

**- DRAFT -**

The file contains:

1. Draft resolution of the Extraordinary General Meeting to appoint the ballot counting committee
2. Draft resolution of the Extraordinary General Meeting not to appoint the ballot counting committee

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– Option 1 –

**RESOLUTION NO. \_\_\_\_\_**  
**OF THE EXTRAORDINARY GENERAL MEETING**  
**OF GRUPA AZOTY S.A. OF TARNÓW**  
**HELD ON AUGUST 20TH 2020**  
**TO APPOINT A BALLOT COUNTING COMMITTEE**

Acting pursuant to Par. 23.1 of the Rules of Procedure for the General Meeting of Grupa Azoty S.A. (the “Company”), the Extraordinary General Meeting of the Company

**resolves as follows:**

**Section 1**

The Extraordinary General Meeting of the Company hereby appoints the Ballot Counting Committee composed of:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Section 2**

This Resolution shall become effective as of its date.

The votes cast in an [open/secret\*] ballot were as follows:

For: .....

Against: .....

Abstentions: .....

**GROUND**

The resolution is formal and procedural in nature, in accordance with the first sentence of Par. 23.1 of the Rules of Procedure for the Company's General Meeting, which reads as follows: “After the resolution concerning adoption of the agenda for the General Meeting has been passed, the Chairperson of the General Meeting shall order election of a Ballot Counting Committee consisting of at least two persons.”

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The Ballot Counting Committee is not elected if the General Meeting's technical and organisational support is entrusted to a professional third party and if a computer system is used to carry out voting at the General Meeting. This is provided for in Par. 23.3 of the Rules of Procedure for the Company's General Meeting, which reads as follows:

“If a professional third party has been hired to provide technical and organisational support for the Meeting, the Meeting shall not elect a Ballot Counting Committee. The Ballot Counting Committee shall not be elected either when voting is carried out using a computer system. In such a case the tasks of the Ballot Counting Committee shall be performed by the person(s) responsible for conducting the vote using the computer system.”

*(\*) Whether the vote is held as an open or secret ballot depends on whether the Annual General Meeting passes a resolution to abolish the secrecy of voting on the election of committees to be appointed by the Annual General Meeting.*

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– Option 2 –

**RESOLUTION NO. \_\_\_\_\_**  
**OF THE EXTRAORDINARY GENERAL MEETING**  
**OF GRUPA AZOTY S.A. OF TARNÓW**  
**HELD ON AUGUST 20TH 2020**  
**TO APPOINT A BALLOT COUNTING COMMITTEE**

Acting pursuant to Par. 23.3 of the Rules of Procedure for the General Meeting of Grupa Azoty S.A. (the “Company”), the Extraordinary General Meeting of the Company

**resolves as follows:**

**Section 1**

In connection with the use of a computer system for voting and counting the votes, the Extraordinary General Meeting of the Company hereby resolves not to appoint the Ballot Counting Committee.

**Section 2**

This Resolution shall become effective as of its date.

The votes cast in an [open/secret\*] ballot were as follows:

For: .....

Against: .....

Abstentions: .....

**GROUNDS**

The resolution is formal and procedural in nature. In accordance with the first sentence of Par. 23.1 of the Rules of Procedure for the Company's General Meeting: “After the resolution concerning adoption of the agenda for the General Meeting has been passed, the Chairperson of the General Meeting shall order election of a Ballot Counting Committee consisting of at least two persons.” However, the Ballot Counting Committee is not elected if

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the General Meeting's technical and organisational support is entrusted to a professional third party and if a computer system is used to carry out voting at the General Meeting. This is provided for in Par. 23.3 of the Rules of Procedure for the Company's General Meeting, which reads as follows: "If a professional third party has been hired to provide technical and organisational support for the Meeting, the Meeting shall not elect a Ballot Counting Committee.

The Ballot Counting Committee shall not be elected either when voting is carried out using a computer system. In such a case the tasks of the Ballot Counting Committee shall be performed by the person(s) responsible for conducting the vote using the computer system."

*(\*) Whether the vote is held as an open or secret ballot depends on whether the Annual General Meeting passes a resolution to abolish the secrecy of voting on the election of committees to be appointed by the Annual General Meeting.*