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1. Draft resolution of the Annual General Meeting
2. Resolution of the Company's Supervisory Board
3. Resolution of the Management Board

- DRAFT -

**RESOLUTION NO.
OF THE ANNUAL GENERAL MEETING OF
GRUPA AZOTY S.A. OF TARNÓW, HELD ON
JUNE 30TH 2021**

**TO RECEIVE THE CONSOLIDATED FINANCIAL STATEMENTS OF THE GRUPA AZOTY
GROUP FOR THE 12 MONTHS ENDED DECEMBER 31ST 2020, PREPARED IN
ACCORDANCE WITH THE INTERNATIONAL FINANCIAL REPORTING STANDARDS AS
ENDORSED BY THE EUROPEAN UNION**

Acting pursuant to (i) Art. 393.5 of the Commercial Companies Code, (ii) Art. 63c.4 of the Accounting Act of September 29th 1994, and (iii) Art. 50.5 in conjunction with Art. 32.1.9 of the Articles of Association of Grupa Azoty S.A. (the "Company"), having reviewed the Grupa Azoty Group's consolidated financial statements for the 12 months ended December 31st 2020, prepared in accordance with International Financial Reporting Standards as endorsed by the European Union, having read the auditor's report and having reviewed the Supervisory Board's assessment of those financial statements and report on the assessment, the Annual General Meeting of the Company

resolves as follows:

Section 1

The Annual General Meeting hereby receives the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2020, prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union and consisting of:

- 1) Consolidated statement of profit or loss and other comprehensive income for the period January 1st-December 31st 2020, showing a net profit of PLN 355,410 thousand and positive comprehensive income of PLN 355,700 thousand,
- 2) Consolidated statement of financial position as at December 31st 2020, showing total assets and total equity and liabilities of PLN 18,207,150 thousand,
- 3) Consolidated statement of changes in equity for the period ended December 31st 2020, showing an increase in equity of PLN 594,955 thousand,
- 4) Consolidated statement of cash flows for the period January 1st-December 31st 2020, showing an increase in cash of PLN 153,241 thousand,
- 5) Notes to the consolidated financial statements.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For:.....

Against:

Abstentions:

GROUND

The consolidated financial statements are required to be received by the Company's General Meeting in accordance with Art. 395.5 of the Commercial Companies Code and Art. 63c.4 of the Accounting Act of September 29th 1994.

The Grupa Azoty Group's consolidated financial statements for the 12 months ended December 31st 2020 were adopted by the Company's Management Board by Resolution No. 1069/XI/2021 of April 12th 2021, received a positive opinion of the Company's auditor as expressed in the auditor's report of April 12th 2021 on the full-year consolidated financial statements, and subsequently received a positive assessment from the Company's Supervisory Board as expressed in Resolution No. 104/XI/2021 of April 14th 2021. Furthermore, the Supervisory Board, by Resolution No. 152/XI/2021 of May 31st 2021, adopted the Report of the Supervisory Board of Grupa Azoty S.A. on assessment of the following statements and reports for 2020:

Separate financial statements of Grupa Azoty S.A., consolidated financial statements of the Grupa Azoty Group, the Directors' Report on the operations of Grupa Azoty S.A. and the Grupa Azoty Group, consolidated report on payments to governments of the Grupa Azoty Group, non-financial statement of the Grupa Azoty Group, and the Management Board's proposal on the allocation of net profit for 2020", and submitted it to the Annual General Meeting.

RESOLUTION NO. 104/XI/2021
OF THE SUPERVISORY BOARD OF GRUPA AZOTY S.A.
dated April 14th 2021

on the assessment of the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2020, prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union

Acting pursuant to (i) Art. 32.1.9 and Art. 51 of the Articles of Association of Grupa Azoty S.A. (the "Company") and (ii) Section 10.1 and 10.2 of the Rules of Procedure for the Company's Supervisory Board, in conjunction with Art. 50.5 and Art. 56.8 of the Company's Articles of Association, and in conjunction with Art. 393.5 of the Commercial Companies Code, as well as in conjunction with Management Board Resolution No. 1069/XI/2021 of April 12th 2020 to adopt the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2020, prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, and in conjunction with Audit Committee Resolution No. 8/KA/2021 of April 13th 2021 on the assessment of the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2020, prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, the Supervisory Board of the Company

resolves as follows:

Section 1

The Supervisory Board gives a positive assessment of the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2020, prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union and consisting of:

- 1) Consolidated statement of profit or loss and other comprehensive income for the period January 1st–December 31st 2020, showing a net profit of PLN 355,410 thousand and positive comprehensive income of PLN 355,700 thousand,
- 2) Consolidated statement of financial position as at December 31st 2020, showing total assets and total equity and liabilities of PLN 18,207,150 thousand,

- 3) Consolidated statement of changes in equity for the period ended December 31st 2020, showing an increase in equity of PLN 594,955 thousand,
- 4) Consolidated statement of cash flows for the period January 1st-December 31st 2020, showing an increase in cash of PLN 153,241 thousand,
- 5) Notes to the consolidated financial statements.

Section 2

The Supervisory Board is satisfied that the submitted consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2020, prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, have been prepared in accordance with the underlying records and supporting documents and are accurate.

Section 3

The assessment of consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2020, prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, is contained in the document entitled "Assessment by the Supervisory Board of Grupa Azoty S.A., along with the justification, of the separate financial statements of Grupa Azoty S.A., the consolidated financial statements of the Grupa Azoty Group, and the Directors' Report on the operations of Grupa Azoty S.A. and the Grupa Azoty Group in 2020", attached as Appendix 1 hereto.

Section 4

The Supervisory Board gives a positive opinion on the Management Board's proposal for the Annual General Meeting to receive the submitted consolidated financial statements referred to in Section 1 above.

Section 5

This Resolution shall become effective as of its date.

**Resolution No. 1069/XI/2021
of the Management Board of Grupa Azoty
Spółka Akcyjna, dated April 12th 2021**

to adopt the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2020, prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union

Acting pursuant to (i) Art. 21.1, Art. 21.2, Art. 21.2.12, and Art. 56.8 of the Articles of Association of Grupa Azoty S.A. (the "Company"), (ii) Section 9.2.1 of the Rules of Procedure for the Management Board, and (iii) Art. 55.1 of the Accounting Act of September 29th 1994, in conjunction with Art. 32.1.9, Art. 32.1.19 and Art. 51 in conjunction with Art. 50.5 of the Company's Articles of Association, and in conjunction with Art. 63c.4 of the Accounting Act of September 29th 1994, as well as in conjunction with Art. 395.5 of the Commercial Companies Code, the Management Board of the Company

resolves as follows:

Section 1

The Management Board adopts the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2020, prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, comprising

- 1) Consolidated statement of profit or loss and other comprehensive income for the period January 1st–December 31st 2020, showing a net profit of PLN 355,410 thousand and positive comprehensive income of PLN 355,700 thousand,
- 2) Consolidated statement of financial position as at December 31st 2020, showing total assets and total equity and liabilities of PLN 18,207,150 thousand,
- 3) Consolidated statement of changes in equity for the period ended December 31st 2020, showing an increase in equity of PLN 594,955 thousand,
- 4) Consolidated statement of cash flows for the period January 1st–December 31st 2020, showing an increase in cash of PLN 153,241 thousand,
- 5) Notes to the consolidated financial statements.

Section 2

1. The Management Board resolves to:
 - a) submit to the Supervisory Board the consolidated financial statements referred to in Section 1 hereof, accompanied by the auditor's report, and a request addressed to the General Meeting in order for the Supervisory Board to assess the consolidated financial statements as provided for in Art. 32.1.9 of the Company's Articles of Association and issue an opinion referred to in Art. 51 of the Company's Articles of Association, and then

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- b) present to the Annual General Meeting the consolidated financial statements, accompanied by the auditor's report and the Supervisory Board's report on the results of the assessment of the consolidated financial statements, as well as request that the Annual General Meeting consider and receive the consolidated financial statements.
2. In order to ensure implementation of this Resolution, the Management Board authorises Tomasz Hinc, President of the Management Board, to represent it before the Supervisory Board and General Meeting and perform on its behalf such acts as are referred to in Section 2.1 hereof.

Section 3

This Resolution shall become effective as of its date.