

Resolution No. 1
of the Extraordinary General Meeting
of Grupa Azoty S.A. of Tarnów
held on February 17th 2020

concerning: appointment of the Chair of the Extraordinary General Meeting of Grupa Azoty S.A. -----

Acting pursuant to Art. 409.1 of the Commercial Companies Code, Art. 45 of the Articles of Association of Grupa Azoty S.A. (the “Company”), and Section 7.1 of the Rules of Procedure for the General Meeting of the Company, the Extraordinary General Meeting resolves as follows:-----

Section 1

The Extraordinary General Meeting of Grupa Azoty S.A. hereby appoints Andrzej Leganowicz as Chair of the Extraordinary General Meeting.-----

Section 2

This Resolution shall become effective as of its date. -----

Following a secret ballot, Andrzej Leganowicz announced the results:-----

Shares validly voted: 74,561,170; shares voted as a percentage of the Company’s share capital: 75.1658916247%, total votes validly cast: 74,561,170-----

Votes for: 74,561,170-----

Votes against: 0-----

Abstentions: 0-----

Objections :none.-----

Resolution No. 2
of the Extraordinary General Meeting
of Grupa Azoty S.A. of Tarnów
held on February 17th 2020

concerning: removal of item 7 from the agenda -----

Section 1

The Extraordinary General Meeting resolves to remove from its agenda item 7, reading as follows: 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. -----

Section 2

The other items on the agenda shall be renumbered accordingly.-----

Section 3

This Resolution shall become effective as of its date.-----

Following an open ballot, the Chair announced the results: -----

Shares validly voted: 74,561,170; shares voted as a percentage of the Company's share capital: 75.1658916247%, total votes validly cast: 74,561,170-----

Votes for: 51,399,308-----

Votes against: 1-----

Abstentions: 23,161,861-----

Objections: none.-----

**Resolution No. 3
of the Extraordinary General Meeting
of Grupa Azoty S.A. of Tarnów
held on February 17th 2020**

concerning: removal of item 8 from the agenda -----

Section 1

The Extraordinary General Meeting resolves to remove from its agenda item 8, reading as follows: 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. -----

Section 2

The other items on the agenda shall be renumbered accordingly.-----

Section 3

This Resolution shall become effective as of its date.-----

Following an open ballot, the Chair announced the results: -----

Shares validly voted: 74,561,170; shares voted as a percentage of the Company's share capital: 75.1658916247%, total votes validly cast: 74,561,170-----

Votes for: 51,399,306-----

Votes against: 2-----

Abstentions: 23,161,862-----

Objections: none.-----

Resolution No. 4
of the Extraordinary General Meeting
of Grupa Azoty S.A. of Tarnów
held on February 17th 2020

concerning: removal of item 9 from the agenda -----

Section 1

The Extraordinary General Meeting resolves to remove from its agenda item 9, reading as follows:

Changes in the composition of the Supervisory Board of Grupa Azoty S.A.-----

Section 2

The other items on the agenda shall be renumbered accordingly.

Section 3

This Resolution shall become effective as of its date.-----

Following an open ballot, the Chair announced the results:-----

Shares validly voted: 74,561,170; shares voted as a percentage of the Company's share capital: 75.1658916247%, total votes validly cast: 74,561,170-----

Votes for: 51,399,308-----

Votes against: 1-----

Abstentions: 23,161,861-----

Resolution No. 5
of the Extraordinary General Meeting
of Grupa Azoty S.A. of Tarnów
held on February 17th 2020

concerning: adoption of the agenda for the Extraordinary General Meeting -----

Acting pursuant to Par. 21 and Par. 22.1 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 adopts the following agenda for the Meeting:-----

1. Opening of the Extraordinary General Meeting.-----
2. Appointment of the Chair 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.Closing of the General Meeting. -----

Section 2

This Resolution shall become effective as of its date. -----

Following an open ballot, the Chair announced the results: -----

Shares validly voted: 74,561,170; shares voted as a percentage of the Company’s share capital: 75.1658916247%, total votes validly cast: 74,561,170-----

Votes for: 51,399,310-----

Votes against: 0-----

Abstentions: 23,161,860-----

Objections: none.-----

**Resolution No. 6
of the Extraordinary General Meeting
of Grupa Azoty S.A. of Tarnów
held on February 17th 2020**

concerning: appointment of the Ballot Counting Committee -----

Acting pursuant to Section 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

The Extraordinary General Meeting hereby resolves not to appoint a Ballot Counting Committee as the Meeting will use an electronic ballot counting system. -----

Section 2

This Resolution shall become effective as of its date. -----

Shares validly voted: 74,561,170; shares voted as a percentage of the Company’s share capital: 75.1658916247%, total votes validly cast: 74,561,170-----

Votes for: 73,955,025-----

Votes against: 0-----

Abstentions: 606,145-----

Objections: none.-----

**Resolution No. 7
of the Extraordinary General Meeting
of Grupa Azoty S.A. of Tarnów
held on February 17th 2020**

concerning: granting consent to subscription for shares in the increased share capital of Grupa Azoty Polyolefins S.A. -----

Acting under Article 50.12 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Extraordinary General Meeting of the Company resolves as follows: -----

Having considered the opinion of the Company’s Supervisory Board contained in Resolution No. 408/X/2020 of February 6th 2020 and the request of the Company’s Management Board of January 21st 2020 to grant consent to the subscription for shares in the increased share capital of Grupa Azoty Polyolefins S.A. (“GA Polyolefins”) in connection with a proposed increase in the share capital of GA Polyolefins by way of contributing a total of PLN 632,013,244.90 to its share capital (the “Issue”), the Extraordinary General Meeting hereby resolves as follows:-----

Section 1

The Company’s General Meeting hereby consents to the subscription by the Company of Issue shares by way of a private placement within the meaning of Art. 431.2.1 of the Commercial Companies Code, for the issue price determined by the GA Polyolefins General Meeting, and in such number as is required to maintain the Company’s existing percentage shareholding in GA Polyolefins, provided that the Company’s total financial commitment to subscribe for shares in GA Polyolefins as part of the new share issue does not exceed PLN 297,047 thousand.-----

Section 2

The Company’s General Meeting hereby authorises the Company’s Management Board to take all formal and legal steps necessary to commence the subscription for the Issue shares, including to determine the final number of the Issue shares to be subscribed for based on an invitation to subscribe for the Issue shares extended by GA Polyolefins pursuant to the GA Polyolefins General Meeting’s resolution to increase the share capital and to conclude an agreement on the subscription for the Issue shares, subject to the Supervisory Board’s consent to the conclusion of such agreement if the value of the transaction contemplated therein exceeds PLN 6,000,000.-----

Section 3

This Resolution shall become effective as of its date.-----

Shares validly voted: 74,561,170; shares voted as a percentage of the Company’s share capital: 75.1658916247%, total votes validly cast: 74,561,170-----

Votes for: 48,897,820-----

Votes against: 19,637,350-----

Abstentions: 6,026,000-----

Objections: none.-----