

The file contains:

1. Draft resolutions of the Company's Annual General Meeting for each Member of the Supervisory Board

- DRAFT -

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 MARCIN PAWLICKI, CHAIRPERSON OF  
THE SUPERVISORY BOARD,  
FOR THE PERIOD FEBRUARY 26TH-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"), having reviewed the Report of the Company's Supervisory Board on the Supervisory Board's activities in 2019, the Annual General Meeting of the Company

**resolves as follows:**

**§ 1**

The Annual General Meeting grants discharge from liability for Mr Marcin Pawlicki in respect of his duties as Member of the Company's Supervisory Board in the period February 26th-June 27th 2019, and as Chairperson of the Company's Supervisory Board in the period June 27th-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.

- DRAFT -

- The discharge refers to the period February 26th-December 31st 2019, when Mr Marcin Pawlicki served as Member of the Supervisory Board from February 26th to June 27th and as Chairperson of the Supervisory Board from June 27th to December 31st. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.

- DRAFT -

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 MICHAŁ GABRYEL, DEPUTY CHAIRPERSON OF THE SUPERVISORY BOARD,  
FOR 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”), having reviewed the Report of the Company’s Supervisory Board on its activities in 2019, the Annual General Meeting of the Company

resolves as follows:

§ 1

The Annual General Meeting grants discharge from liability for Mr Michał Gabryel, Deputy Chairperson of the Company’s Supervisory Board, for 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: .....

**FOUNDATIONS**

- 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.

- DRAFT -

- The discharge refers to the period January 1st-December 31st 2019, when Mr Michał Gabryel served as Deputy Chairperson of the Supervisory Board. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.

- DRAFT -

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 ZBIGNIEW PAPROCKI, SECRETARY OF THE SUPERVISORY BOARD,  
FOR 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”), having reviewed the Report of the Company’s Supervisory Board on its activities in 2019, the Annual General Meeting of the Company

resolves as follows:

**§ 1**

The Annual General Meeting grants discharge from liability for Mr Zbigniew Paprocki, Secretary of the Company’s Supervisory Board, for 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: .....

**GROUND**

- 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.

- DRAFT -

- The discharge refers to the period January 1st-December 31st 2019, when Mr Zbigniew Paprocki served as Secretary of the Supervisory Board. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.

- DRAFT -

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 BIELSKI, MEMBER OF THE SUPERVISORY BOARD,  
FOR THE PERIOD FEBRUARY 26TH-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"), having reviewed the Report of the Company's Supervisory Board on its activities in 2019, the Annual General Meeting of the Company

**resolves as follows:**

**§ 1**

The Annual General Meeting grants discharge from liability for Mr Paweł Bielski, Member of the Company's Supervisory Board, for the period February 26th–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: .....

**GROUND**

- 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.



- DRAFT -

- The discharge refers to the period February 26th-December 31st 2019, when Mr Paweł Bielski served as Member of the Supervisory Board. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.

- DRAFT -

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 PIOTR CZAJKOWSKI, MEMBER OF THE SUPERVISORY BOARD,  
FOR 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”), having reviewed the Report of the Company’s Supervisory Board on its activities in 2019, the Annual General Meeting of the Company

resolves as follows:

**§ 1**

The Annual General Meeting grants discharge from liability for Mr Piotr Czajkowski, Member of the Company’s Supervisory Board, for 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: .....

**GROUND**S

- 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.

- DRAFT -

- The discharge refers to the period January 1st-December 31st 2019, when Mr Piotr Czajkowski served as Member of the Supervisory Board. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.

- DRAFT -

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 MS MONIKA FILL, MEMBER OF THE SUPERVISORY BOARD, FOR 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"), having reviewed the Report of the Company's Supervisory Board on its activities in 2019, the Annual General Meeting of the Company

resolves as follows:

§ 1

The Annual General Meeting grants discharge from liability for Ms Monika Fill, Member of the Company's Supervisory Board, for 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: .....

**GROUND**S

- 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.

- DRAFT -

- The discharge refers to the period January 1st-December 31st 2019, when Ms Monika Fill served as Member of the Supervisory Board. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.

- DRAFT -

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 ROBERT KAPKA, MEMBER OF THE  
SUPERVISORY BOARD,  
FOR 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”), having reviewed the Report of the Company’s Supervisory Board on its activities in 2019, the Annual General Meeting of the Company

**resolves as follows:**

**§ 1**

The Annual General Meeting grants discharge from liability for Mr Robert Kapka, Member of the Company’s Supervisory Board, for 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: .....

**FOUNDATIONS**

- 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.

- DRAFT -

- The discharge refers to the period January 1st-December 31st 2019, when Mr Robert Kapka served as Member of the supervisory Board. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.

- DRAFT -

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 BARTŁOMIEJ LITWIŃCZUK, MEMBER OF THE SUPERVISORY BOARD,  
FOR 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”), having reviewed the Report of the Company’s Supervisory Board on its activities in 2019, the Annual General Meeting of the Company

resolves as follows:

**§ 1**

The Annual General Meeting grants discharge from liability for Mr Bartłomiej Litwińczuk, Member of the Company’s Supervisory Board, for 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.



- DRAFT -

- The discharge refers to the period January 1st-December 31st 2019, when Mr Bartłomiej Litwińczuk served as Member of the Supervisory Board. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.

- DRAFT -

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 ROMAN ROMANISZYN, MEMBER OF THE  
SUPERVISORY BOARD,

FOR 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”), having reviewed the Report of the Company’s Supervisory Board on its activities in 2019, the Annual General Meeting of the Company

resolves as follows:

§ 1

The Annual General Meeting grants discharge from liability for Mr Roman Romaniszyn, Member of the Company’s Supervisory Board, for 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: .....

**GROUND**S

- 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.

- DRAFT -

- The discharge refers to the period January 1st-December 31st 2019, when Mr Roman Romaniszyn served as Member of the Supervisory Board. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.

- DRAFT -

**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 KARUSEWICZ, CHAIRPERSON OF THE SUPERVISORY BOARD,**  
**FOR THE PERIOD JANUARY 1ST-FEBRUARY 26TH 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"), having reviewed the Report of the Company's Supervisory Board on its activities in 2019, the Annual General Meeting of the Company

**resolves as follows:**

**§ 1**

The Annual General Meeting grants discharge from liability for Mr Tomasz Karusewicz, Chairperson of the Company's Supervisory Board, for the period January 1st-February 26th 2019.

**§ 2**

This Resolution shall become effective upon its adoption.

The votes cast in a secret ballot were as follows:

For:.....

Against: .....

Abstentions: .....

**GROUND**

- 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.

- DRAFT -

- The discharge refers to the period January 1st-February 26th 2019, when Mr Tomasz Karusewicz served as Chairperson of the Supervisory Board. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.

- DRAFT -

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 IRENEUSZ PURGACZ, MEMBER OF THE SUPERVISORY BOARD,  
FOR THE PERIOD JANUARY 1ST-FEBRUARY 26TH 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"), having reviewed the Report of the Company's Supervisory Board on its activities in 2019, the Annual General Meeting of the Company

resolves as follows:

**§ 1**

The Annual General Meeting grants discharge from liability for Mr Ireneusz Purgacz, Member of the Company's Supervisory Board, for the period January 1st-February 26th 2019.

**§ 2**

This Resolution shall become effective upon its adoption.

The votes cast in a secret ballot were as follows:

For:.....

Against: .....

Abstentions: .....

**GROUND**

- 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.

- DRAFT -

- The discharge refers to the period January 1st-February 26th 2019, when Mr Ireneusz Purgacz served as Member of the Supervisory Board. By Resolution No. 441/X/2020 of May 29th 2020, the Company's Supervisory Board adopted the Report on the Supervisory Board's activities in 2019 and submitted it to the Annual General Meeting for consideration. It follows from the report that in the financial year 2019, the Supervisory Board performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies.
- In view of the foregoing, it is required that this draft resolution be submitted for consideration by the Annual General Meeting.