

**NOTICE
of Extraordinary General Meeting
of Grupa Azoty S.A.**

Acting pursuant to Art. 399.1 in conjunction with Art. 402[1] and Art. 402[2] of the Commercial Companies Code, the Management Board of Grupa Azoty S.A. of Tarnów (the “Company”), entered in the Business Register of the National Court Register by the District Court for Kraków-Śródmieście in Kraków, 12th Commercial Division of the National Court Register, under No. KRS 0000075450, Tax Identification Number (NIP): 873-000-68-29, with a share capital of PLN 495,977,420 (paid in full), hereby convenes an

**Extraordinary General Meeting of Grupa Azoty S.A.
to be held**

**on November 15th 2021 at 12 noon at the Company's registered office:
ul. Kwiatkowskiego 8, Tarnów, conference room 57/58, 1st floor.**

The total number of Grupa Azoty shares is 99,195,484. As at November 15th 2021, the number of votes attached to these shares is 99,195,484.

The Extraordinary General Meeting is being convened at the request of the Company's Supervisory Board as included in Supervisory Board Resolution No. 207/XI/2021 of October 4th 2021 to request that the Management Board convene an Extraordinary General Meeting (pursuant to Art. 42.1.2 of the Articles of Association of Grupa Azoty S.A.) and to submit to the General Meeting a proposal that the General Meeting resolve to appoint as member of the Supervisory Board the candidate elected in a by-election by employees of the Grupa Azoty Group. Item 8 of the proposed agenda of the Extraordinary General Meeting, as presented below, has been added on the initiative of the Management Board.

Agenda:

- 1) Opening of the 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.

Grupa Azoty S.A.

ul. Kwiatkowskiego 8
33-101 Tarnów
t: +48 14 633 07 81-85
f: +48 14 637 07 18

Sąd Rejonowy dla Krakowa-Śródmieścia
XII Wydział Gospodarczy
KRS: 0000075450, REGON: 850002268
NIP: PL 873-000-68-29
Numer rejestrowy BDO: 000012833
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- 4) Adoption of the agenda.
- 5) Resolution to abolish the secrecy of voting on the election of committees to be appointed by the Extraordinary General Meeting.
- 6) Appointment of a Ballot Counting Committee for the Extraordinary General Meeting.
- 7) Resolution to appoint as member of the Supervisory Board the candidate elected in a by-election by employees of Grupa Azoty S.A. and the Grupa Azoty Group companies.
- 8) Presentation of the statement of compliance by Grupa Azoty S.A. with corporate governance principles as contained in the 'Best Practice for WSE Listed Companies 2021'.
- 9) Current information for the Shareholders.
- 10) Closing of the Meeting.

Right to participate in the General Meeting

Pursuant to Art. 406.1 of the Commercial Companies Code, the right to attend the Meeting is vested in persons who are Company shareholders sixteen days prior to the date of the General Meeting, i.e. as at October 30th 2021 (the record date).

Pledges and usufructuaries holding voting rights may participate in the Extraordinary General Meeting if the limited property rights created in their favour are registered in the relevant securities account as at the record date.

To be able to attend the Extraordinary General Meeting, holders of rights attached to shares in the Company as well as pledges or usufructuaries holding voting rights should submit, with the entity keeping their securities account, a request to be issued a personal certificate confirming their right to attend the Extraordinary General Meeting. The request should be submitted on or after the publication of the notice of the Extraordinary General Meeting, i.e. on or after October 15th 2021, and no later than on the first weekday following the record date, i.e. November 2nd 2021. Personal certificates confirming the right to attend the Extraordinary General Meeting will serve as the basis for preparation of records submitted to the entity operating the securities depository.

A list of shareholders entitled to participate in the Extraordinary General Meeting will be displayed at the Company's registered office at ul. Kwiatkowskiego 8, Tarnów, Poland, for three weekdays immediately preceding the date of the Extraordinary General Meeting, i.e. on **November 9th, 10th and 12th 2021**, from 8:00 am to 4:00 pm. A shareholder may

request to be delivered the list of shareholders free of charge to an electronic service address or via electronic mail, by providing an email address to which the list should be delivered. The request may be submitted in electronic form to the following Company email address: walne.tarnow@grupaazoty.com.

Right to participate in the Extraordinary General Meeting through a proxy

Shareholders may participate in the Extraordinary General Meeting of the Company and exercise their voting rights personally or through a proxy. Persons acting on behalf of legal persons should present valid excerpts from relevant registers specifying persons authorised to represent the legal persons.

A proxy may exercise all the rights of a shareholder at the Extraordinary General Meeting unless the power of proxy states otherwise. A proxy may grant further powers of proxy if permitted to do so under their power of proxy. A proxy may represent multiple shareholders and vote the shares of each shareholder differently. A shareholder whose shares are registered in more than one securities account may appoint a separate proxy to exercise the rights attached to the shares registered in each account. A shareholder whose shares are registered in an omnibus account may appoint separate proxies to exercise the rights attached to the shares registered in that account.

A power of proxy to participate in the Extraordinary General Meeting of Grupa Azoty S.A. and exercise voting rights must be in written or electronic form. As of the date of this notice, a form of electronic power of proxy is made available by the Company for downloading from <https://tarnow.grupaazoty.com/>. The grant of a power of proxy in electronic form must be notified to the Company by means of electronic communication. Along with a notification of granting a power of proxy in electronic form, the shareholder must send in scanned copies of the granted power of proxy, ID cards, passports or other documents enabling identification of the shareholder as the principal and of the appointed proxy. Where the power of proxy is granted by a legal person or an organisation referred to in Art. 33¹ of the Civil Code, a scanned copy of the principal's entry in the relevant register must also be submitted. Where the proxy is a legal person or an organisation referred to in Art. 33¹ of the Civil Code, a scanned copy of the proxy's entry in the relevant register must also be submitted. Any documents submitted via electronic means and originally prepared

in a foreign language should be accompanied by a certified translation into Polish. All the above documents should be sent to: walne.tarnow@grupaazoty.com. Together with a notification of granting a power of proxy, the shareholder sends in an email address through which the Company will be able to communicate with the shareholder and the proxy. The Company may take appropriate steps aimed at identifying the shareholder and the proxy. The identification procedure may involve contacting the shareholder and the proxy via a return electronic message or a return call to confirm that the power of proxy has actually been granted. A power of proxy in electronic form does not need to be signed with a qualified electronic signature.

The procedure for identification of the principal applies accordingly to a notification of revoking a power of proxy. Proxy appointment or revocation notifications which are not compliant with the requirements set out above have no legal effect with respect to the Company.

It is the shareholder who decides on the way of granting a power of proxy and the Company is not liable for any errors in filled-in forms or actions by the holders of powers of proxy. Sending in the above documents in electronic form does not release the proxy from the obligation to produce his/her identification documents when the attendance list of persons authorised to participate in the Extraordinary General Meeting of the Company is being prepared.

Shareholders' right to request that a certain matter be placed on the agenda of the Extraordinary General Meeting

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may request that certain matters be placed on the agenda of the Extraordinary General Meeting. Any such request, together with a statement of grounds or a draft resolution on the proposed agenda item, should be submitted to the Company's Management Board no later than 21 days prior to the scheduled date of the Extraordinary General Meeting, that is by **October 25th 2021**. The request may be submitted in electronic form to walne.tarnow@grupaazoty.com, or in writing to the following address:

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Zarząd Grupy Azoty S.A. (Management Board of Grupa Azoty S.A.), ul. Kwiatkowskiego 8, 33-101, Tarnów, Poland.

Shareholders' right to propose draft resolutions

A shareholder or shareholders representing at least one-twentieth of the share capital may submit, prior to the scheduled date of the Extraordinary General Meeting, draft resolutions on matters which have been or are to be placed on the agenda. Such draft resolutions may be sent in electronic form to walne.tarnow@grupaazoty.com, or in writing to the following address: Zarząd Grupy Azoty S.A. (Management Board of Grupa Azoty S.A.), ul. Kwiatkowskiego 8, 33-101, Tarnów, Poland.

During the Extraordinary General Meeting, any shareholder may submit draft resolutions on matters placed on the agenda. Such draft resolutions should be in the Polish language.

Information for shareholders

Pursuant to the Company's declaration of compliance with Principle 4.8 of the Best Practice for WSE Listed Companies 2021, the Management Board hereby kindly asks eligible shareholders to submit draft resolutions, if any, promptly and in any case no later than three days before the General Meeting.

Shareholders' right to ask questions concerning matters placed on the agenda of the general meeting

During the Annual General Meeting, each shareholder has the right to ask questions concerning the matters placed on the agenda of the Annual General Meeting.

Electronic communications

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The Management Board of the Company does not provide for the possibility of participating in the Extraordinary General Meeting or taking the floor by means of electronic communication. The Management Board does not permit the exercise of voting rights by postal ballot or electronic means.

Access to documents

The documents to be presented to the Extraordinary General Meeting, including draft resolutions, will be available at the Company's registered office and on the Company's website at <https://tarnow.grupaazoty.com/relacje-inwestorskie/walne-zgromadzenia> from the date of convening the Extraordinary General Meeting.

Additionally, the draft resolutions and any previously unpublished documents pertaining to matters to be dealt with, and to resolutions to be voted on, at the General Meeting will be published pursuant to the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018 (Dz.U. of 2018, item 757).

Any additional materials from the Company's Management Board or Supervisory Board concerning matters placed on the agenda of the Extraordinary General Meeting or matters to be placed on the agenda before the date of the Extraordinary General Meeting will be published on the Company's website promptly after they are issued.

Corporate website

Information concerning the General Meeting is available on the Company's website at <https://tarnow.grupaazoty.com/> , in the Investor Relations/General Meeting of Shareholders section (i.e. at <https://tarnow.grupaazoty.com/relacje-inwestorskie/walne-zgromadzenia>).

Legal basis: Section 19.1.1 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018 (Dz.U. of 2018, item 757).



Management Board of
Grupa Azoty Spółka Akcyjna

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**INFORMATION ON PERSONAL DATA PROTECTION IN CONNECTION WITH THE
CONVENING OF THE GENERAL MEETING OF GRUPA AZOTY S.A.**

Pursuant to Regulation (EU) 2016/679 of the European Parliament and of the Council (GDPR), Grupa Azoty S.A. (the “**Company**”) wishes to advise you that in connection with the convening of the Company’s Extraordinary General Meeting (the “**EGM**”) the Company will process the personal data of the Company shareholders, their proxies authorised to vote and other persons authorised to exercise voting rights at the EGM (jointly referred to as the “**Shareholders**” or “**you**”).

Therefore, the Company states that:

- a. the controller of the personal data collected is Grupa Azoty S.A. of Tarnów; You can contact the Company by writing to the email address tarnow@grupaazoty.com or postal address: [Grupa Azoty Spółka Akcyjna Ul. Kwiatkowskiego 8, 33-101 Tarnów, Poland](mailto:tarnow@grupaazoty.com);
- b. For matters related to the protection of personal data at the Company, you can contact the Data Protection Officer via the following email: iod.tarnow@grupaazoty.com or by post: [Grupa Azoty Spółka Akcyjna, ul. E. Kwiatkowskiego 8, 33-101 Tarnów, Poland](mailto:iod.tarnow@grupaazoty.com)
- c. The data will be processed for the following purposes: compliance by the Company with its legal obligations under the Commercial Companies Code, imposed on it as a public company in connection with the convening of the EGM¹, allowing the Shareholders to exercise their rights in relation to the Company, as well as establishment, exercise or defence of any legal claims by the Company;
- d. The Company processes: (i) personal data identifying the Shareholder, such as the first name, surname, address of residence or address for correspondence and Personal Identification Number (PESEL), (ii) data included in powers of attorney/proxy, (iii) data on shares held and rights attached to them, such as the number, type and serial numbers of shares and number of voting rights conferred by such shares, and (iv) where Shareholders contact the Company via email – their email address;

¹ In particular, Art. 401, 407, 410 and 412 of the Commercial Companies Code.

- e. Shareholders' personal data may be collected by the Company from entities operating the securities depository, as well as from other Shareholders – with respect to the data included in powers of proxy;
- f. The legal basis for the processing of your personal data by the Company is:
- Article 6.1(c) of GDPR – the processing is required to comply with the legal obligations of the Controller: (i) obligation under the Commercial Companies Code regarding preparation and storage of lists of shareholders and lists of attendance at the EGM, (ii) obligation to enable the shareholders to vote through a proxy and to exercise their rights in relation to the Company (e.g. proposing that certain matters be placed on the agenda);
 - Article 6.1(f) of GDPR – legitimate interests of the Company: (i) enabling contact with Shareholders and verifying their identities and (ii) enforcement of or defence of any legal claims;
- g. Recipients of the personal data include entities providing hosting services for IT tools used for the purpose of contacting Shareholders, entities providing document archiving services, and other Shareholders – with respect to making the list of shareholders available for inspection in accordance with Art. 407 of the Commercial Companies Code;
- h. Personal data included in the lists of shareholders, attendance lists and powers of attorney/proxy is stored for the period of the Company's existence, and may afterwards be transferred to an entity designated to store documents in accordance with the Commercial Companies Code; personal data related to email contact is stored for a period allowing the Company to demonstrate its compliance with obligations imposed by the Commercial Companies Code and for a period of prescription of any potential claims of or against the Company;
- i. Where data is provided directly to the Company, provision of data is required by the Commercial Companies Code and in order to enable verification of the Shareholder's identity, and failure to do so results in the Shareholder's inability to participate in the EGM; provision of the email address is voluntary but required to enable email contact between the Company and the Shareholder, with failure to provide it precluding such email contact;
- j. You have the right to request access to your personal data and to demand its rectification, erasure or restriction of its processing, right to object to processing of the

data, as well as the right to data portability; You should bear in mind that these rights are not absolute and there are certain exceptions as to when they may be exercised provided for in the applicable laws and regulations;

- k. You may lodge a complaint with the President of the Data Protection Authority in the event of any irregularities in the processing of your personal data.