The file contains:

1. Draft resolution of the Extraordinary General Meeting
RESOLUTION NO. ___
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON AUGUST 20TH 2020
TO ADOPT THE AGENDA

Acting pursuant to Section 21 and Section 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 Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been properly convened and has the capacity to pass resolutions.
4. Adoption of the agenda.
5. Resolution to abolish the secrecy of voting on the election of committees to be appointed by the Extraordinary General Meeting.
7. Resolution to adopt the ‘Remuneration Policy for members of the Management Board and Supervisory Board of Grupa Azoty S.A.’
8. Resolution to grant consent for legal transactions which could result in disposal of the Company’s non-current assets with a market value exceeding 5% of the Company’s total assets, as provided for in the assumptions for the Share Pledge Agreement and the Assignment Agreement.
10. Closing of the Meeting.

Section 2
This Resolution shall become effective as of its date.
- DRAFT -

**GROUNDS**

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.”