

ANNOUNCEMENT ABOUT CONVENING THE ORDINARY GENERAL MEETING OF PROCHEM SA

Management Board of PROCHEM S.A. with the registered office in Warsaw, at 44 C Powązkowska Str., entered into the Register of Entrepreneurs of National Court Register by the District Court for the capital city of Warsaw, XII Commercial Division of the National Court Register under the KRS number 19753. convene **XXX Ordinary General Meeting of PROCHEM S.A., to be held on 11 June 2011 at 9⁰⁰**, in the registered office of the company.

Proposed agenda:

1. Opening the Ordinary General Meeting .
2. Election of the Chairman of the Meeting .
3. Appointment of the returning committee.
4. Drawing up the attendance list .
5. Statement that the Ordinary General Meeting of PROCHEM S.A. has been convened in compliance with all applicable requirements and that valid resolutions can be adopted at the Meeting.
6. Adopting the agenda.
6. Examination of the Management Board's report on the company's business activity in 2010, and the company's financial statement for 2010.
8. Examination of the Supervisory Board's report for 2010.
9. Adoption of resolutions regarding the following:
 - a) approving the report on the company's business activity in 2010 (Resolution No 1),
 - b) approving the financial statement of the company for 2010 (Resolution No 2),
 - c) granting exoneration to the members of the Management Board for fulfillment of their duties in 2010 (Resolution No 3),
 - d) granting exoneration to the members of the Supervisory Board for fulfillment of their duties in 2010 (Resolution No 4),
 - e) profit distribution for 2010 (Resolution No 5)
10. Presentation of the consolidated financial statement of company PROCHEM S.A. for 2010.
11. Adoption of the resolution concerning consolidated financial statement of company PROCHEM S.A. for 2010 (Resolution No 6).
12. Appointments for the Supervisory Board of the VIII term of office (Resolution No 7).
13. Closing the Meeting.

INFORMATION FOR SHAREHOLDERS OF PROCHEM SA ACCORDING TO ART. 402 2 COMMERCIAL COMPANIES CODE

I. Information about the right of shareholders for demanding that specific cases be included in the Agenda of the General Meeting

1. A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital of PROCHEM SA is/are entitled to demand that specific items be included in the Agenda of the session of the Ordinary General Meeting of the Company. Such a

demand should be submitted to the Management Board at the latest 21 days prior to the proposed date of the General Meeting i.e. until May 21st 2011. Such a demand should contain grounds or the draft of a resolution concerning the proposed item of the Agenda. A demand should be submitted in writing at the registered office of the Company or by e-mail sent to the following e-mail address of the Company: wza@prochem.com.pl

2. A shareholder or shareholders should prove having the appropriate number of shares for the day of submitting a demand enclosing deposit certificate(s) to the demand, and in case of shareholders being legal persons and private company to confirm also authorization to act on behalf of this subject enclosing the up-to-date excerpt from National Court Register. In case of shareholders submitting such a demand using electronic means of communication documents should be sent in the PDF format.

With objective of the verification of the account of the internet sender the company is reserving itself the right to check and to get confirming of sending the application by the sender. Only return confirming from the sender is starting the procedure Commercial Companies Code in relation to the motion of the shareholder.

II. Information about the shareholder's right for submitting to the General Meeting of drafts of resolutions concerning matters included in the Agenda before the date of General Meeting

1. A shareholder or shareholders of the Company representing at least 1/20(one twentieth) of the share capital may file drafts of resolutions concerning the established Agenda of the Ordinary General Meeting before the date of the Ordinary General Meeting in writing at the registered office of the Company or using electronic means of communication to the company's address: wza@prochem.com.pl
2. A shareholder or shareholders should prove having the appropriate number of shares for the day of submitting a demand enclosing deposit certificate(s) to the demand, and in case of shareholders being legal persons and private company to confirm also authorization to act on behalf of this subject enclosing the up-to-date excerpt from National Court Register. In case of shareholders submitting such a demand using electronic means of communication documents should be sent in the PDF format. With objective of the verification of the account of the internet sender the company is reserving itself the right to check and to get confirming of sending the application by the sender. Only return confirming from the sender is starting the procedure Commercial Companies Code in relation to the motion of the shareholder.

III. Information about shareholder's right of submitting drafts of the resolutions concerning matters included in the Agenda during session of the General Meeting

Each of the shareholders entitled to the participation in the General Meeting may file drafts of resolutions concerning matters included in the Agenda during the Ordinary General Meeting.

IV. Information about exercising the right to vote by the shareholder or the attorney

1. A shareholder or shareholders may participate in the Ordinary General Meeting and exercise the right to vote in person or via proxy.
2. Power of attorney for the vote by proxy should be granted in writing or in the electronic form. The authorization in the electronic form doesn't require providing with an safe electronic signature verified with the help of the valid classified certificate.

Power of attorney should contain essential information about the shareholder granting power of attorney, as well as about the person to which power of attorney was given such as:

- name and surname,
- address,
- number of the identity card,
- phone no,
- e-mail,
- scope of power of attorney - number of shares from which the right to vote will be exercised and the way of exercising this right,
- the date and the name of the General Meeting of PROCHEM SA.

The company can turn to the shareholder for certifying granted power of attorney.

3. The power of attorney granted in electronic way should be formulated in the separate document signed by the shareholder or the person entitled to the representation of the shareholder, sent as the attachment in the PDF format to the address of the Company wza@prochem.com.pl at latest on June 10th 2011 till 9 a.m.

Compulsorily with electronic power of attorney the documents confirming authorizing the given shareholder to the participation in the General Meeting of Shareholders should be sent.

4. Shareholders will be allowed for the participation in the Ordinary General Meeting on production of ID card and attorneys on production of the ID card and of valid power of attorney granted in writing or in the electronic form (in this last case the attorney should show the printing of power of attorney in the PDF format). Representatives of legal persons or private company should additionally show current excerpts from relevant registers, listing persons entitled to represent these entities.

V. The possibility and the way of participating as well as giving one's opinion at the General Meeting at the utilization of means of the electronic communication

PROCHEM SA doesn't allow for the possibility of participating as well as giving its opinion during XXX General Meeting using means of the electronic communication

VI. Manner of the exercising the right to vote by mail or at the utilization of means of the electronic communication

PROCHEM SA doesn't allow for the possibility of voting by mail as well as using means of the electronic communication.

VII. Registration date of the participation in the General Meeting

Registration date of the participation in the XXX General Meeting is 26 May 2011.

VIII. Information about the right to participate in the General Meeting

1. Following persons will have the right to participate in the Ordinary General Meeting of the Company;
 - a) were company's shareholders on 26 May 2011,
 - b) in the period since announcement about General Meeting of Shareholders and not later than 27 May 2011 will submit a request for issuing the personal certificate of the right to participate in the Ordinary General Meeting in the entity keeping the securities account on which company shares are registered.

It is being recommended to shareholders collecting issued personal certificate of the right to participate and taking it with themselves on the day of the Ordinary General Meeting.

2. Company establishes the list of shareholders entitled to participate in the Ordinary Meeting of the Company: on the basis of list drawn up by the National Depository for Securities (KDPW), and prepared on the grounds of personal certificates of the right to participate in the General Meeting issued by the entity keeping the securities account as well as share book of PROCHEM SA. Since 8 June 2011 above list will be laid out for the insight in the company's registered office.

IX. Access to documentation

1. The persons entitled to the participation in the Ordinary General Meeting can get drafts of resolutions as well as the full text of documentation which is supposed to be introduced on the Ordinary General Meeting in the company's registered office.
2. The company will be making available all information concerning the Ordinary General Meeting on the website Companies at the address: www.prochem.com.pl