

Resolution No. 1

**of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019
to appoint the Chair of the Annual General Meeting of Grupa Azoty S.A.-----**

Acting pursuant to Art. 409.1 of the Polish Commercial Companies Code, Art. 45 of the Company's Articles of Association and Par. 7.1 of the Rules of Procedure for the Company's General Meeting, the Annual General Meeting of Grupa Azoty S.A. ("Company") resolves as follows:-----

SECTION 1

The Annual General Meeting of Grupa Azoty S.A. hereby appoints Andrzej Leganowicz as Chair of the Annual General Meeting.-----

SECTION 2

This Resolution shall become effective as of its date.-----

Following a secret ballot, Andrzej Leganowicz announced the results: -----
Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital:
77.9330881636%, total votes validly cast: 77,306,104-----
Votes for: 77,306,063,-----
Votes against: 0,-----
Abstentions: 41, -----

Resolution No. 2

**of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019
to remove item 17 of the agenda-----**

The Annual General Meeting of the Company hereby resolves as follows: -----

SECTION 1

The Annual General Meeting resolves to remove agenda item 17 "Resolution to acquire shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A."-----

SECTION 2

The Annual General Meeting resolves to renumber subsequent agenda items accordingly.-----

SECTION 3

This Resolution shall become effective as of its date.-----

Following an open ballot, the Chairman announced the results: -----
Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital:
77.9330881636%, total votes validly cast: 77,306,104-----
Votes for: 70,854,441,----- Votes against: 41, -----
Abstentions: 6,451,622,-----

Resolution No. 3

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to adopt the agenda for the Meeting-----

Acting pursuant to Par. 22 and Par. 22 of the Rules of Procedure for the General Meeting, the Annual General Meeting of Grupa Azoty S.A. resolves as follows:

SECTION 1

The Annual General Meeting adopts the following agenda for the Meeting:-----

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. Resolution to abolish the secrecy of voting on the election of committees to be appointed by the Annual General Meeting. -----
6. Appointment of a Ballot Counting Committee for the Annual General Meeting. -----
7. Review of the Supervisory Board's reports: -----
 - a. Report of the Supervisory Board of Grupa Azoty S.A. on assessment of the following statements and reports for 2018:
separate financial statements, consolidated financial statements, the Directors' Report on the operations of Grupa Azoty S.A. and the Grupa Azoty Group, consolidated report on payments to governments, non-financial statement of the Grupa Azoty Group, and the Management Board's proposal on the allocation of net profit for 2018.-----
 - b. Report of the Supervisory Board of Grupa Azoty S.A. on its activities in 2018. -----
8. Review and approval of the separate financial statements of Grupa Azoty S.A. for the 12 months ended December 31st 2018.-----
9. Review and approval of the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2018.-----
10. Review and approval of the Directors' Report on Grupa Azoty S.A.'s and the Grupa Azoty Group's operations in the 12 months ended December 31st 2018.-----
11. Review and approval of the Grupa Azoty Group's consolidated report on payments to governments in 2018.-----
12. Review and approval of the non-financial statement of the Grupa Azoty Group for the 12 months ended December 31st 2018.-----
13. Resolution to allocate Grupa Azoty S.A.'s net profit for the financial year 2018.-----
14. Resolutions to grant discharge to Members of the Management Board in respect of performance of their duties in the period January 1st–December 31st 2018.-----
15. Resolutions to grant discharge to Members of the Supervisory Board in respect of performance of their duties in the period January 1st–December 31st 2018.-----
16. Resolution to amend the Company's Articles of Association and authorise the Supervisory Board to adopt a consolidated text of the Articles of Association.-----
17. Resolution to amend Resolution No. 8 of the Company's Extraordinary General Meeting of December 2nd 2016 on the rules of remunerating members of the Management Board,

amended by Resolution No. 37 of the Company's Annual General Meeting of June 30th 2017 to amend Resolution No. 8 of the Company's Extraordinary General Meeting on the rules of remunerating members of the Management Board.-----

18. Resolution to amend Resolution No. 9 of the Company's Extraordinary General Meeting of December 2nd 2016 on the rules of remunerating members of the Supervisory Board.-----

19. Appointment of the Chairperson of the Supervisory Board. -----

20. Current information for the Shareholders. -----

21. Closing of the Meeting. -----

SECTION 2

This Resolution shall become effective as of its date.-----

Following a secret ballot, the Chairman announced the results: -----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%, total votes validly cast: 77,306,104-----

Votes for: 76,727,366,-----

Votes against: 41, -----

Abstentions: 578,697,-----

Resolution No. 5

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

on assessment of the separate financial statements of Grupa Azoty S.A. for the 12 months ended December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, Art. 53.1 of the Accounting Act of September 29th 1994 and Art. 50.1 and Art. 50.21 in conjunction with Art. 32.1.8 and Art. 32.1.6 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed the Company's separate financial statements for the 12 months ended December 31st 2018, prepared in accordance with International Financial Reporting Standards, having read the auditor's opinion and having reviewed the Supervisory Board's assessment of those financial statements and the report on the assessment, the Annual General Meeting of the Company resolves as follows:-----

SECTION 1

The Annual General Meeting hereby approves the separate financial statements of Grupa Azoty S.A. for the 12 months ended December 31st 2018, prepared in accordance with International Financial Reporting Standards, comprising:-----

1. Separate statement of profit or loss and other comprehensive income for the period January 1st–December 31st 2018, showing a net profit of PLN 171,064 thousand and positive comprehensive income of PLN 154,433 thousand;-----

2. Separate statement of financial position as at December 31st 2018, showing total assets and total equity and liabilities of PLN 8,603,645 thousand;-----

3. Separate statement of changes in equity for the financial year January 1st–December 31st 2018, showing an increase in equity of PLN 25,932 thousand,-----

4. Separate statement of cash flows for the period January 1st–December 31st 2018, showing

an increase in cash of PLN 428,269 thousand;-----

5. Notes to the separate financial statements.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The Chair called a vote by secret ballot:

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital:
77.9330881636%-----

Votes for: 77,123,507 -----

Votes against: 41, -----

Abstentions: 182,556 -----

Resolution No. 6

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to approve the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2018---

Acting pursuant to Art. 395.5 of the Commercial Companies Code, Art. 63(c).4 of the Accounting Act of September 29th 1994 and Art. 50.5 in conjunction with Art. 32.1.9 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2018, prepared in accordance with International Financial Reporting Standards, having read the auditor's opinion and having reviewed the Supervisory Board's assessment of those financial statements and the report on the assessment, the Annual General Meeting of the Company resolves as follows:-----

SECTION 1

The Annual General Meeting hereby approves the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2018, prepared in accordance with International Financial Reporting Standards, comprising: -----

1. Consolidated statement of financial position as at December 31st 2018, showing total assets and total equity and liabilities of PLN 14,160,469 thousand;-----

2. Consolidated statement of profit or loss and other comprehensive income for the period January 1st–December 31st 2018, showing a net profit of PLN 7,650 thousand and negative total comprehensive income of PLN 18,130 thousand;-----

3. Separate statement of changes in equity for the financial year January 1st–December 31st 2018, showing a decrease in equity of PLN 115,181 thousand;-----

4. Consolidated statement of cash flows for the period January 1st–December 31st 2018, showing a decrease in cash of PLN 239,353 thousand;-----

5. Notes to the separate financial statements.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The Chair called a vote by secret ballot:-----

Shares validly voted: 77,306,094; shares voted as a percentage of the Company's share capital:
77.9330780825%-----
Votes for: 77,123,507 -----
Votes against: 17, -----
Abstentions: 182,570-----

Resolution No. 7

**of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019
to approve the Directors' Report on Grupa Azoty S.A.'s and the Grupa Azoty Group's
operations in the 12 months ended December 31st 2018-----**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code in conjunction with Art. 55.2(a) of the Accounting Act of September 29th 1994, and Art. 50.1, Art. 50.5 and Art. 50.21 in conjunction with Art. 32.1.9 and Art. 32.1.8 in conjunction with Art. 32.1.6 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed the Directors' Report on Grupa Azoty S.A.'s and the Grupa Azoty Group's operations in the 12 months ended December 31st 2018, having read the auditor's opinions contained in the auditor's report on the full-year financial statements, and having reviewed the Supervisory Board's assessment of the Directors' Report and the report on the assessment, the Annual General Meeting of the Company hereby resolves as follows:-----

SECTION 1

The Annual General Meeting hereby approves the Directors' Report on Grupa Azoty S.A.'s and the Grupa Azoty Group's operations in the 12 months ended December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----
The Chair called a vote by secret ballot:-----
Shares validly voted: 77,306,094; shares voted as a percentage of the Company's share capital:
77.9330780825%-----
Votes for: 57,466,157,-----
Votes against: 17, -----
Abstentions: 19 839920. -----

Resolution No. 8

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to approve the Grupa Azoty Group's consolidated report on payments to governments in 2018-----

Acting pursuant to Art. 395.5 of the Commercial Companies Code, Art. 63(c).4 in conjunction with Art. 63(g).1 in conjunction with Art. 63(f).1 of the Accounting Act of September 29th 1994 and Art. 50.5 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed the consolidated report of the Grupa Azoty Group on payments to governments in 2018 and having reviewed the Supervisory Board's assessment of that report and the Supervisory Board's report on the assessment, the Annual General Meeting of the Company hereby resolves as follows:-----

SECTION 1

The Annual General Meeting hereby approves the Grupa Azoty Group's consolidated report on payments to governments in 2018.-

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,466,157,-----

Votes against: 41,-----

Abstentions: 19,839,906.-----

Resolution No. 9

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to approve the non-financial statement of the Grupa Azoty Group for the 12 months ended December 31st 2018.-----

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, Art. 55.2(a) of the Accounting Act of September 29th 1994, and Art. 50.1, Art. 50.5 and Art. 50.21 in conjunction with Art. 32.1.9 and Art. 32.1.8 in conjunction with Art. 32.1.6 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed Grupa Azoty Group's non-financial statement for 2018 and having reviewed the Supervisory Board's assessment of that non-financial statement and the Supervisory Board's report on the assessment, the Annual General Meeting of the Company hereby resolves as follows: -----

SECTION 1

The Annual General Meeting hereby approves the non-financial statement of the Grupa Azoty Group for the 12 months ended December 31st 2018. -----

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,466,157,-----

Votes against: 41, -----

Abstentions: 19,839,906. -----

Resolution No. 10

**of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019
on allocation Grupa Azoty S.A.'s net profit for the financial year 2018**

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code, and Art. 50.3 and Art. 50.21 in conjunction with Art. 32.1.8 in conjunction with Art. 32.1.7 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed the Supervisory Board's assessment of the Management Board's proposal on allocation of net profit, the Annual General Meeting of the Company hereby resolves as follows:-----

SECTION 1

The Company's net profit for the financial year 2018, amounting to PLN 171,064,449.85 (one hundred and seventy-one million, sixty-four thousand, four hundred and forty-nine zloty, 85/100), shall be allocated in full to the Company's statutory reserve funds.-

SECTION 2

This Resolution shall become effective as of its date.-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,648,713,-----

Votes against: 19,657,391,-----

Abstentions: 0-----

Resolution No. 11

**of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019
to grant discharge to Wojciech Wardacki, President of the Management Board, in respect
of performance of his duties in the period January 1st–December 31st 2018-----**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company's Articles of Association, the Annual General Meeting of Grupa Azoty S.A. ("Company") hereby resolves as follows:-----

SECTION 1

The Annual General Meeting grants discharge to Wojciech Wardacki, President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018. -----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 12

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to grant discharge to Mariusz Grab, Vice President of the Management Board, in respect of performance of his duties in the period May 17th–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company's Articles of Association, the Annual General Meeting of Grupa Azoty S.A. ("Company") hereby resolves as follows:-----

SECTION 1

The Annual General Meeting grants discharge to Mariusz Grab, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period May 17th–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 13

**of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th
2019**

to grant discharge to Grzegorz Kądziałowski, Vice President of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company's Articles of Association, the Annual General Meeting of Grupa

Azoty S.A. ("Company") hereby resolves as follows:-----

SECTION 1

The Annual General Meeting grants discharge to Mr Grzegorz Kądziałowski, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,594,712, -----

Votes against: 54,041,-----

Abstentions: 19,657,351.-----

Resolution No. 14

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to grant discharge to Paweł Łapiński, Vice President of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company's Articles of Association, the Annual General Meeting of Grupa Azoty S.A. ("Company") hereby resolves as follows:-----

SECTION 1

The Annual General Meeting grants discharge to Paweł Łapiński, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907.-----

Resolution No. 15

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to grant discharge to Witold Szczypiński, Vice President of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting of Grupa Azoty S.A. (“Company”) hereby resolves as follows:-----

SECTION 1

The Annual General Meeting grants discharge to Mr Witold Szczypiński, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018. -----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company’s share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907.-----

Resolution No. 16

**of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th
2019**

to grant discharge to Artur Kopeć, Member of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting of Grupa Azoty S.A. (“Company”) hereby resolves as follows:-----

SECTION 1

The Annual General Meeting grants discharge to Artur Kopeć, Member of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company’s share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907.-----

Resolution No. 17

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to grant discharge to Tomasz Hinc, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–March 4th 2018. -----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting of Grupa Azoty S.A. (“Company”) hereby resolves as follows:-----

SECTION 1

The Annual General Meeting grants discharge to Tomasz Hinc, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–March 4th 2018. -----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company’s share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 18

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to grant discharge to Józef Rojek, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–June 28th 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting of Grupa Azoty S.A. (“Company”) hereby resolves as follows:-----

SECTION 1

The Annual General Meeting grants discharge to Józef Rojek, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–June 28th 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company’s share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 19
of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th
2019

to grant discharge to Tomasz Karusewicz, Chairman of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st– December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. (“Company”), having reviewed the report of the Company’s Supervisory Board on its activities in the financial year 2018, the Company’s Annual General Meeting hereby resolves as follows:---

SECTION 1

The Annual General Meeting grants discharge to Tomasz Karusewicz, Chairman of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company’s share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 20
of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to grant discharge to Michał Gabryel, Deputy Chairman of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. (“Company”), having reviewed the report of the Company’s Supervisory Board on its activities in the financial year 2018, the Company’s Annual General Meeting hereby resolves as follows:---

SECTION 1

The Annual General Meeting grants discharge to Michał Gabryel, Deputy Chairman of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----
The votes cast in a secret ballot were as follows:-----
Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital:
77.9330881636%-----
Votes for: 57,412,156,-----
Votes against: 54,041,-----
Abstentions: 19,839,907. -----

Resolution No. 21

**of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th
2019**

**to grant discharge to Zbigniew Paprocki, Secretary of the Supervisory Board, in respect of
performance of his duties in the period January 1st–December 31st 2018-----**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed the report of the Company's Supervisory Board on its activities in the financial year 2018, the Company's Annual General Meeting hereby resolves as follows:-----

SECTION 1

The Annual General Meeting grants discharge to Zbigniew Paprocki, Secretary of the Supervisory Board, in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----
The votes cast in a secret ballot were as follows:-----
Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital:
77.9330881636%-----
Votes for: 57,412,156,-----
Votes against: 54,041,-----
Abstentions: 19,839,907. -----

Resolution No. 22

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

**to grant discharge to Piotr Czajkowski, Member of the Supervisory Board, in respect of
performance of his duties in the period January 1st–December 31st 2018-----**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed the report of the Company's Supervisory Board on its activities in the financial year 2018, the Company's Annual General Meeting hereby resolves as follows:---

SECTION 1

The Annual General Meeting grants discharge to Piotr Czajkowski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 23

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to grant discharge to Monika Fill, Member of the Supervisory Board, in respect of performance of her duties in the period January 1st–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed the report of the Company's Supervisory Board on its activities in the financial year 2018, the Company's Annual General Meeting hereby resolves as follows:---

SECTION 1

The Annual General Meeting grants discharge to Monika Fill, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of her duties in the period January 1st–December 31st 2018.

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 24

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to grant discharge to Robert Kapka, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art.

50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed the report of the Company's Supervisory Board on its activities in the financial year 2018, the Company's Annual General Meeting hereby resolves as follows:---

SECTION 1

The Annual General Meeting grants discharge to Robert Kapka, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 25

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019 to grant discharge to Bartłomiej Litwińczuk, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. ("Company"), having reviewed the report of the Company's Supervisory Board on its activities in the financial year 2018, the Company's Annual General Meeting hereby resolves as follows:---

SECTION 1

The Annual General Meeting grants discharge to Bartłomiej Litwińczuk, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 26

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to grant discharge to Ireneusz Purgacz, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. (“Company”), having reviewed the report of the Company’s Supervisory Board on its activities in the financial year 2018, the Company’s Annual General Meeting hereby resolves as follows:-----

SECTION 1

The Annual General Meeting grants discharge to Ireneusz Purgacz, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company’s share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 27

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to grant discharge to Roman Romaniszyn, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–December 31st 2018-----

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. (“Company”), having reviewed the report of the Company’s Supervisory Board on its activities in the financial year 2018, the Company’s Annual General Meeting hereby resolves as follows:---

SECTION 1

The Annual General Meeting grants discharge to Roman Romaniszyn, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.-----

SECTION 2

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company’s share capital: 77.9330881636%-----

Votes for: 57,412,156,-----

Votes against: 54,041,-----

Abstentions: 19,839,907. -----

Resolution No. 28

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to amend the Articles of Association of Grupa Azoty S.A.-----

Acting pursuant to Art. 430.1 and Art. 430.5 of the Polish Commercial Companies Code and Art. 50.19 of the Company's Articles of Association, the Annual General Meeting of Grupa Azoty S.A. ("Company") hereby resolves as follows:-----

SECTION 1

The Annual General Meeting of the Company resolves to make the following amendments to the Articles of Association of Grupa Azoty S.A.:-----

I. The existing wording of Art. 21.1.11, reading:-----

"11) disposal, acquisition and encumbrance with limited property rights of non-current assets with a market value equal to or higher than PLN 50,000 (fifty thousand zloty), subject to Articles 32.2.1-2 and 50.1.8-9 of these Articles of Association."-----

shall be amended to read as follows:-----

"11) disposal, acquisition and encumbrance with limited property rights of non-current assets with a market value equal to or higher than PLN 50,000 (fifty thousand zloty), subject to Articles 32.2.1-2 and 50.1.8-13 of these Articles of Association."-----

II. The existing wording of Art. 24.1, reading:-----

"1. Subject to Article 25 et seq. of the Articles of Association, members of the Management Board are appointed by the Supervisory Board following a recruitment process held to verify and evaluate qualifications of candidates and to select the best candidate. The General Meeting shall determine the rules and procedures for the recruitment process in a resolution.---

shall be amended to read as follows:-----

"1. Subject to Article 25 et seq. of the Articles of Association, members of the Management Board are appointed by the Supervisory Board following a recruitment process held to verify and evaluate qualifications of candidates and to select the best candidate, with the exception of the Management Board members appointed in accordance with Article 25. The General Meeting shall determine the rules and procedures for the recruitment process in a resolution.

III. After Art. 32.1.9, new Art. 32.1.10 shall be added, reading as follows:-----

"10) giving opinion on the report on entertainment expenses, legal costs, marketing costs, public relations and social communication expenses, and management consultancy fees, and on the report on compliance with best practices issued pursuant to Art. 7.3 of the Act on State Property Management of December 16th 2016,"-----

With a simultaneous appropriate change in the numbering of the subsequent paragraphs of Art. 32.-----

IV. In Art. 32.2.2, new Art. 32.2.2.c shall be added, reading as follows: -----

“c) contracts to purchase electricity and related property rights, contracts to purchase CO₂ emission allowances,”-----

V. The existing wording of Art. 32.2.5, reading: -----

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“5) execution or amendment of an agreement for the provision of legal services, marketing services, public relations and social communication services, or management consultancy services, if the total fees for the services to be provided under such agreement exceed PLN 500,000 (five hundred thousand złoty), VAT exclusive, per year, or if the lump-sum or maximum amount of the fees is not provided for in the agreement,”-----

shall be amended to read as follows:-----

“5)execution or amendment of an agreement for the provision of legal services, marketing services, public relations and social communication services, or management consultancy services, if the total fees for the services to be provided under such agreement or other agreements made with the same entity exceed PLN 500,000 (five hundred thousand złoty), VAT exclusive, per year, or if the lump-sum or maximum amount of the fees is not provided for in the agreement,”-----

VI. The existing wording of Art. 50, reading:-----

“In particular, the powers of the General Meeting shall include:-----

- 1) examination and approval of the financial statements for the previous financial year and the directors’ report on the company’s operations,-----
- 2) granting discharge to members of the Company’s governing bodies in respect of performance of their duties, -----
- 3) distribution of profit or coverage of loss,-----
- 4) setting the dividend record date and the dividend payment date, as well as decision on payment of dividend in instalments, -----
- 5) review and approval of the consolidated financial statements of the Group for the previous financial year and of the directors’ report on the Group’s operations if their preparation is required under the Accounting Act,-----
- 6) appointment and removal of Supervisory Board members appointed by the General Meeting, including the Chairperson of the Supervisory Board, subject to the provisions of Art. 16.2,-----
- 7) determination of the rules and amounts of remuneration for Supervisory Board members,-
- 8) granting consent to disposal or lease of the Company’s business or its organised part, and establishment of limited property rights in the Company’s business or its organised part,--
- 9) granting consent for the following legal transactions, if the market value of the subject matter of such legal transaction exceeds PLN 100,000,000 (one hundred million złoty) or 5% of the Company’s total assets:-----
 - a) acquisition or disposal of real property, perpetual usufruct right or interest in real property,-----
 - b) acquisition or disposal of non-current assets, as well as granting to another entity the right to use such assets for a period longer than 180 days in a calendar year,-----
 - c) acquisition, purchase or sale of shares in another company, -----
- 10) execution of loan, credit facility, surety or any other similar agreement by the Company

with or for the benefit of a member of the Management Board, member of the Supervisory Board, proxy, or liquidator,-----

- 11) increase or reduction of the Company’s share capital,-----
- 12) issue of convertible bonds, bonds with pre-emptive rights and subscription warrants,--
- 13) acquisition of the Company’s own shares in the situation specified in Art. 362.1.2 of the Commercial Companies Code-----
- 14) squeeze-out carried out in compliance with Art. 418 of the Commercial Companies Code,-----
- 15) creation, use and release of capital reserves,-----
- 16) use of statutory reserve funds,-----
- 17) decisions with respect to claims for redress of damage inflicted in the course of establishing the Company, its management or supervision,-----
- 18) merger, transformation or demerger of the Company,-----
- 19) amendments to the Articles of Association and change of the Company’s business profile,--
- 20) dissolution and liquidation of the Company,-----
- 21) review of the Supervisory Board’s reports referred to in Articles 32.1.8, 32.1.19 and 32.1.20,
- 22) determination of rules for disposal of non-current assets whose value exceeds 0.1% of the Company’s total assets,-----
- 23) determination of detailed recruitment rules and selection procedure for members of the Company’s Management Board,-----
- 24) determination of the rules of remuneration for members of the Company’s Management Board.”-----

shall be amended to read as follows: -----

“In particular, the powers of the General Meeting shall include:-----

- 1) examination and approval of the financial statements for the previous financial year and the directors’ report on the company’s operations,-----
- 2) granting discharge to members of the Company’s governing bodies in respect of performance of their duties, -----
- 3) distribution of profit or coverage of loss,-----
- 4) setting the dividend record date and the dividend payment date, as well as decision on payment of dividend in instalments, -----
- 5) review and approval of the consolidated financial statements of the Group for the previous financial year and of the directors’ report on the Group’s operations if their preparation is required under the Accounting Act,-----
- 6) appointment and removal of Supervisory Board members appointed by the General Meeting, including the Chairperson of the Supervisory Board, subject to the provisions of Art. 16.2,-----
- 7) determination of the rules and amounts of remuneration for Supervisory Board members,-
- 8) granting consent to disposal or lease of the Company’s business or its organised part, and establishment of limited property rights in the Company’s business or its organised part,-----
- 9) granting consent to disposal of real property, right of perpetual usufruct to real property or interest in real property, as well as other non-current assets, in particular intangible assets, property, plant and equipment or long-term investments, including their contribution to a company or cooperative if the market value of such assets exceeds 5% of total assets,-----

10) granting consent to granting another entity the right to use assets referred to in item 9 above for a period longer than 180 days in a calendar year under a legal transaction if the market value of the subject matter of the transaction exceeds 5% of total assets, with the proviso that if the right to use is granted under: -----

a) a lease, rental or other agreement for granting another entity the right to use an asset against consideration – the market value of the asset in such legal transaction shall be understood as the value of consideration for:-----

- one year – if the right to use the asset is granted under an agreement concluded for an indefinite term,-----

- the entire term of the agreement – if the right to use the asset is granted under an agreement concluded for a fixed term,-----

b) lending agreements or other agreements for granting other entities the right to use an asset free of charge – the market value of the asset in such legal transaction shall be understood as the amount of consideration which would have been payable if a lease or rental agreement had been concluded, for:-----

one year – if the right to use the asset is granted under an agreement concluded for an indefinite term,-----

- the entire term of the agreement – if the right to use the asset is granted under an agreement concluded for a fixed term; -----

11) granting consent to acquisition of real property, right of perpetual usufruct to real property or interest in real property, as well as other non-current assets, with a value exceeding:-

a) PLN 100,000,000, or -----

b) 5% of total assets; -----

12) acquisition of or subscription for shares in another company where the value of such shares exceeds:-----

a) PLN 100,000,000, or -----

b) 5% of total assets; -----

13) disposal of shares in another company with a market value exceeding:

a) PLN 100,000,000, or -----

b) 5% of total assets; -----

14) execution of loan, credit facility, surety or any other similar agreement by the Company with or for the benefit of a member of the Management Board, member of the Supervisory Board, proxy, or liquidator,-----

15) increase or reduction of the Company’s share capital,-----

16) issue of convertible bonds, bonds with pre-emptive rights and subscription warrants,---

17) acquisition of the Company’s own shares in the situation specified in Art. 362.1.2 of the Commercial Companies Code-----

18) squeeze-out carried out in compliance with Art. 418 of the Commercial Companies Code,-

19) creation, use and release of capital reserves, -----

20) use of statutory reserve funds, -----

21) decisions with respect to claims for redress of damage inflicted in the course of establishing the Company, its management or supervision,-----

- 22) merger, transformation or demerger of the Company,-----
- 23) amendments to the Articles of Association and change of the Company's business profile,--
- 24) dissolution and liquidation of the Company, -----
- 25) review of the Supervisory Board's reports referred to in Articles 32.1.8, 32.1.19, 32.1.20, 32.1.
- 26) determination of rules for disposal of non-current assets whose market value exceeds 0.1% of the Company's total assets, unless the market value of such assets does not exceed PLN 20,000 (twenty thousand zloty),-----
- 27) determination of detailed recruitment rules and selection procedure for members of the Company's Management Board,-----
- 28) determination of the rules of remuneration for members of the Company's Management Board."-----

The existing wording of Art. 56, reading:

“The Company's Management Board shall:-----

- 1) within three months from the reporting date, prepare financial statements for the previous financial year together with the Directors' Report on the Company's operations, including a report on entertainment expenses, legal costs, marketing costs, public relations and social communication expenses, and management consultancy fees,-----
- 2) have the financial statements audited,-----
- 3) submit the documents referred to in Article 56.1, together with the audit report, for review by the Supervisory Board, -----
- 4) submit to the Annual General Meeting the documents referred to in Art. 56.1, together with the audit report and the Supervisory Board's reports for the Annual General Meeting,-----
- 5) prepare the Directors' Report on the Group's operations within two months from the date prescribed for the preparation of the Company's financial statements, if required under the Accounting Act,-----
- 6) have the consolidated financial statements audited,-----
- 7) submit the documents referred to in Article 56.5, together with the audit report, for review by the Supervisory Board,-----
- 8) submit to the General Meeting the documents referred to in Article 56.5, together with the audit report, and the Supervisory Board's report referred to in Article 32.1.9, by the end of the eighth month from the reporting date.”-----

shall be amended to read as follows: -----

“The Company's Management Board shall:-----

- 1) within three months from the reporting date, prepare financial statements together with the Directors' Report on the Company's operations for the previous financial year,-----
- 2) within three months from the reporting date, prepare a report on entertainment expenses, legal costs, marketing costs, public relations and social communication expenses, and management consultancy fees, and on a report on compliance with best practices issued pursuant to Art. 7.3 of the Act on State Property Management of December 16th 2016,-----
- 3) have the financial statements audited,-----
- 4) submit the documents referred to in Article 56.1, together with the audit report, for review by the Supervisory Board,-----
- 5) submit to the Annual General Meeting the documents referred to in Art. 56.1, together with the audit report and the Supervisory Board's reports for the Annual General Meeting,-----

- 6) prepare the Directors' Report on the Group's operations within two months from the date prescribed for the preparation of the Company's financial statements, if required under the Accounting Act,-----
- 7) submit to the Annual General Meeting the documents referred to in Article 56.2, together with the Supervisory Board's opinion,-----
- 8) have the consolidated financial statements audited,-----
- 9) submit the documents referred to in Article 56.6, together with the audit report, for review by the Supervisory Board,-----
- 10) submit to the General Meeting the documents referred to in Article 56.6, together with the audit report, and the Supervisory Board's report referred to in Article 32.1.9, by the end of the eighth month from the reporting date."-----

VIII The existing wording of Art. 59, reading: -----

"Disposal of a non-current asset whose value exceeds 0.1% of the Company's total assets shall be effected through an auction, unless the value does not exceed PLN 20,000.00 (twenty thousand zloty). Detailed rules for conducting such auctions and situations in which holding an auction is not required shall be defined in a resolution of the General Meeting."-----

shall be amended to read as follows: -----

"Disposal of a non-current asset whose market value exceeds 0.1% of the Company's total assets shall be effected through a tender or auction, unless the value does not exceed PLN 20,000.00 (twenty thousand zloty). Detailed rules for conducting such tenders or auctions and situations in which holding an auction is not required shall be defined in a resolution of the General Meeting."-

SECTION 2

The Supervisory Board is hereby authorised to draft a consolidated text of the Company's Articles of Association incorporating the amendments introduced under this Resolution and to make the following editorial changes in the consolidated text: -----

- 1) changing the numbering of individual subdivisions of the text to eliminate irrelevant items (deleted, without new wording), -----
- 2) appropriately changing, taking into account the changes referred to above, the numbering of subdivisions to which other provisions of the Articles of Association refer, -----
- 3) punctuation changes necessary after adding new items in the enumerations contained in the amended provisions of the Articles of Association.-----

SECTION 3

This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments to the Articles of Association in the Business Register of the National Court Register. -----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%,-----

Votes for: 77,306,062,----- Votes against: 41, -----

Abstentions: 1.-----

Resolution No. 29

of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019

to amend Resolution No. 8 of the Company's Extraordinary General Meeting of December 2nd 2016 on the rules of remunerating members of the Management Board, amended by Resolution No. 37 of the Company's Annual General Meeting of June 30th 2017 to amend Resolution No. 8 of the Company's Extraordinary General Meeting on the rules of remunerating members of the Management Board.-----

Acting pursuant to Art. 2.2.1, Art. 4, Art. 5, Art. 6, Art. 7 and Art. 8 of the Act on rules of remunerating persons who direct certain companies of June 9th 2016 (Dz.U. of 2017, item 2190, and Dz.U. of 2018, item 2215) and Art. 50.24 of the Articles of Association of Grupa Azoty S.A. ("Company"), the Company's Annual General Meeting hereby resolves as follows:-----

SECTION 1

The following amendments shall be made to Resolution No. 8 of the Company's Extraordinary General Meeting held on December 2nd 2016 on the rules of remuneration for members of the Management Board, as amended by Resolution No. 37 of the Company's Annual General Meeting of June 30th 2017 to amend Resolution No. 8 of the Extraordinary General Meeting of the Company on the rules of remuneration for members of the Management Board:-----

1) Section 2.2 shall now read as follows:-----

"2. The Fixed Remuneration for individual members of the Company's Management Board shall range from seven to fifteen times the base amount referred to in Art. 1.3.11 of the Act.";

2) Section 3.5 shall now read as follows:-----

"5. The Supervisory Board shall assess the satisfaction of conditions for payment of Variable Remuneration to individual Management Board members for whom Management Objectives were defined for the financial year and who served on the Management Board during the financial year by determining the amount due on the basis of financial statements audited by the audit firm and on the basis of other documents, depending on the Management Objectives defined, subject to Section 3.6."-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital: 77.9330881636%-----

Votes for: 57,648,712,-----

Votes against: 41, -----

Abstentions: 19,657,351. -----

Resolution No. 30

**of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019
to amend Resolution No. 9 of the Company's Extraordinary General Meeting of December
2nd 2016 on the rules of remunerating members of the Supervisory Board-----**

Acting pursuant to Art. 2.2.1 and Art. 10 of the Act on Rules of Remunerating Persons Who Direct Certain Companies of June 9th 2016 (Dz.U. of 2017, item 2190, and Dz.U. of 2018, item 2215) and Art. 50.7 of the Articles of Association of Grupa Azoty S.A. ("Company"), the Company's Annual General Meeting hereby resolves as follows:-----

SECTION 1

In Resolution No. 9 of the Company's Extraordinary General Meeting held on December 2nd 2016 on the rules of remunerating members of the Supervisory Board, Section 1.1 shall now read as follows:-----

"1. The monthly remuneration of Supervisory Board members shall be the product of the base amount referred to in Art. 1.3.11 of the Act on Rules of Remunerating Persons Directing Certain Companies of June 9th 2016 and the multiplier of 2.75 (two and seventy-five hundredth)."-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital:
77.9330881636%-----

Votes for: 57,648,712,-----

Votes against: 0,-----

Abstentions: 19,657,392. -----

Resolution No. 31

**of the Annual General Meeting of Grupa Azoty S.A. of Tarnów held on June 27th 2019
to appoint the Chairperson of the Supervisory Board-----**

Acting pursuant to Art. 36.1 of the Articles of Association of Grupa Azoty S.A. ("Company"), the Annual General Meeting of the Company resolves as follows:-----

SECTION 1

The Annual General Meeting hereby appoints Maciej Pawlicki as the Chairperson of the Grupa Azoty S.A. Supervisory Board.-----

SECTION 2

This Resolution shall become effective as of its date.-----

The votes cast in a secret ballot were as follows:-----

Shares validly voted: 77,306,104; shares voted as a percentage of the Company's share capital:
77.9330881636%-----

Votes for: 45,801,091,-----

Votes against: 6,121,811,-----

Abstentions: 25,383,202. -----