RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO APPOINT THE CHAIRPERSON OF THE ANNUAL 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 Par. 7.1 of the Rules of Procedure for the Company’s General Meeting, the Annual General Meeting of the Company

resolves as follows:

Section 1

The Annual General Meeting of Grupa Azoty S.A. hereby appoints Ms/Mr ______________________ as Chairperson of the Annual General Meeting.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For: ……
Against: ……
Abstentions: ……

GROUNDS:

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.”

- Par. 7.1 of the Rules of Procedure for the Company’s General Meeting, which reads as follows: “Forthwith upon opening of the Meeting, the person referred to in Section 6.1 shall call the election of Chairperson of the Meeting. The person opening the General Meeting should refrain from any substantive or formal decisions.”
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 TO ADOPT THE AGENDA OF THE MEETING

Acting pursuant to Par. 21 and Par. 22.1 of the Rules of Procedure for the General Meeting, the Annual General Meeting of Grupa Azoty S.A. (the “Company”) resolves as follows:

Section 1
The Annual General Meeting of the Company adopts the following agenda for the Meeting:

1. Opening of the Meeting.
2. Appointment of the Chairperson of the Meeting and preparation of the attendance list.
3. Confirmation that the Meeting has been properly convened and has the capacity to adopt resolutions.
4. Adoption of the agenda.
5. Resolution to abolish the secrecy of voting on the election of committees to be appointed by the Annual General Meeting.
6. Appointment of a Ballot Counting Committee for the Annual General Meeting.
7. Review of the Supervisory Board’s reports:
   a) Report of the Supervisory Board of Grupa Azoty S.A. on the assessment of the following statements and reports for 2018: the separate financial statements, the consolidated financial statements, the Directors’ Report on the operations of Grupa Azoty S.A. and the Grupa Azoty Group, the consolidated report on payments to governments, the non-financial statement of the Grupa Azoty Group and the Management Board’s proposal on allocation of net profit for 2018;
8. Review and approval of the separate financial statements of Grupa Azoty S.A. for the 12 months ended December 31st 2018.
15. Resolutions to grant discharge to Members of the Supervisory Board in respect of performance of their duties in the period January 1st–December 31st 2018.
16. Resolution to amend the Company’s Articles of Association and authorise the Supervisory Board to adopt a consolidated text of the Articles of Association.

17. Resolution to subscribe for shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A.

18. Current information for the Shareholders.

19. Closing of the Meeting.

Section 2

This Resolution shall become effective as of its date.

GROUND:

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

- Par. 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.”

- Par. 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 General Meeting or introduction of changes into the agenda shall be made exclusively by the General Meeting by way of a resolution.”
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 ABOLISH THE SECRECY OF VOTING ON THE ELECTION OF
COMMITTEES TO BE APPOINTED BY THE ANNUAL GENERAL MEETING

Acting pursuant to Art. 420.3 of the Commercial Companies Code, in conjunction with Par. 23.1 of the Rules of Procedure for the General Meeting of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company resolves as follows:

Section 1
Secrecy of voting on the election of committees to be appointed by the Annual General Meeting is hereby abolished.

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 resolution is formal and procedural in nature, in accordance with Art. 420.3 of the Commercial Companies Code in conjunction with Par. 23.1 of the Rules of Procedure for the Company’s General Meeting.
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO APPOINT THE BALLOT COUNTING COMMITTEE

Acting pursuant to Par. 23.1 of the Rules of Procedure for the General Meeting of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

Section 1

The Company’s Annual General Meeting hereby appoints a Ballot Counting Committee with the following composition:

Section 2

This Resolution shall become effective as of its date.

The votes cast in an [open/secret*] ballot were as follows:
For: ……
Against: ……
Abstentions: ……

GROUNDs:

The resolution is formal and procedural in nature, in accordance with Par. 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 the Ballot Counting Committee composed of at least two persons.

In accordance with Par. 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 the 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.”

(*) Delete as appropriate, depending on whether the Annual General Meeting passes a resolution to abolish the secrecy of voting on the election of committees to be appointed by the Annual General Meeting.
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO APPROVE
THE SEPARATE FINANCIAL STATEMENTS OF GRUPA AZOTY S.A. FOR THE 12 MONTHS ENDED DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, Art. 53.1 of the Accounting Act of September 29th 1994 and Art. 50.1 and Art. 50.21 in conjunction with Art. 32.1.8 and Art. 32.1.6 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed the Company’s separate financial statements for the 12 months ended December 31st 2018, prepared in accordance with International Financial Reporting Standards, having read the auditor’s opinion and having reviewed the Supervisory Board’s assessment of those financial statements and the report on the assessment, the Annual General Meeting of the Company

resolves as follows:

Section 1

The Annual General Meeting hereby approves the separate financial statements of Grupa Azoty S.A. for the 12 months ended December 31st 2018, prepared in accordance with International Financial Reporting Standards, comprising:

1) Separate statement of profit or loss and other comprehensive income for the period January 1st–December 31st 2018, showing a net profit of PLN 171,064 thousand and positive comprehensive income of PLN 154,433 thousand,

2) Separate statement of financial position as at December 31st 2018, showing total assets and total equity and liabilities of PLN 8,603,645 thousand,

3) Separate statement of changes in equity for the financial year January 1st–December 31st 2018, showing an increase in equity of PLN 25,932 thousand,

4) Separate statement of cash flows for the period January 1st–December 31st 2018, showing an increase in cash of PLN 428,269 thousand,

5) Notes to the separate 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: ......

GROUNDS:

• The separate financial statements are subject to review and approval by the Company’s General Meeting in accordance with Art. 393.1 and Art. 395.2.1 of the Commercial

- Grupa Azoty S.A.’s separate financial statements for the 12 months ended December 31st 2018 were adopted by the Company’s Management Board by Resolution No. 193/XI/2019 of April 25th 2019, received a positive opinion of the Company’s auditor as expressed in the auditor’s report of April 25th 2019 on the full-year financial statements, and subsequently received a positive assessment from the Company’s Supervisory Board, expressed in Resolution No. 320/X/2019 of April 25th 2019. Furthermore, by way of Resolution No. 338/X/2019 of May 17th 2019, the Supervisory Board adopted the “Report of the Supervisory Board of Grupa Azoty S.A. on the assessment of the following reports for 2018: the separate financial statements, the consolidated financial statements, the Directors’ Report on the operations of Grupa Azoty S.A. and the Grupa Azoty Group, the consolidated report on payments to governments, the non-financial statement of the Grupa Azoty Group and the Management Board’s proposal on allocation of net profit for 2018”, and submitted them to the Annual General Meeting.
RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS OF THE GRUPA AZOTY GROUP FOR THE 12 MONTHS ENDED DECEMBER 31ST 2018

Acting pursuant to Art. 395.5 of the Commercial Companies Code, Art. 63c.4 of the Accounting Act of September 29th 1994 and 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 consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2018, prepared in accordance with International Financial Reporting Standards, having read the auditor’s opinion and having reviewed the Supervisory Board’s assessment of those financial statements and the report on the assessment, the Annual General Meeting of the Company resolvess as follows:

Section 1

The Annual General Meeting hereby approves the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2018, prepared in accordance with International Financial Reporting Standards, comprising:

1) Consolidated statement of financial position as at December 31st 2018, showing total assets and total equity and liabilities of PLN 14,160,469 thousand,

2) Consolidated statement of profit or loss and other comprehensive income for the period January 1st–December 31st 2018, showing a net profit of PLN 7,650 thousand and negative total comprehensive income of PLN 18,130 thousand,

3) Consolidated statement of changes in equity for the financial year January 1st–December 31st 2018, showing a decrease in equity of PLN 115,181 thousand,

4) Consolidated statement of cash flows for the period January 1st–December 31st 2018, showing a decrease in cash of PLN 239,353 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: ……
GROUNDS:

- The consolidated financial statements are subject to review and approval 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 (consolidated text: Dz. U. of 2019, item 351).

- The Grupa Azoty Group’s consolidated financial statements for the 12 months ended December 31st 2018 were adopted by the Company’s Management Board by Resolution No. 194/XI/2019 of April 25th 2019, received a positive opinion of the Company’s auditor as expressed in the auditor’s report of April 25th 2019 on the full-year consolidated financial statements, and subsequently received a positive assessment of the Company’s Supervisory Board, expressed in Resolution No. 321/X/2019 of April 25th 2019. Furthermore, by way of Resolution No. 338/X/2019 of May 17th 2019, the Supervisory Board adopted the “Report of the Supervisory Board of Grupa Azoty S.A. on the assessment of the following reports for 2018: the separate financial statements, the consolidated financial statements, the Directors’ Report on the operations of Grupa Azoty S.A. and the Grupa Azoty Group, the consolidated report on payments to governments, the non-financial statement of the Grupa Azoty Group and the Management Board’s proposal on allocation of net profit for 2018”, and submitted them to the Annual General Meeting.
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 TO APPROVE THE DIRECTORS’ REPORT ON GRUPA AZOTY S.A.’S
AND THE GRUPA AZOTY GROUP’S OPERATIONS IN THE 12 MONTHS ENDED
DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code in
conjunction with Art. 55.2a of the Accounting Act of September 29th 1994, and Art. 50.1, Art.
50.5 and Art. 50.21 in conjunction with Art. 32.1.9 and Art. 32.1.8 in conjunction with Art. 32.1.6
of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed the
Directors’ Report on Grupa Azoty S.A.’s and the Grupa Azoty Group’s operations in the 12
months ended December 31st 2018, having read the auditor’s opinions expressed in the
auditor’s reports on the full-year separate and consolidated financial statements, and having
reviewed the Supervisory Board’s assessment of Directors’ Report and the report on the
assessment, the Annual General Meeting of the Company

resolves as follows:

Section 1
The Annual General Meeting hereby approves the Directors’ Report on Grupa Azoty S.A.’s and
the Grupa Azoty Group’s operations in the 12 months ended December 31st 2018.

Section 2
This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:
For: ……
Against: ……
Abstentions: ……

GROUNDS:

• The Directors’ Report on the Company’s operations and the Directors’ Report on Group’s
  operations are subject to review and approval by the Company’s General Meeting in
  accordance with Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, in
  conjunction with Art. 55.2a of the Accounting Act of September 29th 1994 (consolidated
text: Dz.U. of 2019, item 351). Pursuant to Art. 55.2a of the Accounting Act of September
  the group’s operations may be prepared jointly with the Directors’ Report on the parent’s
  operations as a single report.” By Resolution No. 195/XI/2019 of April 25th 2019, the
  Company’s Management Board adopted the Directors’ Report on Grupa Azoty S.A.’s and
  the Grupa Azoty Group’s operations in the 12 months ended December 31st 2018. The
  report received a positive opinion of the Company’s auditor, as expressed in the auditor’s
  report on the full-year separate financial statements of April 25th 2019 and in the auditor’s
  report on the full-year consolidated financial statements of April 25th 2019, and
subsequently received a positive assessment by the Company’s Supervisory Board in Resolution No. 322/X/2019 of April 25th 2019. Furthermore, by Resolution No. 338/X/2019 of May 17th 2019, the Supervisory Board adopted the “Report of the Supervisory Board of Grupa Azoty S.A. on the assessment of the following reports for 2018: the separate financial statements, the consolidated financial statements, the Directors' Report on the operations of Grupa Azoty S.A. and the Grupa Azoty Group, the consolidated report on payments to governments, the non-financial statement of the Grupa Azoty Group and the Management Board’s proposal on allocation of net profit for 2018”, and submitted them to the Annual General Meeting.
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 TO APPROVE THE GRUPA AZOTY GROUP’S CONSOLIDATED
REPORT ON PAYMENTS TO GOVERNMENTS IN 2018

Acting pursuant to Art. 395.5 of the Commercial Companies Code, Art. 63c.4 in conjunction with Art. 63g.1 in conjunction with Art. 63f.1 of the Accounting Act of September 29th 1994 and Art. 50.5 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed the consolidated report of the Grupa Azoty Group on payments to governments in 2018 and having reviewed the Supervisory Board’s assessment of that report and the Supervisory Board’s report on the assessment, the Annual General Meeting of the Company

resolves as follows:

Section 1
The Annual General Meeting hereby approves the Grupa Azoty Group’s consolidated report on payments to governments in 2018.

Section 2
This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For: ……
Against: ……
Abstentions: ……

GROUNDS:

• Pursuant to Art. 63f.1 of the Accounting Act of September 29th 1994 (consolidated text: Dz.U. of 2019, item 351): “As at the reporting date, together with the full-year financial statements, an entity operating in the upstream sector or an entity involved in the primeval forest felling prepares a report on payments to governments. In accordance with Art. 63g.1 of the Accounting Act of September 29th 1994 (consolidated text: Dz.U. of 2019, item 351): “The entity referred to in Art. 63f.1, being the parent specified in Art. 55.1, shall prepare a consolidated report on payments to governments in accordance with Article 63f.2–5.”

• In accordance with Art. 395.5 of the Commercial Companies Code and Art. 63c.4 of the Accounting Act of September 29th 1994 (consolidated text: Dz.U. of 2019, item 351), the consolidated financial statements are subject to review and approval by the Company’s General Meeting.

• The Grupa Azoty Group’s consolidated report on payments to governments in 2018 was adopted by the Company’s Management Board by Resolution No. 196/XI/2019 of April 25th 2019, and subsequently received a positive assessment from the Company’s Supervisory Board, expressed in Resolution No. 323/X/2019 of April 25th 2019.
Furthermore, by Resolution No. 338/X/2019 of May 17th 2019, the Supervisory Board adopted the "Report of the Supervisory Board of Grupa Azoty S.A. on the assessment of the following reports for 2018: the separate financial statements, the consolidated financial statements, the Directors' Report on the operations of Grupa Azoty S.A. and the Grupa Azoty Group, the consolidated report on payments to governments, the non-financial statement of the Grupa Azoty Group and the Management Board’s proposal on allocation of net profit for 2018", and submitted them to the Annual General Meeting.
RESOLUTION ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO APPROVE THE NON-FINANCIAL STATEMENT OF THE GRUPA AZOTY GROUP FOR THE 12 MONTHS ENDED DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, Art. 55.2a and Art. 55.2c of the Accounting Act of September 29th 1994, and Art. 50.1, Art. 50.5 and Art. 50.21 in conjunction with Art. 32.1.9 and Art. 32.1.8 in conjunction with Art. 32.1.6 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed Grupa Azoty Group’s non-financial statement for 2018 and having reviewed the Supervisory Board’s assessment of that non-financial statement and the Supervisory Board’s report on the assessment, the Annual General Meeting of the Company

resolves as follows:

Section 1

The Annual General Meeting hereby approves the non-financial statement of the Grupa Azoty Group for the 12 months ended December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:
For: ……
Against: ……
Abstentions: ……

GROUNDs:

- In accordance with the guidelines contained in Directives of the European Parliament and of the Council (2014/95/EU and 2013/34/EU) and Art. 55.2c of the Accounting Act of September 29th 1994 (consolidated text: Dz.U. of 2019, item 351): “A parent may choose not to prepare its group’s non-financial statement, provided that, together with the directors’ report on the group’s operations, it separately prepares the group’s non-financial statement and publishes it on its website within six months from the reporting date.”

- Pursuant to Art. 55.2a of the Accounting Act of September 29th 1994 (consolidated text: Dz.U. of 2019, item 351): “2a. (...) The directors’ report on the group’s operations may be integrated into a single report with the directors’ report on the parent’s operations.”

- The Directors’ Report on the Company’s operations and the Directors’ Report on the Group’s operations are subject to review and approval by the Company’s General Meeting in accordance with Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code in conjunction with Art. 55.2 of the Accounting Act of September 29th 1994 (consolidated text: Dz.U. of 2019, item 351).
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 27TH 2019
ON ALLOCATION OF GRUPA AZOTY S.A.’S NET PROFIT
FOR THE FINANCIAL YEAR 2018

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code, and Art. 50.3 and Art. 50.21 in conjunction with Art. 32.1.8 in conjunction with Art. 32.1.7 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed the Supervisory Board’s assessment of the Management Board’s proposal on allocation of net profit, the Annual General Meeting of the Company

resolves as follows:

Section 1

The Company’s net profit for the financial year 2018, amounting to PLN 171,064,449.85 (one hundred and seventy-one million, sixty-four thousand, four hundred and forty-nine złoty, 85/100), shall be allocated in full to the Company’s statutory reserve funds.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For: ……
Against: ……
Abstentions: ……

Grounds:

- Pursuant to Art. 395.2.2 of the Commercial Companies Code, the agenda of the annual general meeting should include a resolution on allocation of profit or coverage of loss. Grupa Azoty S.A.’s financial statements for the 12 months ended December 31st 2018 showed net profit of PLN 171,064,429.85 (one hundred and seventy-one million, sixty-four thousand, four hundred and forty-nine złoty, 85/100). A qualified auditor audited the financial statements and expressed a positive opinion on the statements.

- By Resolution No. 205/XI/2019 of May 9th 2019, the Company’s Management Board proposed to allocate the entire net profit for the financial year 2018 to the Company’s statutory reserve funds, stating that retaining the profit at the Company secures funding for the Company’s planned investment projects, in particular for the Company’s contribution to the Polimery Police project. By Resolution No. 336/X/2019 of May 17th 2019 and in the Report of the Supervisory Board of Grupa Azoty S.A. on the assessment of the following reports for 2018: the separate financial statements, the consolidated financial statements, the Directors’ Report on the operations of Grupa Azoty S.A. and the Grupa Azoty Group, the consolidated report on payments to governments, the non-financial statement of the Grupa Azoty Group and the Management Board’s proposal on allocation of net profit for 2018, the Company’s Supervisory Board approved the
Management Board's proposal to allocate the entire net profit for 2018 to the Company's statutory reserve funds.
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 TO GRANT DISCHARGE TO MR WOJCIECH WARDACKI, PRESIDENT
OF THE MANAGEMENT BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES
IN THE PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art.
50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General
Meeting of the Company

resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Wojciech Wardacki, President of the
Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For: ....
Against: ....
Abstentions: ....

GROUNDS:

• In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and
  Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General
  Meeting shall include grant of discharge to the members of the Company’s governing
  bodies in respect of performance of their duties.

• Having reviewed and assessed the separate financial statements of the Company, the
  consolidated financial statements of the Grupa Azoty Group and the Directors’ Report on
  the Company’s and the Grupa Azoty Group’s operations in the 12 months ended
  December 31st 2018, by Resolution No. 328/X/2019 of May 17th 2019, the Supervisory
  Board of Grupa Azoty S.A. requested the Annual General Meeting to grant discharge to
  Mr Wojciech Wardacki, President of the Management Board, in respect of performance
  of his duties in the period January 1st–December 31st 2018.
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 TO GRANT DISCHARGE TO MR MARIUSZ GRAB, VICE PRESIDENT
OF THE MANAGEMENT BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES
IN THE PERIOD MAY 17TH–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Mariusz Grab, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period May 17th–December 31st 2018.

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ......
Against: ......
Abstentions: ......

GROUNDS:

- In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

- Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2018, by Resolution No. 330/X/2019 of May 17th 2019, the Supervisory Board of Grupa Azoty S.A. requested the Annual General Meeting to grant discharge to Mr Mariusz Grab, Vice President of the Management Board, in respect of performance of his duties in the period May 17th–December 31st 2018.
RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO GRANT DISCHARGE TO MR GRZEGORZ KĄDZIELAWSKI, VICE PRESIDENT OF THE MANAGEMENT BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Grzegorz Kądzielawski, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For: .......

Against: .......

Abstentions: .......

GROUNDS:

- In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

- Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2018, by Resolution No. 331/X/2019 of May 17th 2019, the Supervisory Board of Grupa Azoty S.A. requested the Annual General Meeting to grant discharge to Mr Grzegorz Kądzielawski, Vice President of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2018.
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO GRANT DISCHARGE TO MR PAWEŁ ŁAPİŃSKI,
VICE PRESIDENT OF THE MANAGEMENT BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Paweł Łapiński, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ....
Against: ....
Abstentions: ....

GROUNDs:

- In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

- Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2018, by Resolution No. 333/X/2019 of May 17th 2019, the Supervisory Board of Grupa Azoty S.A. requested the Annual General Meeting to grant discharge to Mr Paweł Łapiński, Vice President of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2018.
RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO GRANT DISCHARGE TO MR WITOLD SZCZYPiŃSKI, VICE PRESIDENT OF THE MANAGEMENT BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Witold Szczypiński, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ……
Against: ……
Abstentions: ……

GROUNDs:

• In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

• Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2018, by Resolution No. 329/X/2019 of May 17th 2019, the Supervisory Board of Grupa Azoty S.A. requested the Annual General Meeting to grant discharge to Mr Witold Szczypiński, Vice President of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2018.
RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 TO GRANT DISCHARGE TO MR ARTUR KOPEĆ, MEMBER OF THE
MANAGEMENT BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE
PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Artur Kopeć, Member of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ....
Against: ....
Abstentions: ....

GROUNDS:

• In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

• Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2018, by Resolution No. 332/X/2019 of May 17th 2019, the Supervisory Board of Grupa Azoty S.A. requested the Annual General Meeting to grant discharge to Mr Artur Kopeć, Member of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2018.
RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO GRANT DISCHARGE TO MR TOMASZ HINC, VICE PRESIDENT OF THE MANAGEMENT BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE PERIOD JANUARY 1ST–MARCH 4TH 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Tomasz Hinc, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–March 4th 2018.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: .......
Against: .......
Abstentions: .......

GROUNDS:

• In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

• Having reviewed and assessed the separate financial statements of the Company, the consolidated financial statements of the Grupa Azoty Group and the Directors’ Report on the Company’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2018, by Resolution No. 335/X/2019 of May 17th 2019, the Supervisory Board of Grupa Azoty S.A. requested the Annual General Meeting to grant discharge to Mr Tomasz Hinc, Vice President of the Management Board, in respect of performance of his duties in the period January 1st–March 4th 2018.
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 TO GRANT DISCHARGE TO MR JÓZEF ROJEK, VICE PRESIDENT OF
THE MANAGEMENT BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE
PERIOD JANUARY 1ST–JUNE 28TH 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art.
50.2 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General
Meeting of the Company

resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Józef Rojek, Vice President of the
Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ……
Against: ……
Abstentions: ……

GROUNDS:

• In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and
Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General
Meeting shall include grant of discharge to the members of the Company’s governing
bodies in respect of performance of their duties.

• Having reviewed and assessed the separate financial statements of the Company, the
consolidated financial statements of the Grupa Azoty Group and the Directors’ Report on
the Company’s and the Grupa Azoty Group’s operations in the 12 months ended
December 31st 2018, by Resolution No. 334/X/2019 of May 17th 2019, the Supervisory
Board of Grupa Azoty S.A. requested the Annual General Meeting to grant discharge to
Mr Józef Rojek, Vice President of the Management Board, in respect of performance of
his duties in the period January 1st–June 28th 2018.
RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO GRANT DISCHARGE TO MR TOMASZ KARUSEWICZ, CHAIRMAN OF THE SUPERVISORY BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed the report of the Company’s Supervisory Board on its activities in the financial year 2018, the Company’s Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Tomasz Karusewicz, Chairman of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ……
Against: ……
Abstentions: ……

GROUNDS:

- In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

- In the financial year 2018, the Supervisory Board of Grupa Azoty S.A. performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company’s Articles of Association and the Code of Best Practice for WSE Listed Companies.

RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO GRANT DISCHARGE TO MR MICHAŁ GABRYEL, DEPUTY CHAIRMAN OF THE SUPERVISORY BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed the report of the Company’s Supervisory Board on its activities in the financial year 2018, the Company’s Annual General Meeting

resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Michał Gabryel, Deputy Chairman of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ……
Against: ……
Abstentions: ……

GROUNDs:

- In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

- In the financial year 2018, the Supervisory Board of Grupa Azoty S.A. performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company’s Articles of Association and the Code of Best Practice for WSE Listed Companies.

RESOLUTION NO.....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO GRANT DISCHARGE TO MR ZBIGNIEW PAPROCKI, SECRETARY OF THE SUPERVISORY BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed the report of the Company’s Supervisory Board on its activities in the financial year 2018, the Company’s Annual General Meeting resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Zbigniew Paprocki, Secretary of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ......
Against: ......
Abstentions: ......

GROUNDS:

- In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

- In the financial year 2018, the Supervisory Board of Grupa Azoty S.A. performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company’s Articles of Association and the Code of Best Practice for WSE Listed Companies.

RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO GRANT DISCHARGE TO MR PIOTR CZAJKOWSKI, MEMBER OF THE SUPERVISORY BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed the report of the Company’s Supervisory Board on its activities in the financial year 2018, the Company’s Annual General Meeting

resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Piotr Czajkowski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ……
Against: ……
Abstentions: ……

GROUND:

- In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

- In the financial year 2018, the Supervisory Board of Grupa Azoty S.A. performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company’s Articles of Association and the Code of Best Practice for WSE Listed Companies.

RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 TO GRANT DISCHARGE TO MS MONIKA FILL, MEMBER OF THE
SUPERVISORY BOARD, IN RESPECT OF PERFORMANCE OF HER DUTIES IN THE
PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art.
50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty
S.A. (the “Company”), having reviewed the report of the Company’s Supervisory Board on its
activities in the financial year 2018, the Company’s Annual General Meeting

resolves as follows:

Section 1

The Annual General Meeting grants discharge to Ms Monika Fill, Member of the Supervisory
Board of Grupa Azoty S.A., in respect of performance of her duties in the period January
1st–December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For: ……
Against: ……
Abstentions: ……

GROUNDs:

• In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and
Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General
Meeting shall include grant of discharge to the members of the Company’s governing
bodies in respect of performance of their duties.

• In the financial year 2018, the Supervisory Board of Grupa Azoty S.A. performed its tasks
in accordance with applicable laws, including the Commercial Companies Code, as well
as with the Company’s Articles of Association and the Code of Best Practice for WSE
Listed Companies.

• By Resolution No. 339/X/2019 of May 17th 2019, the Supervisory Board of Grupa Azoty
S.A. adopted the Supervisory Board’s Report on the activities of the Supervisory Board
in 2018 and submitted it to the Annual General Meeting for consideration.
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 TO GRANT DISCHARGE TO MR ROBERT KAPKA, MEMBER OF THE
SUPERVISORY BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE
PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art.
50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty
S.A. (the “Company”), having reviewed the report of the Company’s Supervisory Board on its
activities in the financial year 2018, the Company’s Annual General Meeting

resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Robert Kapka, Member of the Supervisory
Board of Grupa Azoty S.A., in respect of performance of his duties in the period January
1st–December 31st 2018.

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ......
Against: ......
Abstentions: ......

GROUND:
• In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and
Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General
Meeting shall include grant of discharge to the members of the Company’s governing
bodies in respect of performance of their duties.

• In the financial year 2018, the Supervisory Board of Grupa Azoty S.A. performed its tasks
in accordance with applicable laws, including the Commercial Companies Code, as well
as with the Company’s Articles of Association and the Code of Best Practice for WSE
Listed Companies.

• By Resolution No. 339/X/2019 of May 17th 2019, the Supervisory Board of Grupa Azoty
S.A. adopted the Supervisory Board’s Report on the activities of the Supervisory Board
in 2018 and submitted it to the Annual General Meeting for consideration.
RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO GRANT DISCHARGE TO MR BARTŁOMIEJ LITWIŃCZUK, MEMBER OF THE SUPERVISORY BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed the report of the Company’s Supervisory Board on its activities in the financial year 2018, the Company’s Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Bartłomiej Litwińczuk, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For: ……
Against: ……
Abstentions: ……

GROUNDS:

- In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

- In the financial year 2018, the Supervisory Board of Grupa Azoty S.A. performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company’s Articles of Association and the Code of Best Practice for WSE Listed Companies.

RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON
JUNE 27TH 2019 TO GRANT DISCHARGE TO MR IRENEUSZ PURGACZ, MEMBER OF
THE SUPERVISORY BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE
PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art.
50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty
S.A. (the “Company”), having reviewed the report of the Company’s Supervisory Board on its
activities in the financial year 2018, the Company’s Annual General Meeting

resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Ireneusz Purgacz, Member of the
Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period

Section 2
This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ……
Against: ……
Abstentions: ……

GROUNDS:

- In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and
  Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General
  Meeting shall include grant of discharge to the members of the Company’s governing
  bodies in respect of performance of their duties.

- In the financial year 2018, the Supervisory Board of Grupa Azoty S.A. performed its tasks
  in accordance with applicable laws, including the Commercial Companies Code, as well
  as with the Company’s Articles of Association and the Code of Best Practice for WSE
  Listed Companies.

- By Resolution No. 339/X/2019 of May 17th 2019, the Supervisory Board of Grupa Azoty
  S.A. adopted the Supervisory Board’s Report on the activities of the Supervisory Board
  in 2018 and submitted it to the Annual General Meeting for consideration.
RESOLUTION NO. ....

OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW HELD ON JUNE 27TH 2019 TO GRANT DISCHARGE TO MR ROMAN ROMANISZYN, MEMBER OF THE SUPERVISORY BOARD, IN RESPECT OF PERFORMANCE OF HIS DUTIES IN THE PERIOD JANUARY 1ST–DECEMBER 31ST 2018

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Art. 50.2 and Art. 50.21 in conjunction with Art. 32.1.20 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having reviewed the report of the Company’s Supervisory Board on its activities in the financial year 2018, the Company’s Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Roman Romaniszyn, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2018.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For: ....

Against: ....

Abstentions: ....

GROUNDs:

- In accordance with Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company’s governing bodies in respect of performance of their duties.

- In the financial year 2018, the Supervisory Board of Grupa Azoty S.A. performed its tasks in accordance with applicable laws, including the Commercial Companies Code, as well as with the Company’s Articles of Association and the Code of Best Practice for WSE Listed Companies.

Acting pursuant to Art. 430.1 and Art. 430.5 of the Commercial Companies Code and Art. 50.19 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Annual General Meeting of the Company

resolves as follows:

Section 1

The General Meeting resolves to make the following amendments to the Articles of Association of GRUPA AZOTY Spółka Akcyjna:

I. The existing wording of Art. 21.1.11, reading:

“11) disposal, acquisition and encumbrance with limited property rights of non-current assets with a market value equal to or higher than PLN 50,000 (fifty thousand złoty), subject to Articles 32.2.1–2 and 50.1.8–9 of these Articles of Association.”

shall be amended to read as follows:

“11) disposal, acquisition and encumbrance with limited property rights of non-current assets with a market value equal to or higher than PLN 50,000 (fifty thousand złoty), subject to Articles 32.2.1–2 and 50.1.8–9 of these Articles of Association.”

II. The existing wording of Art. 24.1, reading:

“1. Subject to Article 25 et seq. of the Articles of Association, members of the Management Board are appointed by the Supervisory Board following a recruitment process held to verify and evaluate qualifications of candidates and to select the best candidate. The General Meeting shall determine the rules and procedures for the recruitment process in a resolution.”

shall be amended to read as follows:

“1. Subject to Article 25 et seq. of the Articles of Association, members of the Management Board are appointed by the Supervisory Board following a recruitment process held to verify and evaluate qualifications of candidates and to select the best candidate, with the exception of the Management Board members appointed in accordance with Article 25.

The General Meeting shall determine the rules and procedures for the recruitment process in a resolution.”

III. After Art. 32.1.9, new Art. 32.1.10 shall be added, reading as follows:

“10) giving opinion on the report on entertainment expenses, legal costs, marketing costs, public relations and social communication expenses, and management consultancy fees, and on the report on compliance with best practices issued pursuant to Art. 7.3 of the Act on State Property Management of December 16th 2016,”

with a simultaneous appropriate change in the numbering of the subsequent paragraphs of Art. 32.
IV. In Art. 32.2.2, new Art. 32.2.2.c shall be added, reading as follows:

“c) contracts to purchase electricity and related property rights, contracts to purchase CO₂ emission allowances,”

V. The existing wording of Art. 32.2.5, reading:

“5) execution or amendment of an agreement for the provision of legal services, marketing services, public relations and social communication services, or management consultancy services, if the total fees for the services to be provided under such agreement exceed PLN 500,000 (five hundred thousand złoty), VAT exclusive, per year, or if the lump-sum or maximum amount of the fees is not provided for in the agreement,”

shall be amended to read as follows:

“5) execution or amendment of an agreement for the provision of legal services, marketing services, public relations and social communication services, or management consultancy services, if the total fees for the services to be provided under such agreement or other agreements made with the same entity exceed PLN 500,000 (five hundred thousand złoty), VAT exclusive, per year, or if the lump-sum or maximum amount of the fees is not provided for in the agreement,”

VI. The existing wording of Art. 50, reading:

“In particular, the powers of the General Meeting shall include:

1) review and approval of the financial statements for the previous financial year and the directors’ report on the company’s operations,
2) granting discharge to members of the Company’s governing bodies in respect of performance of their duties,
3) distribution of profit or coverage of loss,
4) setting the dividend record date and the dividend payment date, as well as decision on payment of dividend in instalments,
5) review and approval of the consolidated financial statements of the Group for the previous financial year and of the directors’ report on the Group’s operations if their preparation is required under the Accounting Act,
6) appointment and removal of Supervisory Board members appointed by the General Meeting, including the Chairperson of the Supervisory Board, subject to the provisions of Article 16.2,
7) determination of the rules and amounts of remuneration for Supervisory Board members,
8) granting consent to disposal or lease of the Company’s business or its organised part, and establishment of limited property rights in the Company’s business or its organised part,
9) granting consent for the following legal transactions, if the market value of the subject matter of such legal transaction exceeds PLN 100,000,000 (one hundred million złoty) or 5% of the Company’s total assets:
   a) acquisition or disposal of real property, perpetual usufruct right or interest in real property,
   b) acquisition or disposal of non-current assets, as well as granting another entity the right to use such assets for a period longer than 180 days in a calendar year,
c) acquisition, purchase or sale of shares in another company,

10) execution of loan, credit facility, surety or any other similar agreement by the Company with or for the benefit of a member of the Management Board, member of the Supervisory Board, commercial proxy, or liquidator,

11) increase or reduction of the Company’s share capital,

12) issue of convertible bonds, bonds with pre-emptive rights and subscription warrants,

13) acquisition of the Company’s own shares in the situation specified in Article 362.1.2 of the Commercial Companies Code,

14) squeeze-out carried out in compliance with Article 418 of the Commercial Companies Code,

15) creation, use and release of capital reserves,

16) use of statutory reserve funds,

17) decisions with respect to claims for redress of damage inflicted in the course of establishing the Company, its management or supervision,

18) merger, transformation or demerger of the Company,

19) amendments to the Articles of Association and change of the Company’s business profile,

20) dissolution and liquidation of the Company,

21) review of the Supervisory Board’s reports referred to in Articles 32.1.8, 32.1.19, 32.1.20, and 32.1.21,

22) determination of rules for disposal of non-current assets whose value exceeds 0.1% of the Company’s total assets,

23) determination of detailed recruitment rules and selection procedure for members of the Company’s Management Board,

24) determination of the rules of remuneration for members of the Company’s Management Board."

shall be amended to read as follows:

“In particular, the powers of the General Meeting shall include:

1) review and approval of the financial statements for the previous financial year and the directors’ report on the company’s operations,

2) granting discharge to members of the Company’s governing bodies in respect of performance of their duties,

3) distribution of profit or coverage of loss,

4) setting the dividend record date and the dividend payment date, as well as decision on payment of dividend in instalments,

5) review and approval of the consolidated financial statements of the Group for the previous financial year and of the directors’ report on the Group’s operations if their preparation is required under the Accounting Act,

6) appointment and removal of Supervisory Board members appointed by the General Meeting, including the Chairperson of the Supervisory Board, subject to the provisions of Article 16.2,

7) determination of the rules and amounts of remuneration for Supervisory Board members,

8) granting consent to disposal or lease of the Company’s business or its organised part, and establishment of limited property rights in the Company’s business or its organised part,
9) granting consent to disposal of real property, right of perpetual usufruct to real property or interest in real property, as well as other non-current assets, in particular intangible assets, property, plant and equipment or long-term investments, including their contribution to a company or cooperative if the market value of such assets exceeds 5% of total assets,

10) granting consent to granting another entity the right to use assets referred to in item 9 above for a period longer than 180 days in a calendar year under a legal transaction if the market value of the subject matter of the transaction exceeds 5% of total assets, with the proviso that if the right to use is granted under:

   a) a lease, rental or other agreement for granting another entity the right to use an asset against consideration – the market value of the asset in such legal transaction shall be understood as the value of consideration for:
      - one year – if the right to use the asset is granted under an agreement concluded for an indefinite term,
      - the entire term of the agreement – if the right to use the asset is granted under an agreement concluded for a fixed term,

   b) lending agreements or other agreements for granting other entities the right to use an asset free of charge – the market value of the asset in such legal transaction shall be understood as the amount of consideration which would have been payable if a lease or rental agreement had been concluded, for:
      - one year – if the right to use the asset is granted under an agreement concluded for an indefinite term,
      - the entire term of the agreement – if the right to use the asset is granted under an agreement concluded for a fixed term;

11) 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;

12) acquisition of or subscription for shares in another company where the value of such shares exceeds:

   a) PLN 100,000,000, or
   b) 5% of total assets;

13) disposal of shares in another company with a market value exceeding:

   a) PLN 100,000,000, or
   b) 5% of total assets;

14) execution of loan, credit facility, surety or any other similar agreement by the Company with or for the benefit of a member of the Management Board, member of the Supervisory Board, commercial proxy, or liquidator,

15) increase or reduction of the Company’s share capital,

16) issue of convertible bonds, bonds with pre-emptive rights and subscription warrants,

17) acquisition of the Company’s own shares in the situation specified in Article 362.1.2 of the Commercial Companies Code,

18) squeeze-out carried out in compliance with Article 418 of the Commercial Companies Code,

19) creation, use and release of capital reserves,
20) use of statutory reserve funds,
21) decisions with respect to claims for redress of damage inflicted in the course of establishing the Company, its management or supervision,
22) merger, transformation or demerger of the Company,
23) amendments to the Articles of Association and change of the Company’s business profile,
24) dissolution and liquidation of the Company,
25) review of the Supervisory Board’s reports referred to in Art. 32.1.8 and 32.1.20–22,
26) determination of rules for disposal of non-current assets whose market value exceeds 0.1% of the Company’s total assets, unless the market value of such assets does not exceed PLN 20,000 (twenty thousand złoty),
27) determination of detailed recruitment rules and selection procedure for members of the Company’s Management Board,
28) determination of the rules of remuneration for members of the Company’s Management Board.”

VII. The existing wording of Art. 56, reading:

“The Company’s Management Board shall:

1) within three months from the reporting date, prepare financial statements for the previous financial year together with the Directors’ Report on the Company’s operations, including a report on entertainment expenses, legal costs, marketing costs, public relations and social communication expenses, and management consultancy fees,
2) have the financial statements audited,
3) submit the documents referred to in Art. 56.1, together with the audit report, for assessment by the Supervisory Board,
4) submit to the Annual General Meeting the documents referred to in Art. 56.1, together with the audit report, and the Supervisory Board’s reports for the Annual General Meeting,
5) prepare the Directors’ Report on the Group’s operations within two months from the date prescribed for the preparation of the Company’s financial statements, if required under the Accounting Act,
6) have the consolidated financial statements audited,
7) submit the documents referred to in Art. 56.1, together with the audit report, for assessment by the Supervisory Board,
8) submit to the General Meeting the documents referred to in Art. 56.5 above, together with the audit report, and the Supervisory Board’s report referred to in Art. 32.1.9, by the end of the eighth month from the reporting date.”

shall be amended to read as follows:

“The Company’s Management Board shall:

1) within three months from the reporting date, prepare financial statements together with the Directors’ Report on the Company’s operations for the previous financial year,
2) within three months from the reporting date, prepare a report on entertainment expenses, legal costs, marketing costs, public relations and social communication expenses, and management consultancy fees, and on a report on compliance with best practices issued pursuant to Art. 7.3 of the Act on State Property Management of December 16th 2016,
3) have the financial statements audited,
4) submit the documents referred to in Art. 56.1, together with the audit report, for assessment by the Supervisory Board,
5) submit to the Annual General Meeting the documents referred to in Art. 56.1, together with the audit report and the Supervisory Board’s reports for the Annual General Meeting,
6) prepare the Directors’ Report on the Group’s operations within two months from the date prescribed for the preparation of the Company’s financial statements, if required under the Accounting Act,
7) submit to the Annual General Meeting the documents referred to in Article 56.2, together with the Supervisory Board’s opinion,
8) have the consolidated financial statements audited,
9) submit the documents referred to in Art. 56.1, together with the audit report, for assessment by the Supervisory Board,
10) submit to the General Meeting the documents referred to in Article 56.6, together with the audit report, and the Supervisory Board’s report referred to in Article 32.1.9, by the end of the eighth month from the reporting date."

VIII. The existing wording of Art. 59, reading:

“Disposal of a non-current asset whose value exceeds 0.1% of the Company’s total assets shall be effected through an auction, unless the value does not exceed PLN 20,000.00 (twenty thousand złoty). Detailed rules for conducting such auctions and situations in which holding an auction is not required shall be defined in a resolution of the General Meeting.”

shall be amended to read as follows:

“Disposal of a non-current asset whose market value exceeds 0.1% of the Company’s total assets shall be effected through a tender or auction, unless the value does not exceed PLN 20,000.00 (twenty thousand złoty). Detailed rules for conducting such tenders or auctions and situations in which holding an auction is not required shall be defined in a resolution of the General Meeting.”

Section 2

The Supervisory Board is hereby authorised to draft a consolidated text of the Company’s Articles of Association incorporating the amendments introduced under this Resolution and to make the following editorial changes in the consolidated text:

1) changing the numbering of individual subdivisions of the text to eliminate irrelevant items (deleted, without new wording),
2) appropriately changing, taking into account the changes referred to above, the numbering of subdivisions to which other provisions of the Articles of Association refer,
3) punctuation changes necessary after adding new items in the enumerations contained in the amended provisions of the Articles of Association.

Section 3

This Resolution shall come into force as of its date, with effect as of the date of registration of the amendments to the Articles of Association in the Business Register of the National Court Register.
The votes cast in an open ballot were as follows:

For: ……
Against: ……
Abstentions: ……

GROUND:
The draft amendments to the Articles of Association are in particular designed to ensure compliance of the Articles with the requirements stipulated in the Act of February 21st 2019 Amending the Act on State Property Management and Certain Other Acts (Dz.U. of 2019, item 492). Moreover, including in the Company’s Articles of Association the authorisation for the Company’s Management Board to purchase electricity, CO₂ emission allowances and certificates of origin without having to obtain, in each case, consent of the Supervisory Board will enable quick and flexible decision making by the Company’s Management Board in the course of the Company’s operating activities, facilitate and accelerate decision-making and operational processes, and thus help improve the Company’s financial performance.
RESOLUTION NO. ....
OF THE ANNUAL GENERAL MEETING OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON JUNE 27TH 2019
ON CONSENT TO SUBSCRIBE FOR SHARES IN THE INCREASED SHARE CAPITAL
OF GRUPA AZOTY ZAKŁADY CHEMICZNE POLICE S.A.

Acting pursuant to Art. 50.9.c in conjunction with Art. 51 of the Articles of Association of Grupa Azoty S.A. (the “Company”), having considered the opinion of the Company’s Supervisory Board contained in Resolution No. ........... of................. and the Management Board’s request of.................... concerning approval of subscription for shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A. (“GA Police”), in connection with the plan to issue from 1 to 110,000,000 Series C bearer shares (the “Offer Shares”), in accordance with Resolution No. 7 of the Extraordinary General Meeting of GA Police of April 26th 2019 to increase GA Police’s share capital by way of a rights issue, conduct a public offering of new shares, set the record date for pre-emptive rights in respect of the new shares for June 18th 2019, convert into book-entry form and seek admission and introduction of pre-emptive rights, allotment certificates and new shares to trading on the regulated market operated by the Warsaw Stock Exchange, and amend GA Police’s articles of association (the “Planned Issue”), the Annual General Meeting of the Company resolves as follows:

Section 1
The Annual General Meeting hereby grants its consent to: (a) subscription by the Company for Offer Shares through the exercise of pre-emptive rights, placing of additional subscription orders at the issue price determined by the GA Police Management Board as part of the rights issue related to the Offer Shares within the meaning of Art. 431.2.2 of the Commercial Companies Code, effected through a public offering within the meaning of Art. 3.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, or (b) subscription by the Company for Offer Shares not acquired by investors as part of the rights issue at the issue price determined by the GA Police Management Board in the invitation sent to the Company to subscribe for such Offer Shares, with the proviso that immediately after the Planned Issue the Company should retain at least 50% plus one vote at the General Meeting of GA Police.

Section 2
The Annual General Meeting hereby authorises the Company’s Management Board to take any formal and legal steps related to the subscription for Offer Shares in the exercise of pre-emptive rights or as a consequence of placing additional subscription orders for Offer Shares or subscribing for Offer Shares not subscribed for by investors as part of the rights issue, including determination of the final number of Offer Shares to be acquired as part of the Planned Issue. The General Meeting authorises a possible purchase or sale by the Company of pre-emptive rights or allotment certificates in respect of Offer Shares, subject to prior approval of any such transaction by the Company’s Supervisory Board if the transaction value exceeds PLN 6,000,000 (six million zloty).

Section 3
This Resolution shall become effective as of its date.
The votes cast in an open ballot were as follows:

For: ……
Against: ……
Abstentions: ……

**GROUND**:  
Art. 50.9.c of the Company’s Articles of Association reads: “In particular, the powers of the General Meeting shall include: (…) 9) granting consent for the following legal transactions, if the market value of the subject matter of such legal transaction exceeds PLN 100,000,000 (one hundred million złoty) or 5% of the Company’s total assets: (…) c) acquisition, purchase or sale of shares in another company”. Considering the foregoing and the fact that the value of Offer Shares to be acquired in Grupa Azoty Police may exceed PLN 100,000,000 (one hundred million złoty), adoption of a resolution approving acquisition of shares in another company by the General Meeting is required.

Proceeds from the issue of New Shares by Grupa Azoty Police will be used to support the implementation of the Grupa Azoty Group’s strategy for the coming years, in particular where it relates to diversification of revenue streams and increasing profitability, and to step up its efforts to expand the non-fertilizer business lines.

The key task undertaken in the pursuit of these strategic goals is the Polimery Police project implemented by PDH Polska S.A.

Grupa Azoty S.A.’s participation in the share capital increase at Grupa Azoty Police will allow the Company to maintain operational and ownership control of Grupa Azoty Police.