RESOLUTION NO. ....
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016

Subject matter: Approval of the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2015

Acting pursuant to Art. 395.5 of the Polish Commercial Companies Code, Art. 55.1, Art. 55.2 and Art. 63c.4 of the Polish Accountancy Act, and Art. 51.5 in conjunction with Art. 33.1.9 of the Company’s Articles of Association, having reviewed the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2015 and the Supervisory Board’s report on the assessment of the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting approves the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2015, comprising:

- Consolidated statement of financial position as at December 31st 2015, showing total assets and total equity and liabilities of PLN 10,777,169 thousand,
- Consolidated statement of profit or loss and other comprehensive income for the period January 1st-December 31st 2015, showing a net profit of PLN 691,848 thousand, as well as profit and loss and other comprehensive income totalling PLN 685,709 thousand,
- Consolidated statement of changes in equity for the financial year January 1st-December 31st 2015, showing an increase in equity of PLN 648,085 thousand,
- Consolidated statement of cash flows for the period January 1st-December 31st 2015, showing an increase in cash of PLN 194,541 thousand,
- Notes to the consolidated financial statements.
- PLN 648,085,000 to be allocated to dividend payment.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:
For: ..................................................
Against: ..................................................
Abstentions: ..................................................
GROUND

Profit distribution lies within the powers of the General Meeting.