

DRAFT RESOLUTIONS OF THE XLVII GENERAL MEETING OF PROCHEM S.A.

Ad. 2

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.

Ad. 3

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.

Ad. 6

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 2024.
 8. Consideration of the Report of the Supervisory Board for 2024.
 9. Adoption of resolutions concerning:
 - a. approval of the report on the activities of the company in 2024
 - b. approval of financial statements of the company for 2024,
 - c. granting the members of the Company's Management Board discharge from their duties in 2024,
 - d. granting the members of the Supervisory Board discharge from their duties in 2024,
 - e. covering the loss for 2024.
 10. Presentation of the consolidated financial statements of PROCHEM S.A. for 2024.
 11. Adoption of a resolution approving the consolidated financial statements of PROCHEM S.A. for 2024.
 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 2024.
 13. Adoption of a resolution on the approval of the Remuneration Policy of the Management Board and Supervisory Board.
 14. Closing the 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 2024.

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 Ordinary General Meeting of PROCHEM S.A. is approving financial statements of the company for 2024 including:
 - 1) Balance sheet (statement of financial position) as at 31 December 2024, with total assets and equity and liabilities in the amount of PLN 88 273 thousand (say: eighty eight million two hundred seventy three thousand Zlotys),
 - 2) Profit and loss account for the period from 01 January 2024 to 31 December 2024 showing a net loss of PLN 28 454 thousand (say: twenty eight million four hundred fifty four thousand Zlotys),
 - 3) Statement of comprehensive income for the period from 01 January 2024 to 31 December 2024 showing net balance sheet loss in the amount of PLN 28 331 thousand (say: twenty eight million three hundred thirty one thousand Zlotys),
 - 4) Statement of changes in equity showing decrease in equity by PLN 28 331 thousand (say: twenty eight million three hundred thirty one thousand Zlotys),
 - 5) Statement of cash flows for the financial year from 01 January 2024 to 31 December 2024, showing decrease in cash by PLN 1 482 thousand (say: one million four hundred eighty two 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 Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2024 to 31.12.2024 to the 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 Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2024 to 31.12.2024 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 Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2024 to 31.12.2024 to the Member of the Management Board Michał Dąbrowski.
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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2024 to 31.12.2024 to Marek Garliński including for the period from 01.01.2024 to 24.06.2024 for serving as the Chairman of the Supervisory Board of PROCHEM S.A. and for the period from 24.06.2024 to 31.12.2024 for serving as a Member of the Supervisory Board of PROCHEM S.A.
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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2024 to 31.12.2024 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 Statutes of the Company the Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2024 to 24.06.2024 to the Member of the Supervisory Board of PROCHEM S.A. Paweł Bielski.
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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 01.01.2024 to 31.12.2024 to the Member of the Supervisory Board of PROCHEM S.A. Wiesław Kiepiel.
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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties from 24.06.2024 to 31.12.2024 to the Member of the Supervisory Board of PROCHEM S.A. Steven Tappan.
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 Ordinary General Meeting of PROCHEM S.A. has granted discharge from performing duties to Jarosław Stępniewski for the period from 01.01.2024 to 31.12.2024 including for the period from 01.01.2024 to 24.06.2024 . for serving as a Member of the Supervisory Board of PROCHEM S.A. and for the period from 24.06.2024 to 31.12.2024 for serving as the Chairman of the Supervisory Board of PROCHEM S.A.
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 Ordinary General Meeting of PROCHEM S.A. resolves that net loss for 2024 in the amount of PLN 28 454 490.04 (twenty eight million four hundred fifty four thousand and 4/100 Zlotys) will be covered from the reserve capital in the amount of PLN 9 352 677.49 and from spare capital in the amount of PLN 19 101 812.55.
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 Ordinary General Meeting of PROCHEM S.A. is approving consolidated financial statements of the Capital Group of PROCHEM S.A. for 2024 including:
 - 1) Balance sheet (statement of financial position) as at 31 December 2024, with total assets and equity and liabilities in the amount of PLN 123 182 thousand (say: one hundred twenty three million one hundred eighty two thousand Zlotys),
 - 2) Profit and loss account for the period from 01 January 2024 to 31 December 2024 showing a net loss of PLN 25 593 thousand (say: twenty five million five hundred ninety three thousand Zlotys),
 - 3) Statement of comprehensive income for the period from 01 January 2024 to 31 December 2024 showing net balance sheet loss in the amount of PLN 24 637 thousand (say: twenty four million six hundred thirty seven thousand Zlotys),
 - 4) Statement of changes in equity showing a decrease in equity by the amount of PLN 24 922 thousand (say: twenty four million nine hundred twenty two thousand Zlotys),
 - 5) Statement of cash flows for the financial year from 01 January 2024 to 31 December 2024, showing a decrease in cash by the amount of PLN 6 339 thousand (say: six million three hundred thirty nine 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.

Ad. 12

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 2024 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 24, 2025 Journal of Laws of 2025, item 592), hereby gives a positive opinion of the Report submitted by the Supervisory Board
2. The resolution shall come into effect upon its adoption.

Ad. 13

RESOLUTION No

1. THE GENERAL MEETING OF PROCHEM S.A., acting under Article 90d section 1 of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies (hereinafter referred to as the "Act"), adopts the remuneration policy for members of the management board and supervisory board of PROCHEM S.A., which constitutes Annex No. 1 to this resolution.
2. The resolution shall come into effect upon its adoption.