The file contains:

1. Draft resolution of the Annual General Meeting
RESOLUTION NO.
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 29TH 2020
TO APPOINT THE CHAIRPERSON OF THE SUPERVISORY
BOARD OF THE 11TH TERMS OF OFFICE
OF GRUPA AZOTY S.A.

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 50.6 in conjunction with Art. 36.1 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company resolves as follows:

Section 1

The General Meeting hereby appoints Mr/Ms [Name] as Chairperson of the Company’s Supervisory Board of the 11th term of office.

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. 34.1 and Art. 36.1 of the Company's Articles of Association, the Company's Supervisory Board consists of five to nine members appointed by the General Meeting, subject to the provisions of Art. 16.2 and Art. 35 of the Articles of Association. The Chairperson is appointed from among members of the Supervisory Board. Appointment of Supervisory Board members, including the Chairperson of the Supervisory Board (subject to the provisions of Art. 16.2 of the Articles of Association), falls within the powers of the General Meeting, in accordance with Art. 50.6 of the Company’s Articles of Association.

The above provisions of the Company's Articles of Association are in agreement with Art. 385.1 of the Commercial Companies Code, which provides that: “The supervisory board shall consist of at least three or, in public companies,
at least five members, appointed and removed from office by the general meeting.”

Pursuant to Art. 34.2 of the Company’s Articles of Association, members of the Supervisory Board are appointed for a joint three-year term of office. The current 10th term of office of the Company's Supervisory Board commenced on July 5th 2016 and has finished. The mandates of members of the Company's Supervisory Board of the 10th term of office, including the Chairperson, expire on the date of the General Meeting approving the financial statements for the last full financial year in which they held office (pursuant to Art. 369.4 in conjunction with Art. 386.2 of the Commercial Companies Code).

Therefore, in connection with the appointment of members of the Company’s Supervisory Board for the new 11th term of office, it is necessary to also appoint the Chairperson of the Company’s Supervisory Board of the 11th term of office.