RESOLUTION No. 1
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

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 Ewa Lis to be the Chairwoman of the Extraordinary General Meeting of Shareholders.

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted secret voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) “for” votes; no “abstained” and 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 18th October 2011

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 of the Meeting and drawing up the register.
3) Confirmation of the legality of the 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) Approval to sell shares in daughter companies and repeal previous resolutions on selling the shares.
7) Changes in the Supervisory Board.
8) Establishing principles and the amount of remuneration for Supervisory Board Members.
9) Current Information for Shareholders.
10) Closing of the Extraordinary General Meeting of Shareholders.

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted public voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) “for” votes; no “abstained” and no “against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 2 was taken.
RESOLUTION No. 3
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

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. Mr Janusz Florek.
2. Mr Ludwik Januszewski.

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted secret voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) “for” votes; no “abstained” and no “against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 3 was taken.
RESOLUTION No. 4
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

regarding: approval to sell shares in daughter companies

Acting pursuant to § 51 item 24) of the Company’s Statute, the Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1

The Extraordinary Meeting of Shareholders hereby expresses its approval to sell 100 % shares in the following daughter companies held by Zakłady Azotowe w Tarnowie-Mościcach S.A.:

Biuro Projektów Zakładów Azotowych “BIPROZAT” – TARNÓW Sp. z o.o.,
PROReM Sp. z o.o.,
Jednostka Ratownictwa Chemicznego Sp. z o.o.,
ZWRI Sp. z o.o.

and 72.17% shares in “AUTOMATYKA” Sp. z o.o. by way of bringing shares in a form of a contribution to Polskie Konsorcjum Chemiczne Sp. z o.o. (Polish Chemical Consortium) as described in the motion of the Management Board of 26th July 2011 (NZ/ZZN/726/2011/WZ).

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted public voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 29,281,094 (twenty-nine million two hundred and eighty-one thousand and ninety-four) “for” votes and 6,500,000 (six million five hundred thousand) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 4 was taken.
RESOLUTION No. 5
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

regarding: repeal of resolution No. 2 of the Extraordinary Meeting of Shareholders of
17th July 2001

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 repeals resolution No. 2 of the
Extraordinary General Meeting of Shareholders of 17th July 2001 on exercising the right to
vote at the Extraordinary General Meeting of Shareholders of “Automatyka” Sp. z o.o.

§ 2

The resolution becomes effective on the date of its adoption.
In the conducted public voting on the above-mentioned resolution no. 1 shareholders holding
35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four)
shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five
million seven hundred and eighty-one thousand and ninety-four) valid votes were cast,
including 29,281,094 (twenty-nine million two hundred and eighty-one thousand and ninety-
four) “for” votes and 6,500,000 (six million five hundred thousand) “abstained” votes; no
“against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 5 was taken.
RESOLUTION No. 6
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

regarding: repeal of resolution No. 3 of the Extraordinary Meeting of Shareholders of 17th July 2001

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 repeals resolution No. 2 of the Extraordinary General Meeting of Shareholders of 17th July 2001 on exercising the right to vote at the Extraordinary General Meeting of Shareholders of Zakład Wykonawstwa Remontów i Inwestycji Sp. z o.o.

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted public voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81% of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 29,281,094 (twenty-nine million two hundred and eighty-one thousand and ninety-four) “for” votes and 6,500,000 (six million five hundred thousand) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 6 was taken.
RESOLUTION No. 7
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

regarding: repeal of resolution No. 2 of the Extraordinary Meeting of Shareholders of
24th February 2004

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 repeals resolution No. 2 of the
Extraordinary Meeting of Shareholders of 24th February 2004 on changing § 1 of Resolution
No. 4 of Extraordinary Meeting of Shareholders of 3rd April 2003 (concerning the approval
to sell 49 % shares held by Zakłady Azotowe w Tarnowie-Mościcach S.A. in Biuro Projektów
Zakładów Azotowych “Biprozat” – Tarnów Sp. z o.o.)

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted public voting on the above-mentioned resolution no. 1 shareholders holding
35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four)
shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five
million seven hundred and eighty-one thousand and ninety-four) valid votes were cast,
including 29,281,094 (twenty-nine million two hundred and eighty-one thousand and ninety-
four) “for” votes and 6,500,000 (six million five hundred thousand) “abstained” votes; no
“against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 7 was taken.
RESOLUTION No. 8
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

regarding: repeal of resolution No. 30 of the Ordinary General Meeting of Shareholders of 23rd June 2010

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 repeals resolution No. 30 of the Ordinary General Meeting of Shareholders of 23rd June 2010 on approval to sell up to 100% shares in PROReM Sp. z o.o.

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted public voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81% of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 29,281,094 (twenty-nine million two hundred and eighty-one thousand and ninety-four) “for” votes and 6,500,000 (six million five hundred thousand) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 8 was taken.
RESOLUTION No. 9
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

regarding: repeal of resolution No. 4 of the Ordinary General Meeting of Shareholders
of 4th October 2010

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 repeals resolution No. 4 of the Ordinary General Meeting of Shareholders of 4th October 2010 on approval to start the procedure of selling up to 100 % shares held by Zakłady Azotowe w Tarnowie – Mościcach S.A. in Jednostka Ratownictwa Chemicznego Sp. z o.o.

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted public voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 29,281,094 (twenty-nine million two hundred and eighty-one thousand and ninety-four) “for” votes and 6,500,000 (six million five hundred thousand) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 9 was taken.
RESOLUTION No. 10
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

regarding: changes in the Supervisory Board

Acting pursuant to article 385 § 1 of the Code of Commercial Partnerships and Companies and §51 item 6 of the Company’s Articles of Association, the Extraordinary General Meeting passes the following resolution:

§ 1

The Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. appointed Mr Marek Mroczkowski as a Member of the Supervisory Board.

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted secret voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 29,271,046 (twenty-nine million two hundred and seventy-one thousand and forty-six) “for” votes and 6,510,048 (six million five hundred and ten thousand and forty-eight) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 10 was taken.
RESOLUTION No. 11  
of the Extraordinary General Meeting of Shareholders  
of Zakłady Azotowe w Tarnowie-Mościcach S.A.  
of 18th October 2011

regarding: changes in the Supervisory Board

Acting pursuant to article 385 § 1 of the Code of Commercial Partnerships and Companies and §51 item 6 of the Company’s Articles of Association, the Extraordinary General Meeting passes the following resolution:

§ 1

The Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. appointed Mr Ryszard Trepczyński as a Member of the Supervisory Board.

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted secret voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 24,271,046 (twenty-four million two hundred and seventy-one thousand and forty-six) “for” votes and 11,510,048 (eleven million five hundred and ten thousand and forty-eight) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 11 was taken.
RESOLUTION No. 12
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

regarding: changes in the Supervisory Board

Acting pursuant to article 385 § 1 of the Code of Commercial Partnerships and Companies and §51 item 6 of the Company’s Articles of Association, the Extraordinary General Meeting passes the following resolution:

§ 1

The Extraordinary General Meeting of Shareholders of Zakłady Azotowe w Tarnowie-Mościcach S.A. appointed Mr Artur Kucharski as a Member of the Supervisory Board.

§ 2

The resolution becomes effective on the date of its adoption.

In the conducted secret voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 29,271,046 (twenty-nine million two hundred and seventy-one thousand and forty-six) “for” votes and 6,510,048 (six million five hundred and ten thousand and forty-eight) “abstained” votes; no “against” votes were cast.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 12 was taken.
RESOLUTION No. 13
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 18th October 2011

regarding: establishing principles and the amount of remuneration for Supervisory Board Members

Acting pursuant to § 51 item 7) of the Company’s Statute, 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. establishes the following principles of remuneration for the Members of the Supervisory Board:

§ 2
Monthly remuneration for the Members of the Supervisory Board is established in the following way:
a) Monthly remuneration for the Chairman/Chairwoman of the Supervisory Board equals four times the average salary in the industrial sector excluding profit rewards in Q4 of the previous year as announced by the President of the General Office of Statistics.
b) Monthly remuneration for the Vice-Chairman/Vice-Chairwoman of the Supervisory Board equals three and a half times the average salary in the industrial sector excluding profit rewards in Q4 of the previous year as announced by the President of the General Office of Statistics.
c) Monthly remuneration for the Secretary to the Supervisory Board equals three and a half times the average salary in the industrial sector excluding profit rewards in Q4 of the previous year as announced by the President of the General Office of Statistics.
d) Monthly remuneration for a Member of the Supervisory Board equals three times the average salary in the industrial sector excluding profit rewards in Q4 of the previous year as announced by the President of the General Office of Statistics.

§ 3
If a resolution on appointing the Supervisory Board for the next term is passed, the Chairman/Chairwoman, Vice-Chairman/Vice-Chairwoman and Secretary to the Supervisory Board are entitled to the remuneration as defined in § 1 until the day of forming the Supervisory Board. In case of a change of a Member of the Board acting as the Chairman/Chairwoman, Vice-Chairman/Vice-Chairwoman and Secretary to the Supervisory Board after the term or during the term, this principle is applied appropriately since the day of passing a resolution by the General Meeting of Shareholders on changes in the composition of the Supervisory Board until the day of forming the Supervisory Board.
§ 4

A Member of the Supervisor Board is entitled to such a remuneration regardless of the frequency of convened meetings.

§ 5

A Member of the Supervisor Board is not entitled to such a remuneration for the month in which he/she was absent without justification at the formally convened meeting. The Member’s absence can be justified or not through a resolution of the Supervisory Board.

§ 6

The remuneration described in § 1 above is calculated proportionally to the number of days of holding the position in cases where an appointment or recall is made in the middle of a calendar month.

§ 7

The remuneration as described in § 1 above shall be paid at the end of the pay period, by the 10th day of the month following that for which it is due. The remuneration charges the Company’s account.

§ 8

The Company also covers the costs incurred by a Member of the Supervisory Board due to the meeting of the Board, especially costs of transportation from the place of residence to the Supervisory Board’s meeting venue and return as well as accommodation and board costs.

§ 9

The remuneration of the Members of the Board who are temporarily delegated to perform a function of a Member of the Board shall be established in a resolution of the Supervisory Board.

§ 10

The resolution becomes effective on the date of its adoption.

In the conducted secret voting on the above-mentioned resolution no. 1 shareholders holding 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) shares, constituting 55.81 % of the initial capital have taken part; 35,781,094 (thirty-five million seven hundred and eighty-one thousand and ninety-four) valid votes were cast, including 29,274,081 (twenty-nine million two hundred and seventy-four thousand and eighty-one) “for” votes, 7,013 (seven thousand and thirteen) “abstained” votes and 6,500,000 (six million five hundred thousand) “against” votes.

Nobody present submitted any objection.

The Chairwoman of the Meeting stated that Resolution No. 13 was taken.