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RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF
GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 27TH 2019
TO APPOINT THE CHAIRPERSON OF THE
ANNUAL GENERAL MEETING OF
GRUPA AZOTY S.A.

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

resolves as follows:

Section 1

The Annual General Meeting of Grupa Azoty S.A. hereby appoints Ms/Mr _____ as Chairperson of the Annual General Meeting.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:

Against:

Abstentions:

FOUNDATIONS:

The resolution is formal and procedural in nature, in accordance with:

- *Art. 409.1 of the Commercial Companies Code, which reads as follows: "Unless the provisions of this section or the articles of association provide otherwise, the general meeting shall be opened by the chairperson or deputy chairperson of the supervisory board, and then the chair of the meeting shall be elected from among those entitled*

DRAFT

to participate in the meeting.

If these persons are absent, the general meeting shall be opened by the president of the management board or a person appointed by the management board.”

- *Art. 45 of the Company’s Articles of Association, which reads as follows: “The General Meeting shall be opened by the Chairperson or Deputy Chairperson of the Supervisory Board and if these persons are absent - by the President of the Management Board or a person appointed by the Management Board. Subsequently, subject to Art. 42.3.2 and Art 42.4.2 of the Articles of Association, the Chairperson of the General Meeting shall be elected from among those entitled to participate in the Meeting.”*
- *Par. 7.1 of the Rules of Procedure for the Company’s General Meeting, which reads as follows: “Forthwith upon opening of the Meeting, the person referred to in Section 6.1 shall call the election of Chairperson of the Meeting. The person opening the General Meeting should refrain from any substantive or formal decisions.”*