Convening of the Annual General Meeting of Grupa Azoty S.A. for June 6th 2016

The Management Board of Grupa Azoty S.A. (the “Company”) hereby convenes the Annual General Meeting for June 6th 2016, at 12:00 noon, at the Company’s registered office at ul. Kwiatkowskiego 8, Tarnów, Poland, in conference room 57/58, 1st floor.

The total number of Grupa Azoty S.A. shares is 99,195,484. As of June 6th 2016, the number of votes attached to these shares is 99,195,484.

AGENDA:

1. Opening of the Meeting.
2. Appointment of the Chair of the Meeting and preparation of the attendance list.
3. Confirmation that the Meeting has been properly convened and has the capacity to adopt resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Counting Committee.
6. Review of the Supervisory Board’s reports on:
   b) assessment of the Company’s fulfilment of the disclosure requirements relating to compliance with corporate governance principles in the period January 1st–December 31st 2015;
   c) activities of the Supervisory Board and its committees in the period January 1st–December 31st 2015, and assessment of the work of the Management Board,
   d) assessment of the Company’s position in 2015, including evaluation of its internal control, risk management and compliance systems as well as the internal audit function,
   e) assessment of the reasonableness of the Company’s sponsoring, charitable and similar initiatives.
8. Adoption of a resolution on allocation of net profit for the financial year 2015.
11. Adoption of resolutions to grant discharge to Members of the Management Board in respect of performance of their duties in the period January 1st–December 31st 2015.
12. Adoption of resolutions to grant discharge to Members of the Supervisory Board in respect of performance of their duties in the period January 1st–December 31st 2015.
13. Appointment of the Company’s Supervisory Board of the 10th term of office and appointment of the Chairperson of the Supervisory Board.
14. Review of the proposal to grant, on a fee basis, know–how for the application of iron catalyst at the unit for manufacturing cyclohexanone from benzene, which utilizes the Cyclopol and Cyclopol-bis processes.
15. Current information for the Shareholders.

Right to participate in the General Meeting

Pursuant to Art. 406[1].1 of the Polish Commercial Companies Code, only persons who are Company shareholders sixteen days prior to the date of the General Meeting, i.e. as at May 21st 2016 (the
record date), have the right to participate in the Meeting. To ensure their participation in the General Meeting, holders of rights under book-entry bearer shares should submit a request for the issue of a personal certificate confirming their right to participate in the Annual General Meeting of Grupa Azoty S.A. with the entity keeping their securities account. The requests should be submitted on or after the publication of the notice of General Meeting, i.e. April 26th 2016 and no later than on the first weekday following the record date, i.e. May 23rd 2016. In accordance with the laws and regulations governing trade in financial instruments, records submitted to the entity operating the depository for securities are drawn up on the basis of certificates confirming the right to participate in the General Meeting.

A list of shareholders entitled to participate in the Annual General Meeting will be displayed at the Company’s registered office at ul. Kwiatkowskiego 8, Tarnów, Poland, for three weekdays immediately preceding the date of the General Meeting, i.e. on June 1st, 2nd and 3rd 2016, from 8am to 3pm. A shareholder may request to be delivered the list of shareholders free of charge via electronic mail, by providing an email address to which the list should be delivered. The request may be submitted in electronic form to the following Company email address: walne.tarnow@grupaazoty.com.

Right to participate in the General Meeting through a proxy

 Shareholders may participate in the Annual General Meeting of the Company and exercise their voting rights personally or through a proxy. Persons acting on behalf of legal persons should present valid excerpts from relevant registers specifying the persons authorised to represent the legal person. A proxy may exercise all the shareholder’s rights at the Annual General Meeting, unless the power of proxy states otherwise. A proxy may grant further powers of proxy if permitted to do so under their power of proxy. A proxy may represent multiple shareholders and vote the shares of each shareholder differently. A shareholder whose shares are registered in more than one securities account may appoint a separate proxy to exercise the rights attached to the shares registered in each account. A shareholder whose shares are registered in an omnibus account may appoint separate proxies to exercise the rights attached to the shares registered in that account.

A power of proxy to participate in the Annual General Meeting of Grupa Azoty S.A. and exercise voting rights must be in written or electronic form. As of the date of this notice, the Company will publish a form of electronic power of proxy to be downloaded from www.grupaazoty.com. The grant of powers of proxy in electronic form must be notified to the Company using electronic means of communication. Along with the notification of granting a power of proxy in electronic form, the shareholder must send in scanned copies of the granted power of proxy, ID cards, passports or other documents enabling identification of the shareholder as the principal and of the appointed proxy. Where the power of proxy is granted by a legal person or an organisation referred to in Art. 33[1] of the Civil Code, a scanned copy of the principal’s entry in the relevant register must also be submitted. Where the proxy is a legal person or an organisation referred to in Art. 33[1] of the Civil Code, a scanned copy of the proxy’s entry in the relevant register must also be submitted. Any documents submitted via electronic means and originally prepared in a foreign language should be accompanied by their certified translations into Polish. All the above documents should be sent in to: walne.tarnow@grupaazoty.com. Together with a notification of granting a power of proxy, the shareholder sends in an email address through which the Company will be able to communicate with the shareholder and the proxy. The Company may take appropriate steps aimed at identifying the shareholder and the proxy. The identification procedure may involve contacting the shareholder and the proxy via a return electronic message or a return call to confirm that the power of proxy has actually been granted. A power of proxy in electronic form does not require a secure electronic signature verifiable by means of a valid qualified certificate. The procedure for identification of the principal applies accordingly to a notification of revoking of powers of proxy. Proxy appointment or revocation notifications which are not compliant with the requirements set out above have no legal effect with respect to the Company. It is the shareholder who decides on the way of granting the power of proxy and the Company is not liable for errors in filled-in forms or actions of holders of powers of proxy. Sending in the above documents in electronic form does not release the proxy from the obligation to produce his/her identification documents when the attendance list of persons authorised to participate in the Annual General Meeting of the Company is being prepared.

Shareholders’ right to request that a certain matter be placed on the agenda of the Annual General Meeting
A shareholder or shareholders representing at least one twentieth of the Company’s share capital may request that certain issues be placed on the agenda of the Annual General Meeting. Any such request, together with the grounds or a draft resolution pertaining to the request, should be submitted to the Company’s Management Board no later than 21 days prior to the scheduled date of the meeting, that is by May 16th 2016. The request may be sent in electronic form to the Company’s dedicated email address: walne.tarnow@grupaazoty.com, or in writing to the following address: Zarząd Grupy Azoty S.A. (Management Board of Grupa Azoty S.A.), ul. Kwiatkowskiego 8, 33-101 Tarnów, Poland.

Shareholders’ right to propose draft resolutions

A shareholder or shareholders representing at least one-twentieth of the share capital may submit, prior to the scheduled date of the Annual General Meeting, draft resolutions on matters which have been or are to be placed on the agenda. Such draft resolutions may be sent in electronic form to the Company’s dedicated email address: walne.tarnow@grupaazoty.com, or in writing to the following address: Zarząd Grupy Azoty S.A. (Management Board of Grupa Azoty S.A.), ul. Kwiatkowskiego 8, 33-101, Poland.
Draft resolutions on matters placed on the agenda may be submitted by all shareholders during the Annual General Meeting. Such draft resolutions should be in the Polish language.

Electronic communications

The Management Board of the Company does not provide for the possibility of participating in the General Meeting or taking the floor by means of electronic communication. The Management Board does not permit the exercise of voting rights by postal ballot or electronic means.

Access to documents

The documents to be presented to the General Meeting, including draft resolutions, will be available at the Company’s registered office and on the Company’s website at http://tarnow.grupaazoty.com/pl/relacje/walne from the date of convening the General Meeting. Any comments from the Company’s Management Board or Supervisory Board concerning matters placed on the agenda of the General Meeting or matters to be placed on the agenda before the date of the General Meeting will be published on the Company’s website promptly after they are issued.

Corporate website

Information concerning the General Meeting is available in the Investor Relations/General Meeting of Shareholder section of the Company’s website www.grupaazoty.com.