RESOLUTION No. 1
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding: election of the Chairman/Chairwoman of the Extraordinary General Meeting of Shareholders

“Acting pursuant to article 409 § 1 of the Code of Commercial Partnerships and Companies, §46 of the Articles of Association and § 7 paragraph 1 of the Rules of Procedure of General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A., the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1

The Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. elects Ms Joanna Magdalena Mackiewicz to be the Chairwoman of the Extraordinary General Meeting of Shareholders.

§ 2

The resolution shall become effective on the date of its adoption.”

In the conducted secret voting on the above-mentioned resolution no. 1 shareholders holding 29,867,455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76,36% of the initial capital have taken part; 29,867,455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 28,617,455 (twenty eight million six hundred seventeen thousand four hundred fifty five) “for” votes, 1,250,000 (one million two hundred fifty thousand) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.
RESOLUTION No. 2
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding: adoption of the agenda

“Acting pursuant to § 22 paragraph 1 of the Rules of Procedure of General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A., the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1
The Extraordinary General Meeting of Shareholders hereby adopts the following agenda:

1. Opening of the Meeting.
2. Election of the Chairman/Chairwoman of the Meeting and drawing up the register.
3. Confirmation of the legality of the General Meeting and its ability to pass resolutions.
4. Adopting the Agenda of the Extraordinary General Meeting of Shareholders.
5. Election of the Ballot Counting Committee.
6. Adopting a resolution on the consent to establish security of PLN 150,000,000 for an investment credit intended for financing the subscription for 30,000,000 new shares of B series of ZAK S.A.
7. Adopting resolutions on changes in the composition of the Supervisory Board.
8. Passing amendments to the Articles of Association.
10. Closing of the Extraordinary General Meeting of Shareholders.

§ 2
The resolution shall become effective on the date of its adoption.”

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted public voting on the above-mentioned resolution no. 2 shareholders holding 29,867,455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76.36% of the initial capital have taken part; 29,867,455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 29,867,455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) “for” votes; no “against” and “abstained” votes were cast.

Nobody present submitted any objection.
RESOLUTION No. 3
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding: appointment of the Ballot Counting Committee

“Acting pursuant to § 23 paragraph 1 of the Rules of Procedure of General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A., the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1
The Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. appoints a Ballot Counting Committee in the following composition:

1. Anna Dura
2. Joanna Barnaś
3. Janusz Florek

§ 2
The resolution shall become effective on the date of its adoption.”

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted secret voting on the above-mentioned resolution no. 3 shareholders holding 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76.36% of the initial capital have taken part; 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 28.617.455 (twenty eight million six hundred seventeen thousand four hundred fifty five) “for” votes, 1.250.000 (one million two hundred fifty thousand) “abstained” votes; no “against” votes were cast. Nobody present submitted any objection.
RESOLUTION No. 4  
of the Extraordinary General Meeting of Shareholders  
of Zakłady Azotowe w Tarnowie-Mościcach S.A.  
of 19th November 2010  

regarding: the consent to establishing security of PLN 150,000,000 for an investment credit intended for financing the subscription for 30,000,000 new shares of ZAK S.A. with the total value of 150,000,000 PLN

“The Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A., acting pursuant to § 51 item 11) of the Articles of Association, passes the following resolution:

§ 1

Extraordinary Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. hereby gives its approval to burden its fixed asset components of the Company with limited rights in property in a form of a registered pledge for 30,000,000 new shares of B series of ZAK S.A. with a total issue value of 150,000,000.00 PLN, in order to guarantee the credit repayment in the amount 120,000,000.00 PLN, further to the Management Board’s motion of 20th October 2010 (Ref. No.: NZ/ZO/118/NF/125/2010/WZ).

§ 2

The resolution shall become effective on the date of its adoption.”

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted public voting on the above-mentioned resolution no. 4 shareholders holding 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76,36% of the initial capital have taken part; 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 28.867.455 (twenty eight million eight hundred sixty seven thousand four hundred fifty five) “for” votes, 1.000.000 (one million) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.
RESOLUTION No. 5
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding:  changes in the composition of the Supervisory Board

"Acting pursuant to article 385 § 1 of the Code of Commercial Partnerships and Companies and §51 item 6) of the Articles of Association, the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1

The Extraordinary General Meeting of Zakłady Azotowe w Tarnowie-Mościcach S.A. appoints Mr Zbigniew Paprocki to be the Member of the Supervisory Board of Zakłady Azotowe w Tarnowie-Mościcach S.A.

§ 2

The resolution shall become effective on the date of its adoption.

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted secret voting on the above-mentioned resolution no. 5 shareholders holding 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76.36% of the initial capital have taken part; 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 25.867.455 (twenty five million eight hundred sixty seven thousand four hundred fifty five) “for” votes, 4.000.000 (four million) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.
RESOLUTION No. 6
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding: changes in the composition of the Supervisory Board

„Acting pursuant to article 385 § 1 of the Code of Commercial Partnerships and Companies and §51 item 6) of the Articles of Association, the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1
The Extraordinary General Meeting of Zakłady Azotowe w Tarnowie-Mościcach S.A. appoints Mr Jan Wais to be the Member of the Supervisory Board of Zakłady Azotowe w Tarnowie-Mościcach S.A.

§ 2
The resolution shall become effective on the date of its adoption.

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted secret voting on the above-mentioned resolution no. 6 shareholders holding 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76.36% of the initial capital have taken part; 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 25.867.455 (twenty five million eight hundred sixty seven thousand four hundred fifty five) “for” votes, 4.000.000 (four million) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.
RESOLUTION No. 7
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding: changes in the composition of the Supervisory Board

"Acting pursuant to article 385 § 1 of the Code of Commercial Partnerships and Companies and §51 item 6) of the Articles of Association, the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1

The Extraordinary General Meeting of Zakłady Azotowe w Tarnowie-Mościcach S.A. appoints Mr Tomasz Klikowicz to be the Member of the Supervisory Board of Zakłady Azotowe w Tarnowie-Mościcach S.A.

§ 2

The resolution shall become effective on the date of its adoption.

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted secret voting on the above-mentioned resolution no. 7 shareholders holding 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76.36% of the initial capital have taken part; 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 25.867.455 (twenty five million eight hundred sixty seven thousand four hundred fifty five) “for” votes, 4.000.000 (four million) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.
RESOLUTION No. 8
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding:  amendments to the Company Articles of Association.

"Acting pursuant to 430 § 1 of the Code of Commercial Partnerships and Companies § 51 item 22) of the Articles of Association, the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1
The Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. hereby makes the following changes to the Articles of Association:

1. in § 1 of the Articles of Association, a new paragraph 3 is added with the following wording:

   “3. Company may use the name ‘Azoty Tarnów’ for commercial and marketing purposes”

§ 2
The resolution shall become effective on the date of its adoption.

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted public voting on the above-mentioned resolution no. 8 shareholders holding 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76,36% of the initial capital have taken part; 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 29.799.001 (twenty nine million seven hundred ninety nine thousand four hundred and one) “for” votes, 68.454 (sixty eight thousand four hundred fifty four) “against” votes; no “ abstained ” votes were cast.

Nobody present submitted any objection.
RESOLUTION No. 9
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding: amendments to the Company Articles of Association.

“Acting pursuant to 430 § 1 of the Code of Commercial Partnerships and Companies § 51 item 22) of the Articles of Association, the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1

The current wording of § 33 par. 1 is changed as follow:

subpar. 21) is replaced with the new following wording:

“21) preparing a report on the Supervisory Board’s activity including the works of its committees and the evaluation of the Management Board’s works for the Ordinary General Meeting”,

§ 2

The resolution shall become effective on the date of its adoption.

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted public voting on the above-mentioned resolution no. 9 shareholders holding 29,867,455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76,36% of the initial capital have taken part; 29,867,455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 29,799,001 (twenty nine million seven hundred ninety nine thousand four hundred and one) “for” votes, 68,454 (sixty eight thousand four hundred fifty four) “against” votes; no “ abstained ” votes were cast. Nobody present submitted any objection.
RESOLUTION No. 10
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding: amendments to the Company Articles of Association.

“Acting pursuant to 430 § 1 of the Code of Commercial Partnerships and Companies § 51 item 22) of the Articles of Association, the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1

The current wording of § 33 par. 1 is changed as follow:

- the current wording of subpar. 17: “approving the Company’s Enterprise Organisational Rules and Regulations” ) is deleted,

§ 2

The resolution shall become effective on the date of its adoption.

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted public voting on the above-mentioned resolution no. 10 shareholders holding 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76.36% of the initial capital have taken part; 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 25.799.000 (twenty five million seven hundred ninety nine thousand) “for” votes, 4.000.001 (four million and one) “abstained” votes; 68.454 (sixty eight thousand four hundred fifty four) “against” votes. Nobody present submitted any objection.
RESOLUTION No. 11
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding: amendments to the Company Articles of Association.

“Acting pursuant to 430 § 1 of the Code of Commercial Partnerships and Companies § 51 item 22) of the Articles of Association, the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1

The current wording of § 33 par. 2 is changed as follow:

- adding a subpar. 14 with the following wording:

“14) concluding a significant agreement with a related entity, excluding typical agreements, concluded under market terms, as part of the pursued operating activity”,

§ 2

The resolution shall become effective on the date of its adoption.

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted public voting on the above-mentioned resolution no. 11 shareholders holding 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76,36% of the initial capital have taken part; 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 28.799.001 (twenty eight million seven hundred ninety nine thousand and one) “for” votes, 1.000.000 (one million) “abstained” votes; 68.454 (sixty eight thousand four hundred fifty four) “against” votes. Nobody present submitted any objection.
RESOLUTION No. 13
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 19th November 2010

regarding: amendments to the Company Articles of Association.

“Acting pursuant to 430 § 1 of the Code of Commercial Partnerships and Companies § 51 item 22) of the Articles of Association, the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1

1. changes are made to paragraph 2 in § 21 and item 2) has the following new wording:

“2) approving the Organisational Rules and Regulations which govern the internal organisation of the Company’s Enterprise”

2. paragraph 2 in § 33 is changed and items 1), 2), 3), 4), 5) and 6) have the following new wording:

“1) acquiring real estate, perpetual usufruct or shares in real estate with market value exceeding PLN 10,000,000 (ten million), and not exceeding the equivalent of one twentieth of the share capital value,

2) disposing of and encumbering with limited rights in property of real estate, perpetual usufruct or shares in real estate with market value not exceeding PLN 10,000,000 (ten million),

3) acquiring non-current assets other than real estate, perpetual usufruct or shares in real estate with market value exceeding PLN 2,000,000 (two million), and not exceeding PLN 20,000,000 (twenty million),

4) disposing of and encumbering with limited property rights of non-current assets other than real estate, perpetual usufruct or shares in real estate with market value exceeding PLN 2,000,000 (two million), and not exceeding PLN 20,000,000 (twenty million),

5) contracting conditional liabilities, including the Company’s furnishing guarantees and sureties and assuming liability for a foreign debt with value exceeding PLN 2,000,000 (two million),

6) issuing, accepting, furnishing guaranties for bills of exchange and endorsing bills of exchange with value not exceeding PLN 2,000,000 (two million) on commission,”
3. § 51 is changed and items 9), 10) and 11) have the following new wording:
   “9) consenting to the purchase of real estate, perpetual usufruct or shares in real estate with market value exceeding PLN 10,000,000 (ten million),
   10) disposing of and encumbering with limited property rights of real estate, perpetual usufruct or shares in real estate with market value exceeding PLN 10,000,000 (ten million),
   11) consenting to the purchase, disposal of and encumbering with limited property rights of non-current assets other than real estate, perpetual usufruct or shares in real estate with market value exceeding PLN 20,000,000 (twenty million)”.

§ 2

The resolution shall become effective on the date of its adoption.

Nobody present voiced any proposals of amendments to the project of the above-described resolution.

In the conducted public voting on the above-mentioned resolution no. 13 shareholders holding 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) shares, constituting 76,36% of the initial capital have taken part; 29.867.455 (twenty nine million eight hundred sixty seven thousand four hundred fifty five) valid votes were cast, including 25.799.000 (twenty five million seven hundred ninety nine thousand) “for” votes, 4.000.001 (four million and one) “abstained” votes; 68.454 (sixty eight thousand four hundred fifty four) “against” votes.

Nobody present submitted any objection.