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

Acting pursuant to Art. 409.1 of the Polish Commercial Companies Code, Art. 45 of 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 Extraordinary General Meeting of the Company

resolves as follows:

SECTION 1

The Extraordinary General Meeting of Grupa Azoty S.A. hereby appoints _____ as Chairperson of the Extraordinary 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: _____

GROUND:

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 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: "The person opening the General Meeting (...) shall, forthwith upon having opened the meeting, call the election of the Chair of the General Meeting (...)."

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**RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON NOVEMBER 8TH 2019
TO ADOPT THE AGENDA**

Acting pursuant to Par. 21 and Par. 22.1 of the Rules of Procedure for the General Meeting, the Extraordinary General Meeting of Grupa Azoty S.A. (the “Company”)

resolves as follows:

SECTION 1

The Extraordinary General Meeting of the Company adopts the following agenda for the Meeting:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the General Meeting.
3. Confirmation that the Meeting has been properly convened and has the capacity to pass resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Counting Committee.
6. Approval to subscribe for shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A.
7. Closing of the Meeting.

SECTION 2

This Resolution shall become effective as of its date.

FOUNDATIONS

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

- Par. 21 of the Rules of Procedure for the Company’s General Meeting, which reads as follows: “Having confirmed that the Meeting has the capacity to adopt resolutions, the Chairperson shall present the agenda and put it to the vote.”
- Par. 22.1 of the Rules of Procedure for the Company’s General Meeting, which reads as follows: “Decision concerning adoption of the agenda for the Meeting or introduction of changes into the agenda shall be made exclusively by the Meeting by way of a resolution.”

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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

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when voting is carried out using a computer system. In such a case the tasks of the 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.

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**RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON NOVEMBER 8TH 2019
APPROVAL OF ACQUISITION OF SHARES IN THE INCREASED SHARE CAPITAL OF GRUPA
AZOTY ZAKŁADY CHEMICZNE POLICE S.A.**

Pursuant to Art. 50.12 in conjunction with Art. 51 of the Company's Articles of Association, the General Meeting of Grupa Azoty S.A. (the "**Company**"), having considered the opinion of the Company's Supervisory Board contained in Resolution No.... of... on the "APPROVAL TO SUBSCRIBE FOR SHARES IN THE INCREASED SHARE CAPITAL OF GRUPA AZOTY ZAKŁADY CHEMICZNE POLICE S.A." and the request of the Company's Management Board to grant approval to subscribe for shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A. ("**GA Police**"), in connection with the proposed issue of Series C bearer shares provided for in Resolution No. 4 of the Extraordinary General Meeting of GA Police of September 23rd 2019 to increase the company's share capital by way of a rights issue, conduct a public offering of new shares, set November 7th 2019 as the record date for pre-emptive rights in respect of the new shares, convert into book-entry form and seek the admission and introduction of the pre-emptive rights, allotment certificates and new shares to trading on the regulated market operated by the Warsaw Stock Exchange, and amend the company's Articles of Association (the "**Planned Issue**"), the Extraordinary General Meeting of the Company resolves as follows:

Section 1

The General Meeting hereby grants its approval for the Company to subscribe for Planned Issue shares at the issue price determined by the GA Police Management Board, in a rights issue within the meaning of Art. 431.2.2 of the Commercial Companies Code, effected through a public offering within the meaning of Art.3.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, to the extent required for Grupa Azoty S.A. to retain operational control and ownership of Grupa Azoty Zakłady Chemiczne Police S.A., with the proviso that upon registration by the court of the increase in GA Police's share capital in connection with the Planned Issue, Grupa Azoty S.A.'s equity interest in Grupa Azoty Zakłady Chemiczne Police S.A. should not exceed 66%.

Section 2

The General Meeting hereby authorises the Company's Management Board to take any formal and legal steps necessary to commence the subscription for shares under the Planned Issue, including to determine the final number and value of shares to be subscribed for under the Planned Issue and, possibly, to purchase or sell pre-emptive rights or GA Police shares issued under the Planned Issue, with the proviso that approval from the Company's Supervisory Board shall be required for each such transaction if its value exceeds PLN 6,000,000 (six million złoty).

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Section 3

The Supervisory Board shall approve by way of a resolution the final terms and conditions of the formal and legal steps specified in Section 2 above if the value of a transaction exceeds PLN 6,000,000 (six million złoty).

Section 4

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For:.....

Against:

Abstentions:

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Art. 50 of the Company's Articles of Association, which reads as follows: *"In particular, the powers of the General Meeting shall include:(...) 12) acquisition of or subscription for shares in another company where the value of such shares exceeds:*

a) PLN 100,000,000; or

5% of total assets".

Adoption of a resolution to approve the acquisition of shares in another company by the General Meeting is fully justified.

Proceeds raised from the issue of New Shares by GA Police will be used to support the implementation of the Grupa Azoty Group's strategy for the coming years, particularly to diversify revenue streams and increase profitability, and to step up the efforts to expand the non-fertiliser business lines. The key task undertaken in the pursuit of these strategic goals is the Polimery Police project implemented by Grupa Azoty Polyolefins S.A.

Grupa Azoty S.A.'s participation in the share capital increase at GA Police will allow the Company to retain operational and ownership control of GA Police.

By reducing its equity interest in GA Police to 66%, the Company will avoid having to comply with the obligation to announce a tender offer for 100% of GA Police shares.