

DRAFT

**RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON NOVEMBER 8TH 2019
TO APPOINT A BALLOT COUNTING COMMITTEE**

Acting pursuant to* Par. 23.1 (*if Option 1 is selected for Section 1 of the resolution*)/Par. 23.3 (*if Option 2 is selected for Section 1 of the resolution*) of the Rules of Procedure for the General Meeting of Grupa Azoty S.A. (the “Company”), the Extraordinary General Meeting of the Company:

resolves as follows:

SECTION 1

Option 1: The Company’s Extraordinary General Meeting hereby appoints a Ballot Counting Committee

composed of:

or

Option 2: The Extraordinary General Meeting hereby resolves not to appoint a Ballot Counting Committee as the Meeting will use an electronic ballot counting system.

SECTION 2

This Resolution shall become effective as of its date.

*If Option 1 is selected, the vote will be held by secret ballot.
If Option 2 is selected, the vote will be held by open ballot.*

The votes cast in an *open/secret ballot* were as follows:

For: _____

Against: _____

Abstentions: _____

GROUNDS

- The resolution is formal and procedural in nature, in accordance with Par. 23.1 of the Rules of Procedure for the Company’s General Meeting, which reads as follows: “After the resolution concerning adoption of the agenda for the General Meeting has been passed, the Chairperson of the General Meeting shall order election of the Ballot Counting Committee composed of at least two persons.”

In accordance with Par. 23.3 of the Rules of Procedure for the Company’s General Meeting, which reads as follows:

- “If a professional third party has been hired to provide technical and organisational support for the Meeting, the Meeting shall not elect the Ballot Counting Committee. The Ballot Counting Committee shall not be elected either when voting is carried out using a computer system. In such a case the tasks of the

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Ballot Counting Committee shall be performed by the person(s) responsible for conducting the vote using the computer system.”

* The legal basis for the resolution (Par. 23.1 or Par. 23.3 of the Rules of Procedure for the General Meeting) depends on whether Option 1 or Option 2 is selected for Section 1 of the resolution.