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

Acting pursuant to Art. 409.1 of the Polish Commercial Companies Code, Art. 45 of Articles of Association of Grupa Azoty S.A. (the "Company") and Section 7.1 of the Rules of Procedure for the Company's General Meeting, the Extraordinary General Meeting of the Company

resolves as follows:

SECTION 1

The Extraordinary General Meeting of Grupa Azoty S.A. hereby appoints _____ as Chairperson of the Extraordinary General Meeting.

SECTION 2

This Resolution shall become effective upon its adoption.

The votes cast in a secret ballot were as follows:

For: _____

Against: _____

Abstentions: _____

GROUND:

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

- Art. 409.1 of the Commercial Companies Code, which reads as follows: "Unless the provisions of this section or the articles of association provide otherwise, the general meeting shall be opened by the chairperson or deputy chairperson of the supervisory board, and then the chair of the meeting shall be elected from among those entitled to participate in the meeting. If these persons are absent, the general meeting shall be opened by the president of the management board or a person appointed by the management board."
- Art. 45 of the Company's Articles of Association, which reads as follows: "The General Meeting shall be opened by the Chairperson or Deputy Chairperson of the Supervisory Board and if these persons are absent - by the President of the Management Board or a person appointed by the Management Board. Subsequently, subject to Art. 42.3.2 and Art 42.4.2 of the Articles of Association, the Chairperson of the General Meeting shall be elected from among those entitled to participate in the Meeting."
- Section 7.1 of the Rules of Procedure for the Company's General Meeting, which reads as follows: "The person opening the General Meeting (...) shall, forthwith upon having opened the meeting, call the election of the Chair of the General Meeting (...)."

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**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: _____

Abstentions: _____

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GROUNDS

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."

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 a 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 upon its adoption.

*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: _____

GROUNDS

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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.

**RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A.
DATED 2020
TO GRANT CONSENT TO THE 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. ... of..... and the request of the Company's Management Board of 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

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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.

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Article 50.12.a) of the Company's Articles of Association provides that "*in particular, the powers of the General Meeting shall include:(...) 12) acquisition of or subscription for shares in another company where the value of such shares exceeds: a) PLN 100,000,000 (...)*". In view of the foregoing and the fact that the total issue price of the Issue shares in GA Polyolefins to be acquired by the Company may exceed PLN 100,000,000 (one hundred million złoty), the General Meeting's resolution granting consent to the subscription for shares in another company is required.

Proceeds from Grupa Azoty Polyolefins' share capital increase are intended to finance the continued implementation of the *Polimery Police* Project.

**RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A.
DATED 2020
TO GRANT CONSENT TO THE PROVISION TO GRUPA AZOTY POLYOLEFINS S.A. OF LONG-
TERM LOANS SUBORDINATED TO ITS PLANNED SENIOR DEBT FINANCING**

Acting under Article 50.11 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 given in its Resolution No. of..... and the Management Board's request of to consent to the provision to Grupa Azoty Polyolefins S.A. ("**GA Polyolefins**"), the SPV established to implement the *Polimery Police* project (the "**Project**"), of long-term loans subordinated to GA Polyolefins' planned senior debt financing, the Extraordinary General Meeting hereby resolves as follows:

Section 1

The General Meeting hereby consents to:

- a) the provision to GA Polyolefins of long-term cash loans subordinated to GA Polyolefins' planned senior debt financing, up to a total amount of PLN 350m, to partly fund the Company's equity contribution under the Project;
- b) the provision to GA Polyolefins of long-term cash loans subordinated to GA Polyolefins' planned senior debt financing, up to an amount equivalent to EUR 105m, which may be advanced in the future to perform the obligations under the

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Project completion, cost overrun, OPEX and debt service guarantees required with respect to GA Polyolefins by its creditors under the senior debt financing.

Section 2

The General Meeting hereby authorises the Company's Management Board to take all formal and legal steps leading to the provision of loans referred to in Section 1 to GA Polyolefins, subject to the Supervisory Board's consent to the execution of a loan agreement whenever the loan amount is to exceed PLN 6,000,000.

Section 3

This Resolution shall become effective as of its date.

GROUNDS

Article 50.11 of the Company's Articles of Association provides that the General Meeting's powers include in particular granting consent to "*acquisition of real property, right of perpetual usufruct to real property or interest in real property, as well as other non-current assets, with a value exceeding: a) PLN 100,000,000 or b) 5% of total assets.*" In view of the foregoing and the fact that the loans advanced to GA Polyolefins will constitute non-current financial assets of the Company with a value exceeding PLN 100,000,000.00, it is appropriate that the General Meeting pass a resolution consenting to the provision of the long-term cash loans to GA Polyolefins.

The loans to be provided to GA Polyolefins are intended to finance the continued implementation of the Polimery Police Project.

**RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A.
DATED 2020**

TO GRANT CONSENT TO THE PROVISION BY GRUPA AZOTY S.A. to its subsidiaries Grupa Azoty Zakłady Chemiczne Police S.A., Grupa Azoty Zakłady Azotowe Kędzierzyn S.A., and Grupa Azoty Zakłady Azotowe Puławy S.A. of long-term loans in excess of PLN 100m each

Acting under Article 50.11 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. ... of..... and the Management Board's request of..... to consent to the provision by the Company to its subsidiaries Grupa Azoty Zakłady Chemiczne Police S.A., Grupa Azoty Zakłady Azotowe Kędzierzyn S.A., and Grupa Azoty Zakłady Azotowe Puławy S.A. of long-term loans in excess of PLN 100,000,000 each under the Intragroup Financing Agreement of April 23rd 2015 (as amended) (the "Agreement"), the Extraordinary General Meeting hereby resolves as follows:

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Section 1

The Company's General Meeting hereby consents to the provision by the Company to its subsidiaries Grupa Azoty Zakłady Chemiczne Police S.A., Grupa Azoty Zakłady Azotowe Kędzierzyn S.A., and Grupa Azoty Zakłady Azotowe Puławy S.A. of long-term loans in excess of PLN 100m each under the Agreement.

Section 2

The Company's General Meeting hereby authorises the Company's Management Board to take all formal and legal steps necessary for the provision by the Company to its subsidiaries Grupa Azoty Zakłady Chemiczne Police S.A., Grupa Azoty Zakłady Azotowe Kędzierzyn S.A., and Grupa Azoty Zakłady Azotowe Puławy S.A. of long-term loans in excess of PLN 100,000,000 each under the Agreement, subject to the Supervisory Board's consent to the execution of a loan agreement whenever the loan amount is to exceed PLN 6,000,000.

Section 3

This Resolution shall become effective as of its date.

GROUNDS

Article 50.11.a) of the Company's Articles of Association provides that the General Meeting's powers include in particular granting consent to "*acquisition of real property, right of perpetual usufruct to real property or interest in real property, as well as other non-current assets, with a value exceeding: a) PLN 100,000,000 (...).*" In view of the foregoing and the fact that intra-group loans in excess of PLN 100,000,000.00 (one hundred million złoty) each are planned to be advanced to Grupa Azoty Zakłady Chemiczne Police S.A., Grupa Azoty Zakłady Azotowe Kędzierzyn S.A., and Grupa Azoty Zakłady Azotowe Puławy S.A. to finance their investment activities, it is appropriate that the General Meeting pass a resolution consenting to the provision of such intra-group loans.

The provision of the said loans shall be deemed an implementation of the Intra-Group Financing Agreement of April 23rd 2015 (as amended).