

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

RESOLUTION NO 1

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is adopting The Report of the Management Board on the Company Activities in 2012.
2. The resolution shall come into effect upon its adoption.

RESOLUTION NO 2

1. Acting on the basis of Article 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is approving the financial statements of the company for 2012 including:
 - 1) balance sheet (statement of financial position) prepared as at 31 December 2012, with total assets and equity and liabilities in the amount of PLN 109,647 thousand (say: one hundred nine million six hundred forty seven thousand Zlotys)
 - 2) profit and loss account included in statement of comprehensive income for the period from 1 January 2012 to 31 December 2012 disclosing net profit in the amount of PLN 3,056 thousand (say: three million fifty six thousand of Zlotys),
 - 3) cash flow statement for the accounting year from 1 January 2012 to 31 December 2012, showing decreasing in cash by the amount of PLN 12,842 thousand (say: twelve million eight hundred forty two thousand of Zlotys)
 - 4) statement of changes in Owners' Equity disclosing increase in equity by the amount of PLN 3,191 thousand (say: three million on hundred ninety one thousand),
 - 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 the 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 2012 to 31 December 2012 :
 - Jarosław Stępniewski with votes 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 the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is granting exoneration to the Supervisory Board of PROCHEM S.A. for the period from 1 January 2012 to 31 December 2012 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 the Statutes of the Company THE GENERAL MEETING OF PROCHEM S.A. is approving the following profit distribution for 2012 in the amount of PLN 3,055,759.39 (say: three million fifty five thousand seven hundred fifty nine and 39/100 of Zlotys):
 - part of the profit in the amount of PLN 3,038,100.00 to allocate for dividend to the shareholders of the Company which gives PLN 0,78 per one share;
 - part of the profit in the amount of PLN 17,659.39 to allocate for reserve capital.
2. THE GENERAL MEETING accepts proposed by the Management Board of the Company the date for determining the rights and dividend payments:
 - 24 June 2013 – the date of record (day D),
 - 30 September 2013 – the dividend payment date (day W).
3. The resolution shall come into effect upon its adoption.

RESOLUTION NO 6

1. Acting on the basis of Art. 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is approving consolidated financial statements of PROCHEM S.A. CAPITAL GROUP for 2012 including:
 - 1) balance sheet (consolidated statement of financial position) prepared as at 31 December 2012 with total assets and equity and liabilities in the amount of PLN 186,106 thousand (say: one hundred eighty six million one hundred six thousand of Zlotys),
 - 2) consolidated profit and loss account included in statement of comprehensive income for the accounting year from 1 January 2012 to 31 December 2012 showing net loss in the amount of PLN 3,152 thousand (say: three million one hundred fifty two thousand of Zlotys)
 - 3) consolidated statement of cash flow for the accounting year from 1 January 2012 to 31 December 2012, showing decreasing in cash by the amount of PLN 12,554 thousand (say: twelve million five hundred fifty four thousand of Zlotys),
 - 4) consolidated statement of changes in Owners' Equity disclosing decrease in equity by the amount of PLN 3,004 thousand (say: three million four thousand of Zlotys),
 - 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 the Article 7 of the Statutes of the Company THE GENERAL MEETING OF PROCHEM S.A. decides to adopt the use of Corporate Governance under the name of GOOD PRACTICE OF THE COMPANIES LISTED ON WARSAW STOCK EXCHANGE with amendments as in Resolution No 19/1307/2012 of the Council of the Warsaw Stock Exchange of 21 November 2012 with the exception of the rules laid down: in part I item 12, in part II item 1 section 9a and in part IV item 10.
2. The consolidated text of the above document is attached as Annex 1 to this resolution.
3. The resolution shall come into effect upon its adoption.