Resolution No. 1

of the Special General Meeting of Shareholders

of Zakłady Azotowe w Tarnowie - Mościcach S.A. of 21 October 2009

concerning adoption of the agenda

The Special General Meeting of Shareholders of Zakłady Azotowe w Tarnowie - Mościcach S.A., with its registered business office in Tarnów, acting pursuant to § 22 Section 1 of the Regulations of the General Meeting of Shareholders of Zakłady Azotowe in Tarnów – Mościce S.A. hereby adopts as follows:

§ 1

The Special General Meeting of Shareholders adopts the following agenda:

1. Opening procedure,
2. Election of the Chairman of the Special General Meeting of Shareholders and preparation of the attendance list,
3. Approval of the Special General Meeting of Shareholders as correctly summoned and capable of adopting resolutions,
4. Adoption of the agenda,
5. Election of the Ballot Counting Committee,
6. Adoption of a resolution concerning granting consent to the acquisition of the components of fixed assets within the performance of the investment task “Modernisation of power supply for the transformer stations in Zakłady Azotowe w Tarnowie - Mościcach S.A.”,
7. Adoption of a resolution concerning granting consent to the acquisition of the components of fixed assets within the performance of the investment task “System for complex ash removal from EC-II boilers”,
8. Adoption of a resolution concerning granting consent to the transfer of 100% of shares held in ZBACH Sp. z o.o., with its registered business office in Tarnów,
9. Current information for the shareholders,
10. Closing procedure.

§2

The resolution becomes effective on the day of its adoption.
There were no amendments proposed as to the draft of the aforementioned resolution.

26177234 shares, which constitute 66.92% of the initial capital, participated in open voting on the above resolution No. 1.

26177234 valid votes were cast, including 26177234 affirmative votes. There were no votes against or abstentions.

The Chairman of the Special General Meeting of Shareholders stated that resolution No. 1 was adopted.

§ 5 The Chairman of the Meeting put to the vote of the General Meeting of Shareholders draft resolution No. 2 with the following wording:

Resolution No. 2

of the Special General Meeting of Shareholders

of Zakłady Azotowe w Tarnowie - Mościcach S.A. of 21 October 2009

concerning appointment of Ballot Counting Committee

The Special General Meeting of Shareholders of Zakłady Azotowe w Tarnowie - Mościcach S.A., with its registered business office in Tarnów, acting pursuant to § 23 Section 1 of the Regulations of the General Meeting of Shareholders of Zakłady Azotowe in Tarnów – Mościce S.A. hereby adopts as follows:

§ 1

The Special General Meeting of Shareholders of Zakłady Azotowe in Tarnów – Mościce S.A.-- appoints a Ballot Counting Committee in the following panel:

1. Ludwik Januszewski
2. Janusz Florek

§ 2

The resolution becomes effective on the day of its adoption.

There were no amendments proposed as to the draft of the aforementioned resolution.
26177234 shares, which constitute 66.92% of the initial capital, participated in secret ballot on the above resolution No. 2.

26177234 valid votes were cast, including 26177234 affirmative votes. There were no votes against or abstentions. -----------------------------------------------------------------------

The Chairman of the Special General Meeting of Shareholders stated that resolution No. 2 was adopted. -----------------------------------------------------------------------

§ 6 The Chairman of the Meeting put to the vote of the General Meeting of Shareholders draft resolution No. 3 with the following wording: ------------------------------------------

Resolution No. 3
of the Special General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie - Mościcach S.A. of 21 October 2009
concerning granting consent to the acquisition of the components of fixed assets within the performance of the investment task “Modernisation of power supply for the transformer stations in Zakłady Azotowe w Tarnowie-Mościcach S.A.”

The Special General Meeting of Shareholders of Zakłady Azotowe w Tarnowie - Mościcach S.A. acting pursuant to § 51 pt. 11 of the Company's Statutes hereby adopts as follows: ---------

§ 1
The Meeting grants its consent to the acquisition of the components of fixed assets within the performance of the investment task “Modernisation of power supply for the transformer stations in Zakłady Azotowe w Tarnowie-Mościcach S.A.”, in accordance with the motion of the Company’s Managing Board of 7 September 2009 (reference number: NR/243/09). ---------

§ 2
The resolution becomes effective on the day of its adoption. ------------------------------------------

There were no amendments proposed as to the draft of the aforementioned resolution. ---------

26177234 shares, which constitute 66.92% of the initial capital, participated in open voting on the above resolution No. 3.
26177234 valid votes were cast, including 24677234 affirmative votes and 1500000 abstentions. There were no votes against. --------------------------------

The Chairman of the Special General Meeting of Shareholders stated that resolution No. 3 was adopted. --------------------------------

§ 7 The Chairman of the Meeting put to the vote of the General Meeting of Shareholders draft resolution No. 4 with the following wording: --------------------------------

Resolution No. 4
of the Special General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie - Mościcach S.A. of 21 October 2009
concerning granting consent to the acquisition of the components of fixed assets within the performance of the investment task “Installation for complex ash removal of boilers at the combined heat and power plant EC-II”

The Special General Meeting of Shareholders of Zakłady Azotowe w Tarnowie - Mościcach S.A. acting pursuant to § 51 pt. 11 of the Company's Statutes hereby adopts as follows: -------

§ 1
The Meeting grants its consent to the acquisition of the components of fixed assets within the performance of the investment task “System for complex ash removal from EC-II boilers”, in accordance with the motion of the Company’s Managing Board of 07 September 2009 (reference number: NR/259/09). --------------------------------

§ 2
The resolution becomes effective on the day of its adoption. --------------------------------
There were no amendments proposed as to the draft of the aforementioned resolution. -------

26177234 shares, which constitute 66.92 % of the initial capital, participated in an open voting on the above resolution No. 4.
26177234 valid votes were cast, including 24677234 affirmative votes and 1500000
The Chairman of the Special General Meeting of Shareholders stated that resolution No. 4 was adopted.

§ 8 The Chairman of the Meeting put to the vote of the General Meeting of Shareholders draft resolution No. 5 with the following wording:

- Resolution No. 5

of the Special General Meeting of Shareholders

of Zakłady Azotowe w Tarnowie - Mościcach S.A. of 21 October 2009

concerning transfer of 100% of shares in ZBACH Sp. z o.o.

The Special General Meeting of Shareholders of Zakłady Azotowe w Tarnowie - Mościcach S.A., with its registered business office in Tarnów, acting pursuant to § 51 pt. 24 of the Company’s Statutes hereby adopts as follows:

§ 1

The Meeting grants its consent to the transfer of 100% of shares held by Zakłady Azotowe w Tarnowie - Mościcach S.A. in ZBACH Sp. z o.o., on the terms set forth in the motion of the Company’s Managing Board of 07 September 2009 (reference number: NZ/OW/886/2009).

§ 2

The resolution becomes effective on the day of its adoption.

There were no amendments proposed as to the draft of the aforementioned resolution.

26177234 shares, which constitute 66.92% of the initial capital, participated in open voting on the above resolution No. 5.

26177234 valid votes were cast, including 24677234 affirmative votes and 1500000 abstentions. There were no votes against.

The Chairman of the Special General Meeting of Shareholders stated that resolution No. 5 was adopted.