- DRAFT -

RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON FEBRUARY 17TH 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 Extraordinary General 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. Appointment of a Ballot Counting Committee for the Extraordinary General Meeting.
6. Voting on a resolution to grant consent to the subscription for shares in the increased share capital of Grupa Azoty Polyolefins S.A.
7. Voting on a resolution to grant consent to the provision by Grupa Azoty S.A. to Grupa Azoty Polyolefins S.A., the SPV established to implement the Polimery Police project, of long-term loans subordinated to Grupa Azoty Polyolefins S.A.’s planned senior debt financing.
8. Voting on a resolution to grant consent to the provision by Grupa Azoty S.A. to Grupa Azoty Zakłady Chemiczne Police S.A., Grupa Azoty Zakłady Azotowe Puławy S.A., and Grupa Azoty Zakłady Azotowe Kędzierzyn S.A. of long-term cash loans in excess of PLN 100m each to finance investment projects.
9. Closing of the Meeting.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:
For: ____________________
Against: ____________________
GROUND

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

- Section 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.”

- Section 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.”