

- DRAFT -

**RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON FEBRUARY 17TH 2020
TO APPOINT A BALLOT COUNTING COMMITTEE**

Acting pursuant to* Section 23.1 (if Option 1 is selected for Section 1 of the resolution)/Section 23.3 (if Option 2 is selected for Section 1 of the resolution) 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

Option 1: The Company’s Extraordinary General Meeting hereby appoints the Ballot Counting Committee composed of:

or

Option 2: 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.

If Option 1 is selected, the vote will be held by a secret ballot. If Option 2 is selected, the vote will be held by an open ballot.

The votes cast in an (open/secret) ballot were as follows:

For: _____

Against: _____

Abstentions: _____

FOUNDATIONS:

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

- Section 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 composed of at least two persons . (...)”.
- Section 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.”

- The legal basis for the resolution (Section 23.1 or Section 23.3 of the Rules of Procedure for the General Meeting) depends on whether Option 1 or Option 2 is selected for Section 1 of the resolution.

Corporate Legal
Department Legal Counsel
Team

Legal Counsel
Patrycja Życińska