Resolution No. 4
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 15th March 2013

regarding: changes to the Articles of Association of Zakłady Azotowe w Tarnowie-Mościcach S.A.

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

§ 1

The content of § 1 of the Company’s Articles of Association is reworded as follows:

„§1
1. The Company shall operate under the business name of “Grupa Azoty Spółka Akcyjna”.
2. The Company may use the abbreviated name of “Grupa Azoty S.A.”
3. The Company may use the word and device trademark “Grupa Azoty” for commercial and marketing purposes.”

§ 2

The resolution becomes effective on the date of its adoption and becomes legally binding from the day of registering the changes to the Articles of Association in the National Court Register.

§ 3
The Supervisory Board is hereby authorised to prepare a consolidated text of the Company’s Articles of Association covering the changes resulting from this resolution.”

Nobody present submitted any proposition of changes to the above-mentioned draft resolution.

In the conducted open voting on the above-mentioned resolution no. 4 shareholders holding 79,773,609 (seventy-nine million seven hundred and seventy-three thousand six hundred and nine) shares, constituting 80.42 % (eighty point forty-two per cent) of the share capital took part; 79,773,609 (seventy-nine million seven hundred and seventy-three thousand six hundred and nine) valid votes were cast, including 79,631,837 (seventy-nine million six hundred and thirty-one thousand eight hundred and thirty-seven) “for” votes, 136,304 (one hundred and thirty-six thousand three hundred and four) “against” votes, 5,468 (five thousand four hundred and sixty-eight) “abstain” votes.

Nobody present raised any objection.

The Chairwoman of the Meeting stated that resolution No. 4 was taken.
Resolution No. 6
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 15th March 2013

regarding: changes to the Articles of Association of Zakłady Azotowe w Tarnowie-Mościcach S.A.

Acting pursuant to art. 430 and art. 371 § 2 of the Polish Commercial Companies Code and § 51 item 22) of the Company’s Articles of Association, the Extraordinary General Meeting of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1

Current § 18 of the Company’s Articles of Association becomes sec. 1 and keeps its wording.

§ 2

§18 of the Company’s Articles of Association is expanded to include a new sec. 2 worded as follows:

“2. In case the number of “for” votes cast by the Members of the Management Board is equal to “against” and “abstain” votes, the Chairman of the Management Board has a casting vote, while in case the number of “for” votes cast by the Members of the Supervisory Board is equal to “against” and “abstain” votes, the Chairman of the Supervisory Board has a casting vote.”

§ 3
The resolution becomes effective on the date of its adoption and becomes legally binding from the day of registering the changes to the Articles of Association in the National Court Register.

§ 4

The Supervisory Board is hereby authorised to prepare a consolidated text of the Company’s Articles of Association covering the changes resulting from this resolution.

In the conducted open voting on the above-mentioned resolution no. 6 shareholders holding 79,773,609 (seventy-nine million seven hundred and seventy-three thousand six hundred and nine) shares, constituting 80.42% (eighty point forty-two per cent) of the share capital took part; 79,773,609 (seventy-nine million seven hundred and seventy-three thousand six hundred and nine) valid votes were cast, including 69,988,287 (sixty-nine million nine hundred and eighty-eight thousand two hundred and eighty-seven) “for” votes, 9,697,985 (nine million six hundred and ninety-seven thousand nine hundred and eighty-five) “against” votes, 87,337 (eighty-seven thousand three hundred and thirty-seven) “abstain” votes.

Here, a proxy of shareholders of Cliffstone Holdings Limited and Norica Holding S.A.R.L Mr Krzysztof Pawlisz, a lawyer, raised an objection stating that as a proxy of shareholders he voted against. Among others, he gave the following justification of the objection:

- further to art. 402 § 2 of the Polish Commercial Companies Code the announcement of the General Meeting of Shareholders should contain a content of draft resolutions and a proposal of the consolidated text as shareholders are entitled to know beforehand the content of the resolutions which will be voted on.

The Chairwoman of the Meeting stated that resolution No. 6 was taken.
Resolution No. 9
of the Extraordinary General Meeting of Shareholders
of Zakłady Azotowe w Tarnowie-Mościcach S.A.
of 15th March 2013

regarding: changes to the Articles of Association of Zakłady Azotowe w
Tarnowie-Mościcach S.A.

Acting pursuant to art. 430 and art. 368 § 2 of the Polish Commercial Companies
Code and § 51 item 22) of the Company’s Articles of Association, the Extraordinary
General Meeting of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the
following resolution:

§ 1

The current content of § 47 sec. 3 of the Company’s Articles of Association is
reworded as follows:--

“3. As long as the State Treasury or subsidiaries of the State Treasury are owners of the
Company’s shares which entitle to at least one fifth of the total number of votes existing in the
Company, the voting right of the Company’s shareholders shall be limited in that no-one of
the said shareholders may cast, at the General Meeting, more than one fifth of the total
number of votes existing in the Company on the day of holding the General Meeting. The
limitation of the voting right referred to in the preceding sentence shall not apply to the State
Treasury or to subsidiaries of the State Treasury. For the purposes of this paragraph, the
performance of the voting right by the parent company within the meaning of the Act of 29
July 2005 on public offering and terms of introduction of financial instruments to an
organised trading system and on public companies (‘Act on Offer’) shall be deemed as the
performance of the voting right by a subsidiary, with the parent company and the subsidiary
understood also as each entity whose votes resulting from the Company’s shares owned
directly or indirectly, respectively, are subject to accumulation with the votes of another
entity or entities under principles specified in the Act on Offer in connection with owning,
disposing of or acquiring major packages of Company’s shares. A shareholder whose voting right has been limited shall retain the right to cast at least one vote in any case.”

§ 2

The resolution becomes effective on the date of its adoption and becomes legally binding from the day of registering the changes to the Articles of Association in the National Court Register.

§ 3

The Supervisory Board is hereby authorised to prepare a consolidated text of the Company’s Articles of Association covering the changes resulting from this resolution.”

Nobody present submitted any proposition of changes to the above-mentioned draft resolution.

In the conducted open voting on the above-mentioned resolution no. 6 shareholders holding 79,773,609 (seventy-nine million seven hundred and seventy-three thousand six hundred and nine) shares, constituting 80.42 % (eighty point forty-two per cent) of the share capital took part; 79,773,609 (seventy-nine million seven hundred and seventy-three thousand six hundred and nine) valid votes were cast, including 69,988,287 (sixty-nine million nine hundred and eighty-eight thousand two hundred and eighty-seven) “for” votes, 9,697,985 (nine million six hundred and ninety-seven thousand nine hundred and eighty-five) “against” votes, 87,337 (eighty-seven thousand three hundred and thirty-seven) “abstain” votes.

Here, a proxy of shareholders of Clifffstone Holdings Limited and Norica Holding S.A.R.L Mr Krzysztof Pawlisz, a lawyer, raised an objection stating that as a proxy of shareholders he voted against. Among others, he gave the following justification of the objection:
- further to the Polish Commercial Companies Code, if the Articles of Association are to be changed, the content of draft resolutions and a draft of the new consolidated text should be announced 21 days before the General Meeting as
shareholders are entitled to know beforehand the content of the resolutions which will be voted on,
- in his opinion, all proposed changes are invalid,
- the mechanism of accumulation and reduction can be applied only with reference to the relationship of dominance.

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 15th March 2013

regarding: changes to the Articles of Association of Zakłady Azotowe w Tarnowie-Mościcach S.A.

Acting pursuant to art. 430 and art. 411 of the Polish Commercial Companies Code and § 51 item 22) of the Company’s Articles of Association, the Extraordinary General Meeting of Zakłady Azotowe w Tarnowie-Mościcach S.A. passes the following resolution:

§ 1

The content of sec. 2 § 47 of the Company’s Articles of Association is reworded as follows:

“2. Subject to sec. 3-7 below, one share carries the right to one vote at the General Meeting.”

§ 2

§ 47 of the Company’s Articles of Association is expanded to include sec. 4-7 after sec. 3, worded as follows:

“4. Subject to sec. 3 above, for the purposes of this paragraph, parent and subsidiary are also understood to include the following:

1) an entity having the status of a parent company, subsidiary or simultaneously parent and subsidiary within the meaning of the Competition and Consumer Protection Act of 16 February 2007, or
2) an entity having the status of a parent company, indirect parent company, subsidiary, indirect subsidiary, jointly controlled entity or simultaneously having the status of a parent company (including indirect parent company) and subsidiary (including indirect subsidiary and jointly controlled entity) within the meaning of the Accounting Act of 29 September 1994, or

3) an entity which has (parent company) or is subject to (subsidiary) significant influence within the meaning of the Act of 22 September 2006 on Transparency of Financial Relations between Public Authorities and Public Enterprises and on the Financial Transparency of Certain Enterprises.

5. Within the meaning of this paragraph, a shareholder is understood as any person, including its parent company and subsidiary, which directly or indirectly carries the right to vote at the General Meeting on the basis of any legal title; this also relates to persons not holding any shares in the Company, and particularly usufructaries, lienors and persons authorised to participate in the General Meeting despite having disposed of their shareholding after the record date for the General Meeting.

6. Shareholders whose voting rights are subject to aggregation and reduction in accordance with this paragraph are collectively referred to as a Shareholding Group. Aggregation of voting rights means the addition of all voting rights held by the shareholders belonging to the Shareholding Group. Reduction of voting rights means reduction of the total number of voting rights at the Company’s General Meeting held by shareholders belonging to the Shareholding Group. The reduction of voting rights is performed in accordance with the following principles:

1) the number of voting rights held by a shareholder with the highest number of voting rights at the Company’s General Meeting from amongst the shareholders belonging to the Shareholding Group is subject to reduction by a number of voting rights equalling the excess of voting rights collectively held by the shareholders belonging to the Shareholding Group over one fifth of the total number of voting rights at the Company’s General Meeting,
2) if, despite the reduction described in point 1) above, the total number of voting rights at the Company’s General Meeting collectively held by the shareholders belonging to the Shareholding Group exceeds the threshold described in sec. 3 of this paragraph, further reduction of voting rights of other shareholders belonging to the Shareholding Group shall take place in the order determined by the number of voting rights at the Company’s General Meeting held by the shareholders belonging to the Shareholding Group (from the largest number of voting rights to the smallest). Further reduction of voting rights shall take place until the total number of voting rights at the Company’s General Meeting held by the shareholders belonging to the Shareholding Group does not exceed one fifth of the total number of voting rights at the Company’s General Meeting.

3) such a limitation on exercise of the right to vote shall also apply to shareholders absent from the General Meeting.

7. In the event of doubts arising in connection with this paragraph, its content should be interpreted in accordance with art. 65 § 2 of the Act of 23 April 1964, the Polish Civil Code.”

§ 3

The resolution becomes effective on the date of its adoption and becomes legally binding from the day of registering the changes to the Articles of Association in the National Court Register.

§ 4

The Supervisory Board is hereby authorised to prepare a consolidated text of the Company’s Articles of Association covering the changes resulting from this resolution.

In the conducted open voting on the above-mentioned resolution no. 10 shareholders holding 79,773,609 (seventy-nine million seven hundred and seventy-three thousand six hundred and nine) shares, constituting 80.42 % (eighty point forty-two per cent) of the share capital took part; 79,773,609 (seventy-nine million
seven hundred and seventy-three thousand six hundred and nine) valid votes were cast, including 60,170,591 (sixty million one hundred and seventy thousand five hundred and ninety-one) “for” votes, 19,515,681 (nineteen million five hundred and fifteen thousand six hundred and eighty-one) “against” votes, 87,337 (eighty-seven thousand three hundred and thirty-seven) “abstain” votes.

Here, a proxy of shareholders of Cliffstone Holdings Limited and Norica Holding S.A.R.L Mr Krzysztof Pawlisz, a lawyer, raised an objection stating that as a proxy of shareholders he voted against. Among others, he gave the following justification of the objection:
- in his opinion, all proposed changes relating to the reduction of votes are invalid,
- further to the Commercial Companies Code, it is not possible to make a reduction beyond the relationship of dominance.

The Chairwoman of the Meeting stated that resolution No. 10 was taken.