This file contains the following documents (for each Member of the Management Board):

1. Draft resolution of the Annual General Meeting
2. Resolution of the Company’s Supervisory Board
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 29TH 2020
TO GRANT DISCHARGE FROM LIABILITY
FOR MR WOJCECH WARDACKI IN RESPECT OF HIS DUTIES AS PRESIDENT OF THE
MANAGEMENT BOARD
IN THE PERIOD JANUARY 1ST-DECEMBER 31ST 2019

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

§ 1
The Annual General Meeting grants discharge from liability for Mr Wojciech Wardacki in respect of his duties as President of the Management Board in the period January 1st–December 31st 2019.

§ 2
This Resolution shall become effective upon its adoption.

The votes cast in a secret ballot were as follows:
For: ________________________________
Against: ________________________________
Abstentions: ________________________________

GROUNDs
- Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the Annual General Meeting should include grant of discharge from liability for members of the Company's governing bodies. The discharge resolution is the responsibility of the General Meeting, pursuant to Art. 393.1 of the Commercial Companies Code and Art. 50.2 of the Company's Articles of Association.
The discharge refers to the period January 1st–December 31st 2019, when Mr Wojciech Wardacki served as President of the Management Board. Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group, and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2019, the Grupa Azoty S.A. Supervisory Board, by Resolution No. 434/X/2020 of May 29th 2020, made a proposal for the Annual General Meeting to grant discharge from liability for Mr Wojciech Wardacki, President of the Management Board, for the period January 1st–December 31st 2019.

In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.
RESOLUTION NO. 434/X/2020
OF THE SUPERVISORY BOARD OF GRUPA AZOTY S.A.
dated May 29th 2020

to propose that the Annual General Meeting grant discharge from liability for Mr Wojciech Wardacki, President of the Management Board of Grupa Azoty S.A., for the period January 1st –December 31st 2019

Acting pursuant to Art. 31 and Art. 51 in conjunction with Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Supervisory Board of the Company

resolves as follows:

§ 1

1. The Supervisory Board gives a positive opinion on the performance of duties by Mr Wojciech Wardacki, President of the Management Board of Grupa Azoty S.A., in the period January 1st–December 31st 2019.

2. Accordingly, the Supervisory Board proposes that the General Meeting grant discharge from liability for Mr Wojciech Wardacki, President of the Management Board of Grupa Azoty S.A., for the period January 1st– December 31st 2009.

§ 2

This Resolution shall become effective as of its date.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 29TH 2020
TO GRANT DISCHARGE FROM LIABILITY
FOR MR MARIUSZ GRAB
IN RESPECT OF HIS DUTIES AS VICE-PRESIDENT OF THE MANAGEMENT BOARD OF GRUPA AZOTY S.A.
IN THE PERIOD JANUARY 1ST-DECEMBER 31ST 2019

Acting pursuant to Art. 395.2.3 in conjunction with Art. 393.1 of the Commercial Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

§ 1
The Annual General Meeting grants discharge from liability for Mr Mariusz Grab in respect of his duties as Vice-President of the Management Board in the period January 1st–December 31st 2019.

§ 2 Section 2
This Resolution shall become effective upon its adoption.

The votes cast in a secret ballot were as follows:
For: ..............................................
Against: ..........................................,
Abstentions: ......................................

GROUNDS

- Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the Annual General Meeting should include grant of discharge from liability for members of the Company's governing bodies. The discharge resolution is the responsibility of the General Meeting, pursuant to Art. 393.1 of the Commercial Companies Code and Art. 50.2 of the Company's Articles of Association.
The discharge refers to the period January 1st-December 31st 2019, when Mr Mariusz Grab served as Vice-President of the Management Board. Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group, and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2019, the Grupa Azoty S.A. Supervisory Board, by Resolution No. 435/X/2020 of May 29th 2020, made a proposal for the Annual General Meeting to grant discharge from liability for Mr Mariusz Grab, Vice-President of the Management Board, for the period January 1st-December 31st 2019.

In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.
RESOLUTION NO. 435/X/2020
OF THE SUPERVISORY BOARD OF GRUPA AZOTY S.A.
dated May 29th 2020

to propose that the Annual General Meeting grant discharge from liability for Mr Mariusz Grab, Vice-President of the Management Board of Grupa Azoty S.A., for the period January 1st –December 31st 2019

Acting pursuant to Art. 31 and Art. 51 in conjunction with Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Supervisory Board of the Company resolves as follows:

§ 1
1. The Supervisory Board gives a positive opinion on the performance of duties by Mr Mariusz Grab, Vice-President of the Management Board of Grupa Azoty S.A., in the period January 1st–December 31st 2019.

2. Accordingly, the Supervisory Board proposes that the General Meeting grant discharge from liability for Mr Mariusz Grab, Vice-President of the Management Board of Grupa Azoty S.A., for the period January 1st–December 31st 2019.

§ 2
This Resolution shall become effective as of its date.
RESOLUTION NO. ____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 29TH 2020
TO GRANT DISCHARGE FROM LIABILITY
FOR MR TOMASZ HRYNIEWICZ
IN RESPECT OF HIS DUTIES AS MEMBER OF THE MANAGEMENT BOARD OF GRUPA AZOTY S.A.
IN THE PERIOD JUNE 12th-JULY 5th 2019 AND AS VICE-PRESIDENT OF THE MANAGEMENT BOARD OF GRUPA AZOTY S.A.
IN THE PERIOD JULY 5th -DECEMBER 31st 2019

Acting pursuant to Art. 395.2.3 in conjunction with Art. 393.1 of the Commercial Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

§ 1
The Annual General Meeting grants discharge from liability for Mr Tomasz Hryniewicz in respect of his duties as Member of the Company’s Management Board in the period June 12th-July 5th 2019 and as Vice-President of the Company’s Management Board in the period July 5th-December 31st 2019.

§ 2
This Resolution shall become effective upon its adoption.

The votes cast in a secret ballot were as follows:
For:............................................
Against: ............................................
Abstentions: ............................................

GROUNDS
• Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the Annual General Meeting should include grant of discharge from liability for members of the Company's governing bodies. The discharge resolution is the responsibility of
the General Meeting, pursuant to Art. 393.1 of the Commercial Companies Code and Art. 50.2 of the Company's Articles of Association.

- The discharge refers to the period June 12th-December 31st 2019, when Mr Tomasz Hryniewicz served as Member of the Management Board from June 12th to July 5th and as Vice-President of the Management Board from July 5th to December 31st. Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group, and the Directors' Report on the Company's and the Grupa Azoty Group's operations in the 12 months ended December 31st 2019, the Grupa Azoty S.A. Supervisory Board, by Resolution No. 436/X/2020 of May 29th 2020, made a proposal for the Annual General Meeting to grant discharge from liability for Mr Tomasz Hryniewicz, Vice-President of the Management Board, for the period June 12th -December 31st 2019.

- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.
RESOLUTION NO. 436/X/2020
OF THE SUPERVISORY BOARD OF GRUPA AZOTY S.A.
dated May 29th 2020

to propose that the Annual General Meeting grant discharge from liability for Mr Tomasz Hryniewicz in respect of his duties as Member of the Management Board of Grupa Azoty S.A. in the period June 12th-July 5th 2019 and as Vice-President of the Management Board of Grupa Azoty S.A. in the period July 5th-December 31st 2019

Acting pursuant to Art. 31 and Art. 51 in conjunction with Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Supervisory Board of the Company resolves as follows:

§ 1

1. The Supervisory Board gives a positive opinion on the performance by Mr Tomasz Hryniewicz of his duties as Member of the Management Board of Grupa Azoty S.A. in the period June 12th-July 5th 2019 and as Vice-President of the Management Board of Grupa Azoty S.A. in the period July 5th-December 31st 2019.

2. Accordingly, the Supervisory Board proposes that the General Meeting grant discharge from liability for Mr Tomasz Hryniewicz in respect of his duties as Member of the Management Board of Grupa Azoty S.A. in the period June 12th-July 5th 2019 and as Vice-President of the Management Board of Grupa Azoty S.A. in the period July 5th-December 31st 2019.

§ 2

This Resolution shall become effective as of its date.
RESOLUTION NO. ____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 29TH 2020
TO GRANT DISCHARGE FROM LIABILITY FOR MR GRZEGORZ KĄDZIELAWSKI
IN RESPECT OF HIS DUTIES AS VICE-PRESIDENT OF THE MANAGEMENT BOARD OF GRUPA
AZOTY S.A.
IN THE PERIOD JANUARY 1ST-DECEMBER 31ST 2019

Acting pursuant to Art. 395.2.3 in conjunction with Art. 393.1 of the Commercial
Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the
“Company”), the Annual General Meeting of the Company

resolves as follows:

§ 1
The Annual General Meeting grants discharge from liability for Mr Grzegorz Kądzielawski in
respect of his duties as Vice-President of the Company’s Management Board in the period

§ 2
This Resolution shall become effective upon its adoption.

The votes cast in a secret ballot were as follows:
For:..................................................
Against: .............................................
Abstentions: ..........................................

GROUNDS
• Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the
Annual General Meeting should include grant of discharge from liability for members
of the Company's governing bodies. The discharge resolution is the responsibility of
the General Meeting, pursuant to Art. 393.1 of the Commercial Companies Code and
Art. 50.2 of the Company's Articles of Association.
The discharge refers to the period January 1st-December 31st 2019, when Mr Grzegorz Kądzielawski served as Vice-President of the Management Board. Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group, and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2019, the Grupa Azoty S.A. Supervisory Board, by Resolution No. 437/X/2020 of May 29th 2020, made a proposal for the Annual General Meeting to grant discharge from liability for Mr Grzegorz Kądzielawski, Vice-President of the Management Board, for the period January 1st-December 31st 2019.

In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.
Resolution No. 437/X/2020
OF THE SUPERVISORY BOARD OF GRUPA AZOTY S.A.
dated May 29th 2020

to propose that the Annual General Meeting grant discharge from liability for Mr Grzegorz Kądzielawski, Vice-President of the Management Board of Grupa Azoty S.A., for the period January 1st – December 31st 2019

Acting pursuant to Art. 31 and Art. 51 in conjunction with Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Supervisory Board of the Company

resolves as follows:

§ 1

1. The Supervisory Board gives a positive opinion on the performance of duties by Mr Grzegorz Kądzielawski, Vice-President of the Management Board of Grupa Azoty S.A., in the period January 1st - December 31st 2019.

2. Accordingly, the Supervisory Board proposes that the General Meeting grant discharge from liability for Mr Grzegorz Kądzielawski, Vice-President of the Management Board of Grupa Azoty S.A., for the period January 1st- December 31st 2009.

§ 2

This Resolution shall become effective as of its date.
RESOLUTION NO. ___
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 29TH 2020
TO GRANT DISCHARGE FROM LIABILITY FOR MR PAWEŁ ŁAPİŃSKI
IN RESPECT OF HIS DUTIES AS VICE-PRESIDENT OF THE MANAGEMENT BOARD OF GRUPA AZOTY S.A.
IN THE PERIOD JANUARY 1ST-DECEMBER 31ST 2019

Acting pursuant to Art. 395.2.3 in conjunction with Art. 393.1 of the Commercial Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

§ 1
The Annual General Meeting grants discharge from liability for Mr Paweł Łapiński in respect of his duties as Vice-President of the Company’s Management Board in the period January 1st–December 31st 2019.

§ 2
This Resolution shall become effective upon its adoption.

The votes cast in a secret ballot were as follows:
For: ..................................................
Against: ...........................................
Abstentions: ......................................

GROUNDS
• Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the Annual General Meeting should include grant of discharge from liability for members of the Company’s governing bodies. The discharge resolution is the responsibility of the General Meeting, pursuant to Art. 393.1 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association.
The discharge refers to the period January 1st-December 31st 2019, when Mr Paweł Łapiński served as Vice-President of the Management Board. Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group, and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2019, the Grupa Azoty S.A. Supervisory Board, by Resolution No. 438/X/2020 of May 29th 2020, made a proposal for the Annual General Meeting to grant discharge from liability for Mr Paweł Łapiński, Vice-President of the Management Board, for the period January 1st-December 31st 2019.

In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.
RESOLUTION NO. 438/X/2020
OF THE SUPERVISORY BOARD OF GRUPA AZOTY S.A.
dated May 29th 2020

to propose that the Annual General Meeting grant discharge from liability for Mr Paweł Łapiński, Vice-President of the Management Board of Grupa Azoty S.A., for the period January 1st – December 31st 2019

Acting pursuant to Art. 31 and Art. 51 in conjunction with Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Supervisory Board of the Company resolves as follows:

§ 1
1. The Supervisory Board gives a positive opinion on the performance of duties by Mr Paweł Łapiński, Vice-President of the Management Board of Grupa Azoty S.A., in the period January 1st–December 31st 2019.
2. Accordingly, the Supervisory Board proposes that the General Meeting grant discharge from liability for Mr Paweł Łapiński, Vice-President of the Management Board of Grupa Azoty S.A., for the period January 1st–December 31st 2009.

§ 2
This Resolution shall become effective as of its date.
RESOLUTION NO. ___
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 29TH 2020
TO GRANT DISCHARGE FROM LIABILITY FOR MR WITOLD SZCZYPIŃSKI
IN RESPECT OF HIS DUTIES AS VICE-PRESIDENT OF THE MANAGEMENT BOARD OF GRUPA AZOTY S.A.
IN THE PERIOD JANUARY 1ST-DECEMBER 31ST 2019

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

§ 1 The Annual General Meeting grants discharge from liability for Mr Witold Szczypiński in respect of his duties as Vice-President of the Company’s Management Board in the period January 1st–December 31st 2019.

§ 2 This Resolution shall become effective upon its adoption.

The votes cast in a secret ballot were as follows:
For:..........................................................
Against: .................................................
Abstentions: ............................................... 

GROUNDS

- Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the Annual General Meeting should include grant of discharge from liability for members of the Company’s governing bodies. The discharge resolution is the responsibility of the General Meeting, pursuant to Art. 393.1 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association.
The discharge refers to the period January 1st-December 31st 2019, when Mr Witold Szczypiński served as Vice-President of the Management Board. Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group, and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2019, the Grupa Azoty S.A. Supervisory Board, by Resolution No. 439/X/2020 of May 29th 2020, made a proposal for the Annual General Meeting to grant discharge from liability for Mr Witold Szczypiński, Vice-President of the Management Board, for the period January 1st-December 31st 2019.

In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.
Resolution No. 439/X/2020
OF THE SUPERVISORY BOARD OF GRUPA AZOTY S.A.
dated May 29th 2020

to propose that the Annual General Meeting grant discharge from liability for Mr Witold Szczypiński, Vice-President of the Management Board of Grupa Azoty S.A., for the period January 1st–December 31st 2019

Acting pursuant to Art. 31 and Art. 51 in conjunction with Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Supervisory Board of the Company

resolves as follows:

§ 1

1. The Supervisory Board gives a positive opinion on the performance of duties by Mr Witold Szczypiński, Vice-President of the Management Board of Grupa Azoty S.A., in the period January 1st–December 31st 2019.

2. Accordingly, the Supervisory Board proposes that the General Meeting grant discharge from liability for Mr Witold Szczypiński, Vice-President of the Management Board of Grupa Azoty S.A., for the period January 1st–December 31st 2009.

§ 2

This Resolution shall become effective as of its date.
RESOLUTION NO. ___
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 29TH 2020
TO GRANT DISCHARGE FROM LIABILITY
FOR MR ARTUR KOPEĆ
IN RESPECT OF HIS DUTIES AS MEMBER OF THE MANAGEMENT BOARD OF GRUPA AZOTY
S.A. IN THE PERIOD JANUARY 1ST-DECEMBER 31ST 2019

Acting pursuant to Art. 395.2.3 in conjunction with Art. 393.1 of the Commercial Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

§ 1
The Annual General Meeting grants discharge from liability for Mr Artur Kopeć in respect of his duties as Member of the Company’s Management Board in the period January 1st–December 31st 2019.

§ 2
This Resolution shall become effective upon its adoption.

The votes cast in a secret ballot were as follows:
For:..............................................
Against: ...........................................
Abstentions: ......................................

GROUNDS
• Pursuant to Art. 395.2.3 of the Commercial Companies Code, the agenda of the Annual General Meeting should include grant of discharge from liability for members of the Company’s governing bodies. The discharge resolution is the responsibility of the General Meeting, pursuant to Art. 393.1 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association.

• The discharge refers to the period January 1st-December 31st 2019, when Mr Artur Kopeć served as Member of the Management Board. Having reviewed and assessed
the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group, and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2019, the Grupa Azoty S.A. Supervisory Board, by Resolution No. 440/X/2020 of May 29th 2020, made a proposal for the Annual General Meeting to grant discharge from liability for Mr Artur Kopeć, Member of the Management Board, for the period January 1st-December 31st 2019.

- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.
RESOLUTION NO. 440/X/2020
OF THE SUPERVISORY BOARD OF GRUPA AZOTY S.A.
dated May 29th 2020

to propose that the Annual General Meeting grant discharge from liability for Mr Artur Kopeć, Member of the Management Board of Grupa Azoty S.A., for the period January 1st – December 31st 2019

Acting pursuant to Art. 31 and Art. 51 in conjunction with Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Supervisory Board of the Company resolves as follows:

§ 1

1. The Supervisory Board gives a positive opinion on the performance of duties by Mr Artur Kopeć, Member of the Management Board of Grupa Azoty S.A., in the period January 1st-December 31st 2019.

2. Accordingly, the Supervisory Board proposes that the General Meeting grant discharge from liability for Mr Artur Kopeć, Member of the Management Board of Grupa Azoty S.A., for the period January 1st-December 31st 2009.

§ 2

This Resolution shall become effective as of its date.