

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. The Ordinary General Meeting of the Company Prochem Spółka Akcyjna resolves to elect as Chairman of the Ordinary General Meeting.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

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

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. The Ordinary General Meeting of the Company Prochem Spółka Akcyjna resolves to adopt the following 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 12 th term of office.
 14. Adoption of resolutions on:
 - a. Adding § 6¹ 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.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

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 2023.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

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The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company, the Ordinary General Meeting of PROCHEM S.A. is approving financial statements of the company for 2023 including:
 1. Balance sheet (statement of financial position) as at 31 December 2023, with total assets and equity and liabilities in the amount of PLN 114 654 thousand (say: one hundred fourteen million six hundred fifty four thousand Zlotys),
 2. Profit and loss account for the period from 01 January 2023 to 31 December 2023 showing a net loss of PLN 19 591 thousand (say: nineteen million five hundred ninety one thousand Zlotys)
 3. Statement of comprehensive income for the period from 01 January 2023 to 31 December 2023 showing net balance sheet loss in the amount of PLN 19 548 thousand (say: nineteen million five hundred forty eight thousand Zlotys),
 4. Statement of changes in equity showing increase in equity by PLN 19 548 thousand (say: nineteen million five hundred forty eight thousand Zlotys),
 5. Statement of cash flows for the financial year from 01 January 2023 to 31 December 2023, showing decrease in cash by PLN 3 804 thousand (say: three million eight hundred 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.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

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The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2023 to 31.12.2023 to the President of the Management Board Marek Kiersznicki.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

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The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2023 to 31.12.2023 to the Vice President of the Management Board Krzysztof Marczak.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2023 to 31.12.2023 to the Member of the Management Board Michał Dąbrowski.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2023 to 31.12.2023 to the Chairman of the Supervisory Board of PROCHEM S.A. Marek Garliński.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

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The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2023 to 31.12.2023 to the Vice Chairman of the Supervisory Board of PROCHEM S.A. Karol Żbikowski.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 14.06.2023 to 31.12.2023 to the Member of the Supervisory Board of PROCHEM S.A. Paweł Bielski.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2023 to 14.06.2023 to the Member of the Supervisory Board of PROCHEM S.A. Andrzej Karczykowski.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2023 to 31.12.2023 to the Member of the Supervisory Board of PROCHEM S.A. Wiesław Kiepiel.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares: _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2023 to 31.12.2023 to the Member of the Supervisory Board of PROCHEM S.A. Jarosław Stępniewski.
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. resolves that net loss for 2023 in the amount of PLN 19, 590, 790.39 (say: nineteen million five hundred ninety thousand seven hundred ninety and 39/100 Zlotys) will be covered from the spare capital.
2. The resolution shall come into effect upon its adoption.

For	Against Objection reporting	Abstain from voting	At the discretion of the attorney
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company, the Ordinary General Meeting of PROCHEM S.A. is approving consolidated financial statements of the Capital Group of PROCHEM S.A. for 2023 including:
 - 1) Balance sheet (statement of financial position) as at 31 December 2023, with total assets and equity and liabilities in the amount of PLN 159 780 thousand (say: one hundred fifty nine million seven hundred eighty thousand Zlotys),
 - 2) Profit and loss account for the period from 01 January 2023 to 31 December 2023 showing a net loss of PLN 24 348 thousand (say: twenty four million three hundred forty eight thousand Zlotys),
 - 3) Statement of comprehensive income for the period from 01 January 2023 to 31 December 2023 showing net balance sheet loss in the amount of 24 330 thousand (say: twenty four million three hundred thirty thousand Zlotys),
 - 4) Statement of changes in equity showing a decrease in equity by the amount of PLN 25 409 thousand (say: twenty five million four hundred nine thousand Zlotys),
 - 5) Statement of cash flows for the financial year from 01 January 2023 to 31 December 2023, showing a decrease in cash by the amount of PLN 22 707 thousand (say: twenty two million seven hundred seven 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.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. The Ordinary General Meeting of PROCHEM S.A. after considering the Report of the Supervisory Board on the remuneration of the Members of the Management Board and Supervisory Board in the financial year 2023 and reading the statutory auditor's assessment in the scope of including the information required under Article 90g section 1-5 and 8 of the Act of July 29, 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (i.e. of March 11, 2024 Journal of Laws of 2024, item 620), hereby gives a positive opinion of the Report submitted by the Supervisory Board.
2. The resolution shall come into effect upon its adoption.

For	Against Objection reporting	Abstain from voting	At the discretion of the attorney
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. Acting on the basis of § 17 of the Statutes of the Company, the GENERAL MEETING of PROCHEM S.A. elects as a Member of the Supervisory Board of the XII th term of office
2. The resolution shall come into effect upon its adoption.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares	Objection reporting Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. The GENERAL MEETING of PROCHEM S.A., acting pursuant to § 17 sec. 1 item 6) the Statutes of the Company, and Art. 430 of the Commercial Companies Code decides to amend the content of the Company's Statutes as follows:

After § 6 and before § 7 of the statute, § 6¹ is introduced with the following wording:

„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”

2. Hereby resolution, shall come into effect on the date of registration of the amendment to the Company's Statutes by the registry court.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. The GENERAL MEETING of PROCHEM S.A., acting pursuant to § 17 sec. 1 item 6) the Statutes of the Company, and Art. 430 of the Commercial Companies Code decides to amend the content of the Company's Statutes as follows:
§ 7 of the Statutes shall read as follows:
„1. 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) 1 997 603 (one million nine hundred ninety seven thousand six hundred three) bearer shares,
b) 7 397 (seven thousand three hundred ninety seven) inscribed shares”
2. Hereby resolution, shall come into effect on the date of registration of the amendment to the Company's Statutes by the registry court.

For	Against	Abstain from voting	At the discretion of the attorney
Number of shares _____	Objection reporting Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. The GENERAL MEETING of PROCHEM S.A., acting pursuant to § 17 sec. 1 item 6) the Statutes of the Company, and Art. 430 of the Commercial Companies Code decides to amend the content of the Company's Statutes as follows:
§ 8 section 1 of the statutes is deleted.
2. Hereby resolution, shall come into effect on the date of registration of the amendment to the Company's Statutes by the registry court.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. The GENERAL MEETING of PROCHEM S.A., acting pursuant to § 17 sec. 1 item 6) the Statutes of the Company, and Art. 430 of the Commercial Companies Code decides to amend the content of the Company's Statutes as follows:
§ 9 is deleted.
2. Hereby resolution, shall come into effect on the date of registration of the amendment to the Company's Statutes by the registry court.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. The GENERAL MEETING of PROCHEM S.A., acting pursuant to § 17 sec. 1 item 6) the Statutes of the Company, and Art. 430 of the Commercial Companies Code decides to amend the content of the Company's Statutes as follows:
 W § 19 after section 3, sections 4-7 are added which shall read as follows:
 „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.”

2. Hereby resolution, shall come into effect on the date of registration of the amendment to the Company’s Statutes by the registry court.

For	Against Objection reporting	Abstain from voting	At the discretion of the attorney
Number of shares _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Other			

INSTRUCTION FOR EXERCISING OF VOTING RIGHTS BY ATTORNEY

The Ordinary General Meeting of PROCHEM S.A. convened for June 24, 2024, at 3:00 p.m., in Warsaw at Łopuszańska 95 Street.

RESOLUTION No

1. THE GENERAL MEETING of PROCHEM S.A. adopts the uniform text of the Company's Statutes

[...]

1. Hereby resolution, shall come into effect on the date of registration of the amendment to the Company's Statutes by the registry court.

For	Against	Abstain from voting	At the discretion of the attorney
	Objection reporting		
Number of shares	Number of shares:	Number of shares:	Number of shares:
Other			