

XL ORDINARY GENERAL MEETING OF PROCHEM S.A. on June 1, 2019

**(commencement of the meeting at 9:00 A.M. in the conference room of Prochem S.A. in the
ASTRUM Business Park building at Łopuszańska 95 Street in Warsaw)**

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 Management Board's report on the company's activity and the company's financial statements for 2018.
8. Examination of the Supervisory Board's report for 2018.
9. Adoption of resolutions concerning:
 - a) approval of the report on the activities of the company in 2018,
 - b) approval of financial statements of the company for 2018,
 - c) granting the members of the Management Board discharge from their duties in 2018,
 - d) granting the members of the Supervisory Board discharge from their duties in 2018,
 - e) distribution of profit for 2018.
10. Presentation of the consolidated financial statements of PROCHEM S.A. for 2018.
11. Adoption of a resolution approving the consolidated financial statements of PROCHEM S.A. for 2018.
12. Closing the meeting.

DRAFTS OF RESOLUTIONS FOR THE XLTH GENERAL MEETING OF PROCHEM S.A.

Ad. 2

RESOLUTION No.

1. The Ordinary General Meeting of a joint stock company Prochem resolves to elect as Chairman of the Ordinary General Meeting
2. The resolution shall come into effect upon its adoption.

Ad. 3

RESOLUTION No.

1. The Ordinary General Meeting of a joint stock company Prochem resolves to elect as Member of the Secretariat of the General Meeting.....
2. The resolution shall come into effect upon its adoption.

Ad. 9

RESOLUTION No.

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is approving Report of the Management Board on the company's activities for 2018.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is approving financial statements of the company for 2018 including:
 - 1) Balance sheet (statement of financial position) as at 31 December 2018, with total assets and equity and liabilities in the amount of PLN 91,053 thousand (say: ninety one million fifty three thousand Zlotys),
 - 2) Profit and loss account for the period from 1 January 2018 to 31 December 2018 showing a net profit of PLN 1,089 thousand (say: one million eighty nine thousand Zlotys),
 - 3) Statement of comprehensive income for the period from 1 January 2018 to 31 December 2018 showing net profit in the balance sheet in the amount of PLN 932 thousand (say: nine hundred thirty two thousand Zlotys),
 - 4) Statement of cash flows for the financial year from 1 January 2018 to 31 December 2018, showing a decrease in cash by PLN 17,306 thousand (say: seventeen million three hundred six thousand Zlotys),
 - 5) Statement of changes in equity showing a decrease in equity by PLN 23,154 thousand (say: twenty three million one hundred fifty four thousand Zlotys),
 - 6) Notes on adopted accounting principles (policy) and other explanatory notes to the financial statements.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. has granted discharge from performing duties from 1 January 2018 to December 31, 2018, to the President of the Management Board, Jarosław Stępniewski.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. has granted discharge from performing duties from 1 January 2018 to December 31, 2018, to the Vice President of the Management Board Marek Kiersznicki.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. has granted discharge from performing duties from 1 January 2018 to December 31, 2018, to the Vice President of the Management Board Krzysztof Marczak.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. has granted discharge from performing duties from 1 January 2018 to 31 December, 2018 to the Chairman of the Supervisory Board of PROCHEM S.A. Marek Garliński.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. has granted discharge from performing duties from 1 January 2018 to 31 December, 2018, to the Vice Chairman of the Supervisory Board of PROCHEM S.A. Karol Żbikowski.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. has granted discharge from performing duties from 1 January 2018 to 31 December, 2018, to the Member of the Supervisory Board of PROCHEM S.A. Andrzej Karczykowski.
2. The resolution shall come into effect upon its adoption.

RESOLUTUION No.

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. has granted discharge from performing duties from 1 January 2018 to 31 December, 2018, to the Member of the Supervisory Board of PROCHEM S.A. Krzysztof Oblój.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM S.A. has granted discharge from performing duties from 1 January 2018 to 31 December 2018, to the Member of the Supervisory Board of PROCHEM S.A. Marcin Pędzński.
2. The resolution shall come into effect upon its adoption.

RESOLUTION No.

1. Acting on the basis of § 17 of the Statute of the Company, THE GENERAL MEETING OF PROCHEM resolves so that net profit for 2018, in the amount of PLN 1,088,573.12 (say: one million eighty eight thousand five hundred seventy three and 12/100 Zlotys) shall be entirely allocated to reserve capital.
2. The resolution shall come into effect upon its adoption.

Ad. 11

RESOLUTION No.

1. Acting on the basis of § 17 of the Statutes of the Company, THE GENERAL MEETING OF PROCHEM S.A. is approving consolidated financial statements of the Capital Group of PROCHEM S.A. for 2018 including:
 - 1) Balance sheet (statement of financial position) as at 31 December 2018, with total assets and equity and liabilities in the amount of PLN 149,778 thousand (say: one hundred forty nine million seven hundred seventy eight thousand Zlotys),
 - 2) Profit and loss account for the period from 1 January 2018 to 31 December 2018 showing a net profit of PLN 1 839 thousand (say: one million eight hundred thirty nine thousand Zlotys),
 - 3) Statement of comprehensive income for the period from 1 January 2018 to 31 December 2018 showing a net profit in the balance sheet in the amount of PLN 2,201 thousand (say: two million two hundred one thousand Zlotys),
 - 4) Statement of cash flows for the financial year from 1 January 2018 to 31 December 2018, showing a decrease in cash by the amount of PLN 25,565 thousand (say: twenty five million five hundred sixty five thousand Zlotys),
 - 5) Statement of changes in equity showing a decrease in equity by the amount of PLN 21,356 thousand (say: twenty one million three hundred fifty six thousand Zlotys),
 - 6) Notes on adopted accounting principles (policy) and other explanatory notes to the financial statements.
2. The resolution shall come into effect upon its adoption.