

**CONTENTS OF THE RESOLUTIONS
ADOPTED BY XXX GENERAL MEETING
OF SHAREHOLDERS OF PROCHEM.S.A.
on 11 June 2011**

Resolutions

1. Mr. Andrzej Karczykowski declared, that the General Meeting elected Mr. Marek Garliński the Chairman of the General Meeting in secret ballot, at 2,102,372 shares voting from which valid votes were cast, that shares are representing 53.98% of the entire share capital, from which the total number of 2,105,672 of valid votes was cast including:
 - 2,105,672 votes cast in favour of ,
 - 0 refraining votes,
 - 0 votes cast against,
 - 1000 invalid votes.

2. Chairman stated that resolution on exempting the election of returning committee from the secret voting was passed unanimously, at 2,103,372 shares voting from which valid votes were cast, that shares are representing 54 % of the entire share capital, from which the total number of 2,106,672 of valid votes were cast including:
 - 2,106,672 votes cast in favour of ,
 - 0 refraining votes,
 - 0 votes cast against.

- 3 Chairman stated that the General Meeting elected unanimously Mrs. Zofia Kaczor and Mrs. Urszula Lipska to the returning committee, at 2,103,372 shares voting from which valid votes were cast, these shares are representing 54% of the entire share capital, from which the total number of 2,106,672 of valid votes were cast including:
 - 2,106,672 votes cast in favour of,
 - 0 refraining votes,
 - 0 votes cast against.

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.

Chairman stated that the General Meeting passed unanimously Resolution No 1, at 2,103,372 shares voting from which valid notes were cast, these shares are representing 54 % of the entire share capital , from which the total number of 2,106,672 of valid votes were cast including :

2,106,672 of valid votes cast in favour of
0 refraining votes ,
0 votes against.

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

Chairman stated that the General Meeting passed unanimously Resolution No 2, at 2,103,372 shares voting from which valid notes were cast, these shares are representing 54 % of the entire share capital , from which the total number of 2,106,642 of valid votes were cast including :

2,106,642 votes cast in favour
0 refraining votes,
0 votes against.

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 Stępniewski..with 2,068,885 votes for,
 - Marek Kiersznicki. with 2,089,171 votes for,
 - Krzysztof Marczak. with 2,097,642 votes for.
2. The resolution shall come into effect upon its adoption.

Chairman stated that the General Meeting passed Resolution No 3 with votes as above.

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 2,086,431 votes for,
 - Marek Garliński, with 2,076,091 votes for,
 - Dariusz Krajowski-Kukiel with 2,106,431 votes for,

- Krzysztof Obłój with 2,106,431 votes for,
- Steven Tappan (from 1 Jan.2010 to 12 June 2010) with 1,838,109 votes for,
- Adam Parzydeł (from 24 July 2010 to 31 Dec. 2010) with 2,106,431 votes for.

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

Chairman stated that the General Meeting passed Resolution No 4, in addition in voting at each person as above 241 invalid votes were cast.

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 distribution of profit 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.

Chairman stated that the General Meeting passed Resolution No 5, at 2,103,372 shares voting, from which valid notes were cast, these shares are representing 54 % of the entire share capital, from which the total number of 2,106,642 of valid votes were cast including:

1,730,032 votes cast in favour of,
376,640 refraining votes,
0 votes against.

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.

Chairman stated that the General Meeting passed Resolution No 6, at 2,103,372 shares voting, from which valid notes were cast, these shares are representing 54 % of the entire share capital, from which the total number of 2,106,642 of valid votes were cast including:

2,106, 672 votes cast in favour of
0 refraining votes,
0 votes against.

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:

- | | |
|-----------------------------|---------------------------|
| 1. Marek Garliński | with 2,106,672 votes for, |
| 2. Andrzej Karczykowski | with 2,106,672 votes for, |
| 3. Dariusz Krajowski Kukiel | with 2,106,672 votes for, |
| 4. Krzysztof Oblój | with 2,106,672 votes for, |
| 5. Adam Parzydeł | with 2,106,672 votes for. |

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

Chairman stated that the General Meeting passed Resolution No 6, at 2,103,372 shares voting, from which valid notes were cast, these shares are representing 54 % of the entire share capital, from which the total number of 2,106,642 of valid votes were cast including:

2,106, 672 votes cast in favour of
0 refraining votes,
0 votes against.