

## VOTING THROUGH PROXY FORM

At KRAKCHEMIA S.A General Shareholders Meeting with a seat in Kraków, ul. Pułkownika Dąbka 10, convening on May 17, 2010 in Kraków.

### 1. SHAREHOLDER:

\_\_\_\_\_  
(name and surname /Shareholder name)

address: \_\_\_\_\_

PESEL (Polish resident identification number)(in case of shareholders not being natural persons  
REGON Number and KRS Number): \_\_\_\_\_

### 2. PROXY DATA:

#### I.

\_\_\_\_\_  
(name and surname /Proxy name)

address: \_\_\_\_\_

PESEL (in case of shareholders not being natural persons REGON Number and KRS Number):  
\_\_\_\_\_

#### II.

\_\_\_\_\_  
(name and surname of the person representing the Proxy)

address: \_\_\_\_\_

PESEL: \_\_\_\_\_

\_\_\_\_\_, \_\_\_\_\_ 2010 .  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

**3. VOTING WITH REGARD TO THE RESOLUTIONS :**

**Resolution No 1 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting appoints Mr./Ms \_\_\_\_\_ as the Chairman of the Meeting”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_ 2010  
 (Place) (date)

\_\_\_\_\_  
 (Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_ 2010  
 (Place) (date)

\_\_\_\_\_  
 (Shareholder signature)

**Resolution No 2 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting resolves, acting on the basis of art.420 § 3 of CCC, to annul the secret ballot with regard to the choice of the Returning Officers Panel composition”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Proxy signature)*

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Shareholder signature)*

**Resolution No 3 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting appoints the Returning Officers Panel in the following composition \_\_\_\_\_”:

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Proxy signature)*

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Shareholder signature)*

**Resolution No 4 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting adopts the agenda presented.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_ , \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Proxy signature)*

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_ , \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Shareholder signature)*

**Resolution No 5 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting approves the Board report on the Company activity in the financial year 2009 and the financial report for the financial year 2009, which is composed of:

1. **the balance** compiled for the 31<sup>st</sup> of December, 2009 which on the asset and the liabilities with own equity side amounts to 105 893 696,01 PLN.
2. **Profit and Loss Account** for the accounting year from 1<sup>st</sup> of January until 31<sup>st</sup> December 2009, presenting a net profit of 2 170 083,11 PLN
3. **the financial flow account** for the accounting year from 1<sup>st</sup> January until 31<sup>st</sup> December 2009, presenting an increase of cash by 7 256 534,04 PLN.
4. **Own equity changes** for the financial year from 1<sup>st</sup> January until 31<sup>st</sup> December 2009 presenting an increase in own capital by the amount of 2 170 083,11PLN.
5. **additional information** upon accounting rules adopted and other explanations for the accounting year from 1<sup>st</sup> January until 31<sup>st</sup> December 2009”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

**Resolution No 6 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting approves the Supervisory Board report on the review of the Company financial report, the Board report on the Company activity for the accounting year 2009 and the Company Board motion concerning the use of profit for the financial year 2009.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Proxy signature)*

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Shareholder signature)*

**Resolution No 7 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting resolves to grant Mr. Andrzej Zdebski a vote of approval on the fulfilment of duties as the Chairman of the Company Board in the financial year 2009.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Proxy signature)*

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Shareholder signature)*

**Resolution No 8 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting resolves to grant Mr. Bogdan Wrzeński a vote of approval on the fulfilment of duties as Deputy Chairman of the Company Board in the financial year 2009.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

**Resolution No 9 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting resolves to grant Mr. Włodzimierz Oprzędek a vote of approval on the fulfilment of duties as the Deputy Chairman of the Company Board in the financial year 2009.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

**Resolution No 10 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting resolves to grant Mr. Jerzy Mazgaj a vote of approval on the fulfilment of duties as the Chairman of the Supervisory Board in the financial year 2009.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Proxy signature)*

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Shareholder signature)*

**Resolution No 11 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting resolves to grant Mr. Grzegorz Pilch a vote of approval on the fulfilment of duties as the Deputy Chairman of the Supervisory Board in the financial year 2009.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

**Resolution No 12 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting resolves to grant Mr. Mariusz Wojdon a vote of approval on the fulfilment of duties as a Member of the Supervisory Board in the financial year 2009.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

**Uchwała nr 13**

**Resolution No 13 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting resolves to grant Mr. Konrad Hernik a vote of approval on the fulfilment of duties as a Member of the Supervisory Board in the financial year 2009.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

**Resolution No 14 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting resolves to grant Mr. Grzegorz Hajdarowicz a vote of approval on the fulfilment of duties as a Member of the Supervisory Board in the period from January 1, 2009 to March 2, 2009.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

**Resolution No 15 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting resolves to grant Ms Ilona Maik a vote of approval on the fulfilment of duties as a Member of the Supervisory Board in the period from March 3, 2009 to December 31, 2009.”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Proxy signature)*

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
*(Place) (date)*

\_\_\_\_\_  
*(Shareholder signature)*

**Resolution No 16 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting destines the entire net profit for the accounting year 2009 amounting to \_\_\_\_\_ PLN for the supplementary capital of the Company”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

**Resolution No 17 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting determines that the number of the Supervisory Board members in the new term of office will amount to \_\_\_ people”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

**Resolution No 18 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting appoints Mr./Ms \_\_\_\_\_ as a member of the Supervisory Board”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
 (Place) (date)

\_\_\_\_\_  
 (Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
 (Place) (date)

\_\_\_\_\_  
 (Shareholder signature)

**Resolution No 19 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting determines a monthly salary for the members of the Company Supervisory Board in the amount of \_\_\_\_\_”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)

## **Resolution No 20 of KRAKCHEMIA S.A General Shareholders Meeting**

“KRAKCHEMIA S.A General Shareholders Meeting, acting on the basis of § 5 item 3.4 of the Company Articles, votes the following changes in the General Meeting Regulations :

- a) the point 5.2 of the General Meeting Regulation takes the following wording :

5.2.1. The right of representation in the voting through the proxy may also be granted in an electronic manner. In such a case, the shareholder or the person entitled to participate in the General Meeting transfers the following at the Company electronic mail address, which is indicated at the Company website:

- 1) Scan of the certificate of share concerning the Company stocks or the notification on the right of participation in the General Meeting of the Company,
- 2) The text or scan of the right of proxy granted, containing the data of the person granting the right or the people acting on his/her behalf in accordance with the rules of proxy representation valid with the person granting the right,
- 3) Scan of the identity card or passport (containing the date enabling the identification of the bearer) of the proxy, who is a natural person
- 4) Scan of a copy from the register pertaining to the proxy being a legal person or an organizational unit without legal personality,
- 5) Electronic mail address for communication with the shareholder or his/her proxy.

5.2.2. The notification on granting the right of proxy should be transferred at the indicated electronic mail address a day before the General Meeting at the latest, unless some other date is stated in the announcement of the General Meeting. Moreover, the proxy should present upon registration at the General Meeting the printout of the right of proxy and identity card.

5.2.3. The aforementioned stipulations are accordingly applied to the notification on the right of proxy cancellation in the electronic manner.

5.2.4 The notifications transferred by the shareholders in a manner other than through the electronic mail address indicated on the Company website or by not meeting the requirements of 5.2.1 – 5.2.2. shall not cause legal effect with regard to the Company.

- b) After the point 5.3, points 5.4 – 5.7 are added. They have the following wording :

“5.4. Motions, demands, resolution drafts, enquiries and notifications submitted by the shareholders in the electronic manner may be transferred only through the electronic mail at the address indicated on the Company website.

5.5. The person who uses the right of electronic communication with the Company has an obligation to indicate that he/she is a shareholder – or – that he/she is entitled to participate in the General Meeting through sending the following documents in PDF form together with the motion, enquiry, resolution draft or notification, transferred at the electronic mail address :

- 1) The certificate of share or the notification on the right of participation in the General Meeting of the Company, as well as :
- 2) In case of a natural person – a scan of identity card or passport (containing the date enabling identification of the bearer),
- 3) In case of a legal person or organisational unit not possessing the legal personality – scan of the copy from the register pertaining to the person/unit

5.6 The Notifications transferred in other manner than through the electronic mail address, which is mentioned in 5.4 above or without meeting the stipulations of 5.4-5.5. do not cause legal effect with regard to the Company.

5.7. If a given person is not mentioned on the list obtained by the Company from the entity carrying out the securities account indicated in Art. 406<sup>3</sup> §6 CCC, but shall present a certificate of the right to participate in the Company General Meeting issued by the entity carrying out the securities account for the person, which does not invoke any doubt, the person may be accepted to participate in the General Meeting”

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstain
Number of shares:	Number of shares:	Number of shares:

\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Proxy signature)

**Shareholder`s instruction for the Proxy:**

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\_\_\_\_\_, \_\_\_\_\_ 2010  
(Place) (date)

\_\_\_\_\_  
(Shareholder signature)