

## **DRAFTS OF THE RESOLUTIONS OF XXX GENERAL MEETING OF PROCHEM S.A. WITH GROUNDS**

### **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 2010.
2. The resolution shall come into effect upon its adoption.

#### **GROUND:**

Legal basis: art. 395 § 2 sec.1 Commercial Companies Code

### **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 2010 including:
  - 1) balance sheet (statement of financial position) prepared as at 31 Dec. 2010, with total assets and equity and liabilities in the amount of PLN 106,646 thousand (say: one hundred six million six hundred forty six thousand Zloty),
  - 2) profit and loss account included in statement of comprehensive income for the period from 1 January 2010 to 31 December 2010 disclosing net profit in the amount of PLN 1,265 thousand (say: one million two hundred sixty five thousand Zloty),
  - 3) cash flow statement for the accounting year from 1 January 2010 to 31 December 2010, showing decreasing in cash by the amount of PLN 866 thousand (say: eight hundred sixty six thousand Zloty),
  - 4) statement of changes in Owners' Equity disclosing increase in equity by the amount of PLN 1,367 thousand ( say: one million three hundred sixty seven thousand Zloty ),
  - 5) notes on assumed accounting principles (policy) and other explanatory remarks concerning financial statement

The resolution shall come into effect upon its adoption..

#### **Grounds:**

Legal basis: art. 395 § 2 sec.1 Commercial Companies Code

### **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 2010 to 31 December 2010 as follows:
  - Jarosław Stepniewski..with .....votes for,
  - Marek Kiersznicki. with..... votes for,
  - Krzysztof Marczak. with.....votes for.
2. The resolution shall come into effect upon its adoption

#### **Grounds:**

Legal basis: art. 395 § 2 sec.1 Commercial Companies Code

#### **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 2010 to 31 December 2010 as follows:
  - Andrzej Karczykowski, with ..... votes for
  - Marek Garliński, with ..... votes for
  - Dariusz Krajowski-Kukiel with ..... votes for
  - Krzysztof Obłój with ..... votes for
  - Steven Tappan ( from 1 January 2010 to 12 June 2010 ) with ..... votes for
  - Adam Parzydeł ( from 24 July 2010 to 31 Dec.2010) with .....votes for.
2. The resolution shall come into effect upon its adoption..

Grounds:

Legal basis: art. 395 § 2 sec.1 Commercial Companies Code

#### **RESOLUTION No 5**

1. Acting on the basis of article 17 of Statutes of the company, THE GENERAL MEETING OF PROCHEM S.A is approving the following profit distribution for 2010 in the amount PLN 1,265,926.72 :
  - reserve capital - 729,629.99 PLN
  - covering the loss from previous years - 536,296.73 PLN.
2. The resolution shall come into effect upon its adoption

Grounds:

Legal basis: art. 395 § 2 sec.1 Commercial Companies Code

#### **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 2010 including:
  - 1) balance sheet (statement of financial position) prepared as at 31 Dec. 2010, with total assets and equity and liabilities in the amount of PLN 188,490 thousand ( say: one hundred eighty eight million four hundred ninety thousand Zloty ),
  - 2) consolidated profit and loss account included in statement of comprehensive income for the accounting year from 1 January 2010 to 31 December 2010, showing net profit in the amount of PLN 4,945 thousand ( say: four million nine hundred forty five thousand Zloty),
  - 3) consolidated statement of cash flow for the accounting year from 1 January 2010 to 31 December 2010, showing increasing in cash by amount of PLN 58 thousand ( say: fifty eight thousand Zloty ),

- 4) consolidated statement of changes in Owners' Equity disclosing increase in equity by the amount of PLN 7,323 thousand ( say: seven million three hundred twenty three thousand Zloty ),
- 5) notes on assumed accounting principles (policy) and other explanatory remarks.

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

Grounds:

Legal basis: art. 395 § 2 sec.1 Commercial Companies Code

#### **RESOLUTION No 7**

1. Acting on the basis of article 17 of Statutes of the company, THE GENERAL MEETING OF PROCHEM S.A is appointing following members of the Supervisory Board of the VIII term of office:
2. The resolution shall come into effect upon its adoption..

Grounds:

Appropriately to § 19 of Statutes of PROCHEM SA common term of office of members of supervisory board of PROCHEM SA lasts three years. Mandates of board members are expiring on the date of the general meeting of PROCHEM SA approving the financial statement for the last full financial year of serving, that is on day 11 of June 2011 .