

## **NOTICE OF CONVOCAATION OF THE ORDINARY GENERAL MEETING OF PROCHEM S.A.**

The Management Board of PROCHEM S. A. seated in Warsaw, at 95 Łopuszańska Street, entered into the Register of Entrepreneurs of the National Court Register by the District Court for the Capital City Warsaw, XIV Commercial Department of the National Court Register, under KRS number 19753 hereby convene **XLVI Ordinary General Meeting of PROCHEM S.A., which will be held on 24 June 2024 at 3 P.M.** in Warsaw at 95 Łopuszańska Street, in ASTRUM Business Park building.

### **The proposed 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 Report of the Management Board on the company's activity and the company's financial statements for 2023.
8. Consideration of the Report of the Supervisory Board for 2023.
9. Adoption of resolutions concerning:
  - a) approval of the report on the activities of the company in 2023,
  - b) approval of financial statements of the company for 2023,
  - c) granting the members of the Company's Management Board discharge from their duties in 2023,
  - d) granting the members of the Supervisory Board discharge from their duties in 2023,
  - e) covering the loss for 2023.
10. Presentation of the consolidated financial statements of PROCHEM S.A. for 2023.
11. Adoption of a resolution approving the consolidated financial statements of PROCHEM S.A. for 2023.
12. Adoption of a resolution on issuing an opinion on the Report of the Supervisory Board on the remuneration of Members of the Management Board and Supervisory Board for 2023.
13. Elections to the Supervisory Board of the XII th term of office.
14. Adoption of resolutions on:
  - a) Adding § 6<sup>1</sup> to the Company's Statutes;
  - b) Amendment to § 7 of the Company's Statutes;
  - c) Deletion of § 8 section 1 of the Company's Statutes;
  - d) Deletion of § 9 of the Company's Statutes;
  - e) Adding sections 4 – 7 to § 19 of the Company's Statutes.
  - f) Adoption of the uniform text of the Statute.
15. Closing the meeting.

**Ad. 13) letter a) of the proposed agenda**

The current wording of § 6<sup>1</sup> of the Company's Statutes

Not applicable (no provision)

Proposed wording of § 6<sup>1</sup> of the Company's Statutes:

„§ 6<sup>1</sup>

A change in the subject of the company's activities may take place without the redemption of shares referred to in Article 416 § 4 and 417 § 1-3 of the Commercial Companies Code, if the resolution on changing the subject of the company's activities is adopted by a two-thirds majority of votes in the presence of persons representing at least half of the share capital".

**Ad. 13) letter b) of the proposed agenda**

The current wording of § 7 of the Company's Statutes:

„§ 7

The company's share capital amounts to PLN 2,005,000 (two million five thousand) and is divided into 2,005,000 shares with a nominal value of PLN 1.00 (one Zloty) each, including:

- a) 1,816,751 (one million eight hundred sixteen thousand seven hundred fifty one) founding shares issued as inscribed shares,
- b) 188,249 (one hundred eighty eight thousand two hundred forty nine) series B shares issued as inscribed shares."

Proposed wording of § 7 of the Company's Statutes:

„§ 7

The company's share capital amounts to PLN 2,005,000 (two million five thousand) and is divided into 2,005,000 shares with a nominal value of PLN 1.00 (one Zloty) each, including:

- c) 1, 997, 603 (one million nine hundred ninety seven thousand six hundred three) bearer shares,
- d) 7, 397 (seven thousand three hundred ninety seven) inscribed shares."

**Ad. 13) letter c) of the proposed agenda**

The current wording of § 8 section 1 of the Company's Statutes

„§ 8

1. The inscribed founding shares and the inscribed B class shares, taken up by the company's employees, represent preferred shares in the manner and on the terms and conditions mentioned under § 9."

Proposed wording of § 8 section 1 of the Company's Statutes:

„§ 8

1. Deleted"

**Ad. 13) letter d) of the proposed agenda**

The current wording of § 9 of the Company's Statutes:

„§ 9

1. The preference granted to shares means that each of those shares represent three votes.
2. The preferred share shall lose the preferential nature:

- in the event of exchanging this share into a bearer's share,
  - upon terminating of the employment contract between the shareholder (holder of founding shares or B class shares) and the company,
  - in the event of the sale of a preferred share to a person who is not an employee of the company, if the ownership of the preferred share passes by the way of inheritance to another person who is not an employee of the company.
3. A share that has lost its preferential nature may not get back the preferential nature mentioned under paragraph 1.”

Proposed wording of § 9 of the Company's Statutes:

„§ 9  
Deleted.”

**Ad. 13) letter e) of the proposed agenda**

The current wording of § 19 section 4-7 of the Company's Statutes:

Not applicable (no provision)

Proposed wording of § 19 section 4-7 of the Company's Statutes:

„§ 19

[...]

4. If the mandate of a member of the Supervisory Board expires as a result of death or resignation, members of the Supervisory Board may co-opt a member of the Supervisory Board in place of the member whose mandate expired before the expiry of the term of office of the Supervisory Board, however, the Supervisory Board may not include more than two persons appointed by co-option.
5. Co-option is made by submitting unanimous declarations of will in writing, under pain of nullity, by all other members of the Supervisory Board.
6. The mandate of co-opted a Member of the Supervisory Board expires on the date of the next General Meeting.
7. The next General Meeting elects a new member of the Supervisory Board in place of the co-opted member for the period until the end of the term of office of the member in place of whom the member of the Supervisory Board was appointed under co-option.