

DRAFTS OF RESOLUTIONS FOR THE XLIV EGM OF PROCHEM S.A.

Ad. 2

RESOLUTION No.

1. The Extraordinary General Meeting of the company Prochem Spółka Akcyjna resolves to elect as Chairman of the Extraordinary General Meeting.
2. The resolution shall come into effect upon its adoption.

Ad. 3

RESOLUTION No.

1. The Extraordinary General Meeting of the company Prochem Spółka Akcyjna resolves to elect as Member of the Secretariat of the Extraordinary General Meeting.
2. The resolution shall come into effect upon its adoption.

Ad. 6

RESOLUTION No.

1. The Extraordinary General Meeting of Prochem Spółka Akcyjna resolves to adopt the following agenda:
 1. Opening of the Ordinary General Meeting.
 2. Election of the Chairman of the Extraordinary 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. Adoption of a resolution on consenting to the acquisition by Prochem S.A. own shares for the purpose of their redemption and in the matter of granting authorization to acquire own shares of Prochem S.A..
 8. Adoption of a resolution on the creation of a reserve capital to finance the acquisition of the Company's own shares.
 9. Closing the meeting.
2. The resolution shall come into effect upon its adoption.

Ad. 7

RESOLUTION No.

Extraordinary General Meeting of Prochem S.A. ("Company"), acting pursuant to Art. 362 § 1 item 5) and art. 360 § 2 item 2 of the Code of Commercial Companies in connection with § 11 of the Statute of Prochem S.A. adopts the following:

§1

[Authorization to purchase the Company's own shares]

1. Extraordinary General Meeting of Prochem S.A. hereby authorizes and obliges the Management Board of Prochem S.A. to acquire the Company's own shares for redemption, on the following terms
 - 1) The total number of the acquired Company's own shares shall not exceed 350,000 (three hundred fifty thousand) shares, with a total nominal value not exceeding 350,000.00 (three hundred fifty thousand) Zlotys,
 - 2) The purchase price of the Company's own shares will be 36.00 (thirty six) Zlotys per share. The total purchase price of the own shares will not exceed 12,600,000.00 (twelve million six hundred thousand) Zlotys,
 - 3) The Management Board is authorized to purchase the Company's own shares from the date of this resolution, i.e. from September 24, 2022 to November 30, 2022,
 - 4) The Management Board of the Company is authorized to make all decisions and perform all activities necessary to acquire the Company's own shares, subject to the conditions set out in this resolution,

- 5) The payment of remuneration for the shareholders of the acquired shares will be covered from the "Reserve capital created for the purpose of purchasing own shares for the purpose of their redemption", established on the basis of the Resolution of this Extraordinary General Meeting,
 - 6) All shareholders holding both registered and bearer shares will be entitled to submit offers to the Company to sell the Company's shares,
 - 7) The acquisition of own shares will be carried out through the submission by the Company of a voluntary offer of share purchase to all shareholders,
 - 8) The shares will be purchased through a brokerage house,
 - 9) The Management Board is obliged to conduct a buy-back of own shares ensuring equal and proportional access for shareholders to exercise the right to sell own shares, including is obliged to a proportional reduction, in the process of acquiring own shares, while maintaining the principle of equal treatment of all shareholders and respect for the rights of minority shareholders.
2. The Extraordinary General Meeting of Prochem SA authorized and obliges the Management Board of Prochem S.A.:
- 1) to determine the content and adoption of the Regulations - of the program of acquisition of own shares by Prochem S.A. in accordance with the conditions set out in this resolution;
 - 2) to perform all obligations, including information obligations resulting from applicable legal regulations in connection with the acquisition of own shares by Prochem SA.

§3 [Convening a General Meeting]

The Extraordinary General Meeting hereby authorizes and obliges the Management Board of Prochem SA to place on the agenda the next General Meeting of Prochem SA taking place after the completion of the process of purchasing own shares of Prochem S.A. in order to redeem them, the point concerning the adoption of a resolution on the redemption of the acquired Company's own shares and a resolution on the reduction of the Company's share capital as a result of the redemption of own shares.

§ 4 [Final Provisions]

The resolution shall come into effect upon its adoption.

Ad. 8

RESOLUTION No.

In connection with the adoption of the resolution of the Extraordinary General Meeting of Prochem S.A. ("Company") No. [...] Of September 24, 2022 on granting consent to the purchase by Prochem S.A. of its own shares for their redemption and on granting authorization to acquire own shares of Prochem SA, Extraordinary General Meeting of Prochem S.A. acting on the basis of art.396 § 4 and 362 § 2 item 2 of the Commercial Companies Code, in connection with § 30 section 3 and § 32 item 4) of the Statute of Prochem S.A., resolves the following:

§ 1

[Creation of a reserve capital for the purchase of the Company's own shares]

1. Extraordinary General Meeting of Prochem S.A. decides to create "Reserve capital to finance the acquisition of the Company's own shares for redemption" in the amount of PLN 12,600,000.00 (twelve million six hundred thousand Zlotys).
2. The reserve capital referred to in section 1 is made up of reserve capital, in part made up of write-offs from net profit The reserve capital referred to in section 1 is made up of reserve capital, in part made up of write-offs from net profit.

§ 2

[allocation of unused funds from the Reserve Capital established for the purpose of purchasing the Company's own shares]

If by 31 December 2022 not all the funds of the reserve capital referred to in § 1 section 1 of this Resolution will be used, the capital will be dissolved upon the expiry of this period and the amount of these funds will be transferred to the spare capital.

§ 3 [Final Provisions]

The resolution shall come into effect upon its adoption.