General Meeting
of
Grupa Azoty S.A.

ZO/WZ/54 /2016 Tarnów, April 25th 2016

Subject matter: Distribution of net profit for 2015

PROPOSAL

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Art. 51.3 of the Articles of Association of Grupa Azoty S.A., the Management Board requests that the General Meeting approve the following distribution of the entire 2015 net profit of PLN 209,054,968.10 (two hundred and nine million, fifty-four thousand, nine hundred and sixty-eight złoty, 10/100):

- PLN 83,324,206.56, i.e. PLN 0.84 per share, to be paid as dividend to the Shareholders;
- PLN 125,730,761.54 to be transferred to the statutory reserve funds.

GROUNDS

When making a decision on profit distribution, the Management Board is guided by the need to ensure growth of the Company and its group (the “Group”), considering in particular the Group’s prospects, cash requirements, investment plans and financial position.

In line with the announced Grupa Azoty Group Strategy, the Company’s Management Board intends to maintain a high level of capital expenditure in the coming years, including on projects designed to increase the Group’s production capacity, consolidate the market position, improve the competitiveness of its products, and facilitate the development of more innovative products, production processes and technologies.

Given the Strategy objectives, in particular execution of the investment programme outlined in the Strategy, the Management Board recommends the following distribution of net profit for 2015:
• PLN 83,324,206.56, i.e. PLN 0.84 per share, to be paid as dividend to the Shareholders;
• PLN 125,730,761.54 to be transferred to the statutory reserve funds.

In the Management Board’s opinion, allocation of a part of the 2015 net profit to the statutory reserve funds is fully justified and will support the Company’s dynamic development and further efficient growth of shareholder value.

Respectfully,

Recipients:
1. Addressee
2. To file