement of changes in Owners' Equity disclosing increase in equity by the amount of PLN 3,445 thousand (say: three million four hundred forty five thousand Zloty),
 - 5) notes on assumed accounting principles (policy) and other explanatory remarks.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No 7

1. Acting on the basis of article 17 of Statutes of the company, THE GENERAL MEETING OF PROCHEM S.A is adopting Principles of corporate governance under the name GOOD PRACTICE OF THE COMPANIES LISTED ON WARSAW STOCK EXCHANGE after amendments as in the Resolution No 20/1287/2011 of the Council of the Warsaw Stock Exchange of 19 Oct. 2011.
2. Consolidated text of above document constitutes Enclosure No 1 to this Resolution.
3. The resolution shall come into effect upon its adoption..