

DRAFT RESOLUTIONS OF THE XLVIII 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 2025.
 8. Consideration of the Report of the Supervisory Board for 2025.
 9. Adoption of resolutions concerning:
 - a. approval of the report on the activities of the company in 2025
 - b. approval of financial statements of the company for 2025,
 - c. granting the members of the Company's Management Board discharge from their duties in 2025,
 - d. granting the members of the Supervisory Board discharge from their duties in 2025.
 - e. covering the loss for 2025.
 10. Presentation of the consolidated financial statements of PROCHEM S.A. for 2025.
 11. Adoption of a resolution approving the consolidated financial statements of PROCHEM S.A. for 2025.
 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 2025.
 13. 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 2025.
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 2025 including:

- 1) Balance sheet (statement of financial position) as at 31 December 2025, with total assets and equity and liabilities in the amount of PLN 92 679 thousand (say: ninety two million six hundred seventy nine thousand Zlotys),
 - 2) Profit and loss account for the period from 01 January 2025 to 31 December 2025 showing a net loss of PLN 5 851 thousand (say: five million eight hundred fifty one thousand Zlotys),
 - 3) Statement of comprehensive income for the period from 01 January 2025 to 31 December 2025 showing net balance sheet loss in the amount of PLN 5 825 thousand (say: five million eight hundred twenty five thousand Zlotys),
 - 4) Statement of changes in equity showing decrease in equity by PLN 5 824 thousand (say: five million eight hundred twenty four thousand Zlotys),
 - 5) Statement of cash flows for the financial year from 01 January 2025 to 31 December 2025, showing decrease in cash by PLN 2 412 thousand (say: two million four hundred twelve 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 01.01.2025 to 31.12.2025 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 01.01.2025 to 31.12.2025 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 01.01.2025 to 31.12.2025 to Michał Dąbrowski including for the period from 01.01.2025 to 27.06.25 as to the Member of the Management Board and for the period from 27.06.2025 to 31.12.2025 as to the Vice President of the Management Board.
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 01.01.2025 to 31.12.2025 to the Chairman of the Supervisory Board Jarosław Stępniewski.
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 01.01.2025 to 31.12.2025 to the Vice Chairman of the Supervisory Board 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 01.01.2025 to 31.12.2025 to the Member of the Supervisory Board Marek Garliński.
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 01.01.2025 to 31.12.2025 to the Member of the Supervisory Board 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 01.01.2025 to 31.12.2025 to the Member of the Supervisory Board StevenTappan.
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 2025 in the amount of PLN 5 850 614.54 (five million eight hundred fifty thousand six hundred fourteen and 54/100 Zlotys) will be covered from spare capital.
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 2025 including:
 - 1) Balance sheet (statement of financial position) as at 31 December 2025, with total assets and equity and liabilities in the amount of PLN 121 446 thousand (say: one hundred twenty one million four hundred forty six thousand Zlotys),
 - 2) Profit and loss account for the period from 01 January 2025 to 31 December 2025 showing a net loss of PLN 14 498 thousand (say: fourteen million four hundred ninety eight thousand Zlotys),
 - 3) Statement of comprehensive income for the period from 01 January 2025 to 31 December 2025 showing net balance sheet loss in the amount of PLN 14 474 thousand (say: fourteen million four hundred seventy four thousand Zlotys),
 - 4) Statement of changes in equity showing a decrease in equity by the amount of PLN 14 654 thousand (say: fourteen million six hundred fifty four thousand Zlotys),
 - 5) Statement of cash flows for the financial year from 01 January 2025 to 31 December 2025, showing a decrease in cash by the amount of PLN 3 246 thousand (say: three million two hundred forty six 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 2025 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.