

NOTICE OF CONVOCAATION OF THE ORDINARY GENERAL MEETING OF PROCHEM S.A.

The Management Board of PROCHEM S. A. seated in Warsaw, at 95 Łopuszańska Street, entered into the Register of Entrepreneurs of the National Court Register by the District Court for the Capital City Warsaw, XIV Commercial Department of the National Court Register, under KRS number 19753 hereby convene **XLV Ordinary General Meeting of PROCHEM S.A., which will be held on 14 June 2023 at 3 P.M.** in Warsaw at 95 Łopuszanska Street, in ASTRUM Business Park building.

The proposed agenda:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Election of the Secretariat of the General Meeting.
4. Drawing up the attendance list.
5. Confirmation of the correctness of convening the Ordinary General Meeting and its capability of adoption of resolutions.
6. Adoption of agenda.
7. Consideration of the Report of the Management Board on the company's activity and the company's financial statements for 2022.
8. Consideration of the Report of the Management Board for 2022.
9. Adoption of resolutions concerning:
 - a) approval of the report on the activities of the company in 2022,
 - b) approval of financial statements of the company for 2022,
 - c) granting the members of the Company's Management Board discharge from their duties in 2022,
 - d) granting the members of the Supervisory Board discharge from their duties in 2022,
 - e) distribution of profit for 2022.
10. Presentation of the consolidated financial statements of PROCHEM S.A. for 2022.
11. Adoption of a resolution approving the consolidated financial statements of PROCHEM S.A. for 2022.
12. Adoption of a resolution on issuing an opinion on the Report of the Supervisory Board on the remuneration of Members of the Management Board and Supervisory Board for 2022.
13. Adoption of resolutions on:
 - a) redemption of own shares acquired pursuant to Resolution No. 4 of the Extraordinary General Meeting of PROCHEM S.A. of September 24, 2022.
 - b) reduction of the share capital of PROCHEM S.A. in connection with the redemption of own shares acquired pursuant to Resolution No. 4 of the Extraordinary General Meeting of PROCHEM S.A. of September 24, 2022.
 - c) Amendment to § 7 of the Company's Statutes as a result of a decrease in the share capital in connection with the redemption of own shares acquired pursuant to Resolution No. 4 of the Extraordinary General Meeting of PROCHEM S.A. of September 24, 2022,
 - d) Amendment to § 19 section 2 of the Company's Statutes.
 - e) Amendment to § 25 section 1 of the Company's Statutes.
 - f) Adopting the uniform text of the Statutes.
14. Closing the meeting.

Information on the intended amendment to the Company's Statutes

Ad. 13) letter c) of the proposed agenda

Current wording of § 7 of the Company's Statutes :

„§ 7

The company's share capital amounts to PLN 2,355,000 (two million three hundred fifty five thousand) and is divided into 2,355,000 shares with a nominal value of PLN 1.00 (one Zloty) each, including:

- a) 1,817,500 (one million eight hundred seventeen thousand five hundred) founding shares issued as inscribed shares,
- b) 537.500 (five hundred thirty seven thousand five hundred) series B shares issued as inscribed shares”

The proposed wording of § 7 of the Company's Statutes:

„§ 7

The company's share capital amounts to PLN 2,005,000 (two million five thousand) and is divided into 2,005,000 shares with a nominal value of PLN 1.00 (one Zloty) each, including:

- a) 1,816,751 (one million eight hundred sixteen thousand seven hundred fifty one) founding shares issued as inscribed shares,
- b) 188,249 (one hundred eighty eight thousand two hundred forty nine) series B shares issued as inscribed shares.”

Ad. 13) letter d) of the proposed agenda

Current wording of § 19 section 2 of the Company's Statutes:

„2. The joint term of office of the Supervisory Board members shall last three years.”

The proposed wording of § 19 section 2 of the Company's Statutes:

„2. The joint term of office of the Supervisory Board members shall last two years.”

Ad. 13) letter e) of the proposed agenda

Current wording of § 25 section 1 of the Company's Statutes:

„1. The Management Board of the Company consists of one to three members. The President and other members of the Management Board shall be appointed by the Supervisory Board for a joint term of office of three years. If necessary, the Vice-President of the Management Board or Vice-Presidents of the Management Board shall be appointed.”

The proposed wording of § 25 section 1 of the Company's Statute:

„1. The Management Board of the Company consists of one to three members. The President and other members of the Management Board shall be appointed by the Supervisory Board for a joint term of office of two years. If necessary, the Vice-President of the Management Board or Vice-Presidents of the Management Board shall be appointed.”