

Resolutions of the ordinal

1. Mr. Andrzej Karczykowski stated that the General Meeting elected by secret ballot Mr. Marek Garliński the Chairman of the General Meeting, in the ballot 2,128,415 shares took part, of which valid votes were cast and which represent 54.64 % of the total share capital, and of which was given a total of 2,129,715 valid votes cast, in that:
 - 2,129,715 votes "for"
 - 0 abstentions,
 - 0 votes against.

2. The Chairman stated that resolution on exclusion of the secrecy of the election of returning committee was adopted unanimously, in the voting 2,128,415 shares took part, of which valid votes were cast, and which represent 54.64 % of the total share capital, and of which was given a total of 2,129,715 valid votes cast, in that :
 - 2,129,715 votes „for"
 - 0 abstentions
 - 0 votes against.

3. The Chairman stated that the General Meeting unanimously elected Mrs. Zofia Kaczor and Mrs. Urszula Lipska to the returning committee, in the voting 2,128,415 shares took part, of which valid votes were cast, and which represent 54.64 % of the total share capital, of which was given a total of 2,129,715 valid votes cast, in that:
 - 2,129,715 votes "for"
 - 0 abstentions,
 - 0 votes against.

Resolution No 1

1. Acting on the basis of § 17 of Statutes of the Company, The General Meeting of PROCHEM S.A. approve the Report of ten Management Board on the Company activities for the year 2011.
2. The resolution becomes effective upon its adoption.

The Chairman stated that The General Meeting unanimously adopted Resolution No 1, in the voting 2,128,415 shares took part, of which valid votes were cast, and which represent 54.64 % of the total share capital, of which was given a total of 2,129,715 valid votes cast, in that:

- 2,129,715 valid votes „for"
- 0 abstentions,
- 0 votes against.

Resolution No 2

1. Acting on the basis of § 17 of Statutes of the Company The General Meeting of PROCHEM S.A., approve the Financial Statement of the company for the year 2011 , including:
 - 1) Balance sheet (statement of financial position) as at 31 December 2011, with total assets and liabilities amounting to PLN 141,565 thousand (say: one hundred forty one million, five hundred sixty five thousand zlotys)
 - 2) Profit and loss account contained in the statement of comprehensive income for the period from 1 January 2011 to 31 December 2011 with a net profit in the amount of PLN 3,210 thousand (say: three million two hundred ten thousand of zlotys),
 - 3) Statement of cash flows for the financial year from 1 January 2011 to 31 December 2011, showing an increase in cash by amount of PLN 13,932

thousand (say: thirteen million nine hundred thirty two thousand of zlotys),

- 4) Statement of changes in owners' equity showing an increase in equity by the amount of PLN 3,210 thousand (say: three million two hundred ten thousand of zlotys),
- 5) notes on assumed accounting principles (policy) and other explanatory remarks to financial statement

2. The resolution becomes effective upon its adoption.

The Chairman stated that the General Meeting unanimously adopted Resolution No 2, in the voting 2,128,415 shares took part, of which valid votes were cast. which represent 54.64 % of total share capital, of which was given a total of 2,129,715 valid votes cast, in that:

2,129,715 valid votes „for”
0 abstentions,
0 votes against.

Resolution No 3

1. Acting on the basis of § 17 of Statutes of the Company The General Meeting of PROCHEM S.A. gives a discharge of performed duties in the period from 1 January 2011 to 31 December 2011 to the Management Board composed of:
 - Jarosław Stępniewski 2,091,928 votes “for”,
 - Marek Kiersznicki 2,112,215 votes “for”,
 - Krzysztof Marczak 2,120.715 votes “for”.
2. The resolution becomes effective upon its adoption.

The Chairman stated that General Meeting adopted Resolution No 3 by votes as above.

Resolution No 4

1. Acting on the basis of § 17 of Statutes of the Company The General Meeting of PROCHEM S.A. gives a discharge of performed duties in the period from 1 January 2011 to 31 December 2011 to the Supervisory Board composed of:
 - Andrzej Karczykowski, 2.109.715 votes for,
 - Marek Garliński, 2.093.115 votes for,
 - Dariusz Krajowski-Kukiel 2.129.715 votes for,
 - Krzysztof Obłój 2.129.715 votes for,
 - Adam Parzydeł 2.129.715 votes for.
2. The resolution becomes effective upon its adoption.

The Chairman stated that General Meeting adopted Resolution No 4 by votes as above.

Resolution No 5

1. Acting on the basis of § 17 of Statutes of the Company The General Meeting of Prochem S.A. assigns profit for the year 2011 in the amount of PLN 3,209,886.28. (say: three million two hundred nine thousand eight hundred eighty six and 28/100) to reserve capital.
2. The resolution becomes effective upon its adoption.

The Chairman stated that the General Meeting unanimously adopted Resolution No 5, in the voting 2,128,415 shares took part, of which valid votes were cast, which represent 54.64 % of total share capital, of which was given a total of 2,129,715 valid votes, in that:

2,129,715 valid votes „for”
0 abstentions,
0 votes against.

Resolution No 6

1. Acting on the basis of § 17 of the Statutes of the company, The General Meeting of Prochem S.A. approves consolidated financial statement of Capital Group of PROCHEM S.A. for the year 2011, including:
 - 1) Balance sheet (consolidated statement of financial position) as at 31 December 2011, with total assets and liabilities amounting to PLN 218,175 thousand (say: two hundred eighteen million one hundred seventy five thousand of zlotys),
 - 2) Consolidated profit and loss account contained in the statement of comprehensive income for the financial year from 1 January 2011 to 31 December 2011 with a net profit in the amount of PLN 5,609 thousand (say: five million six hundred nine thousand of zlotys)
 - 3) Consolidated statement of cash flows for the financial year from 1 January 2011 to 31 December 2011, showing an increase in cash by the amount of PLN 13,250 thousand (say: thirteen million two hundred fifty thousand of zlotys),
 - 4) Consolidated statement of changes in owners' equity showing an increase in equity by the amount of PLN 3,445 thousand (say: three million four hundred forty five thousand of zlotys),
 - 5) Notes on assumed accounting principles (policy) and other explanatory remarks.
2. The resolution becomes effective upon its adoption.

The Chairman stated that the General Meeting unanimously adopted Resolution No 6, in the voting 2,128,415 shares took part, of which valid votes were cast, which represent 54.64 % of total share capital, of which was given a total of 2,129,715 valid votes cast, in that:

2,129,715 valid votes „for”
0 abstentions,
0 votes against.

Resolution No 7

1. Acting on the basis of § 17 of the statutes of the company the general meeting of Prochem S.A. decides to adopt the use of Principles of Corporate Governance under the name GOOD PRACTICE OF THE COMPANIES LISTED ON WARSAW STOCK EXCHANGE after amendments as in the Resolution No 20/1287/2011 of the Council of the Warsaw Stock Exchange of 19 Oct. 2011.
2. The consolidated text of the above document constitutes Enclosure No 1 to this Resolution.
3. The resolution becomes effective upon its adoption.

The Chairman stated that the General Meeting unanimously adopted resolution No 7, in voting 2,128,415 shares took part, of which valid votes were cast, which represent 54.64 % of total share capital, of which was given a total of 2,129,715 valid votes, in that:

2,129,715 valid votes „for”
0 abstentions,
0 votes against.