RESOLUTION NO __________
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Appointment of Chair of the Annual General Meeting

Acting pursuant to Art. 409.1 of the Polish Commercial Companies Code, Art. 45 of the Company’s Articles of Association and Par. 7.1 of the Rules of Procedure for the Company’s General Meeting, the Annual General Meeting of Grupa Azoty S.A. resolves as follows:

Section 1.

The Annual General Meeting of Grupa Azoty S.A. hereby appoints Mr/Ms ........................................ as Chair 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: “The person opening the General Meeting (...) shall, forthwith upon having opened the meeting, call the election of the Chair of the General Meeting (...).”
Draft resolution
of the General Meeting of Grupa Azoty S.A. of Tarnów to adopt
the AGM agenda

Re item 4 of the AGM agenda

RESOLUTION NO____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Adoption of the AGM Agenda

Acting pursuant to Par. 22.1 of the Rules of Procedure for the General Meeting, the Annual
General Meeting of Grupa Azoty S.A. resolves as follows:

Section 1.

The Annual General Meeting adopts the following agenda for the Meeting:
1. Opening of the Meeting.
2. Appointment of the Chair of the Meeting and preparation of the attendance list.
3. Confirmation that the Meeting has been properly convened and has the capacity to pass
   resolutions.
4. Adoption of the agenda.
5. Review of the Supervisory Board’s reports on:
   a) assessment of the separate financial statements of Grupa Azoty S.A. for the 12
      months ended December 31st 2017 and the Management Board’s proposal on the
      allocation of net profit for 2017,
   b) assessment of the consolidated financial statements of the Grupa Azoty Group for
      the 12 months ended December 31st 2017,
   c) assessment of the Grupa Azoty Group’s consolidated report on payments to
      governments for 2017,
   d) assessment of the Directors’ Report on Grupa Azoty S.A.’s and the Grupa Azoty
      Group’s operations in the 12 months ended December 31st 2017, including a report
      on entertainment expenses, legal costs, marketing costs, public relations and social
      communication expenses, and management consultancy fees,
   e) assessment of the Company’s fulfilment of the disclosure obligations relating to
      compliance with the corporate governance principles adopted by the Company in
      the period January 1st-December 31st 2017,
   f) the activities of the Supervisory Board and its committees and the assessment of
      the work of the Management Board in the period January 1st-December 31st 2017,
   g) assessment of the Company’s position, including evaluation of its internal control,
      risk management and compliance systems as well as internal audit function in the
      period January 1st-December 31st 2017,
   h) assessment of reasonableness of the Company’s policies on sponsorship, charitable
      and similar initiatives in the period January 1st-December 31st 2017,
   i) the Audit Committee’s report on
   j) the non-financial statement of the Grupa Azoty Group for 2017 submitted by the
      Management Board.
6. Review and approval of the Company’s separate financial statements for the 12 months
   ended December 31st 2017.
7. Review and approval of the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2017.
13. Resolutions to grant discharge to Members of the Supervisory Board in respect of performance of their duties in the period January 1st-December 31st 2017.
14. Resolutions to change the composition of the Company’s Supervisory Board.
15. Current information for the Shareholders.

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 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
DATED JUNE 28TH 2018

on Approval of the Company’s Separate Financial Statements for the 12 Months Ended December 31st 2017

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, and Art. 50.1 and Art. 50.21 in conjunction with Art. 32.1.8 and Art. 32.1.6 of the Company’s Articles of Association, having reviewed the separate financial statements of Grupa Azoty S.A. for the 12 months ended December 31st 2017, the Supervisory Board’s report on the assessment of the separate financial statements of Grupa Azoty S.A. for the period of 12 months ended December 31st 2017, and the Management Board’s proposal on the allocation of net profit for 2017, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting approves the separate financial statements of Grupa Azoty S.A., prepared in accordance with International Financial Reporting Standards, which comprises:

1. separate statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of PLN 6,871,133 thousand,
2. separate statement of profit or loss and other comprehensive income for the period January 1st−December 31st 2017, showing a net profit of PLN 354,793 thousand and positive comprehensive income of PLN 375,860 thousand,
3. separate statement of changes in equity for the financial year January 1st−December 31st 2017, showing an increase in equity of PLN 297,496 thousand,
4. separate statement of cash flows for the period January 1st−December 31st 2017, showing an increase in cash of PLN 246,680 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 examination and approval by the Company’s General Meeting in accordance with Art. 395.2.1 of the Commercial Companies Code, which reads as follows: “Section 2. The agenda of the annual general meeting should include: 1) examination and approval of the directors’ report on the company’s operations and of the financial statements for the previous financial year.” The separate financial statements for the period January 1st–December 31st 2017 were authorised by the Company’s Management Board by Resolution No. 198/X/2018 of April 18th 2018. The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 32.1.6 of the Company’s Articles of Association. By Resolution No. 176/X/2018 of May 17th 2018, the Supervisory Board gave a favourable opinion on the financial statements.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Approval of the Consolidated Financial Statements of the Grupa Azoty Group for the 12 Months Ended December 31st 2017

Acting pursuant to Art. 395.5 of the Commercial Companies Code, and Art. 55.1, Art. 55.2 and Art. 63c.4 of the Accounting Act of September 29th 1994 (Dz.U. of 2018, item 395), and Art. 50.5 in conjunction with Art. 32.1.9 of the Company’s Articles of Association, having reviewed the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2017 and the Supervisory Board’s report on the assessment of the consolidated financial statements of the Grupa Azoty Group for the period of 12 months ended December 31st 2017, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting approves the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2017, prepared in accordance with the International Financial Reporting Standards, which comprises:

1. consolidated statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of PLN 11,738,044 thousand,
2. consolidated statement of profit or loss and other comprehensive income for the period January 1st–December 31st 2017, showing a net profit of PLN 488,826 thousand and positive comprehensive income totalling PLN 506,014 thousand,
3. consolidated statement of changes in equity for the financial year January 1st–December 31st 2017, showing an increase in equity of PLN 403,935 thousand,
4. consolidated statement of cash flows for the period January 1st–December 31st 2017, showing an increase in cash of PLN 443,990 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 examination and approval by the Company’s Annual General Meeting in accordance with Art. 395.5 of the Commercial Companies Code, which reads as follows: “The agenda of the annual general meeting may also include examination and approval of the financial statements of the group within the meaning of the accounting laws (…).”

The full-year consolidated financial statements of the Grupa Azoty Group for the financial year 2017 were authorised by the Company’s Management Board by Resolution No. 199/X/2018 of April 18th 2018. The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 32.1.9 of the Company’s Articles of Association. By Resolution No. 177/X/2018 of May 17th 2018, the Supervisory Board gave a favourable opinion on the financial statements.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Approval of the Directors’ Report on Grupa Azoty S.A.’s and the Grupa Azoty Group’s Operations in the 12 Months Ended December 31st 2017

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, Art. 55.2a of the Accounting Act, and Art. 50.1., Art. 50.5 and Art. 50.21 in conjunction with Art. 32.1.9, Art. 32.1.8 and Art. 32.1.6 of the Company’s Articles of Association, 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 2017 and the Supervisory Board’s report on the assessment of that Directors’ Report, including also a report on entertainment expenses, legal costs, marketing costs, public relations and social communication expenses, and management consultancy fees, the Annual General Meeting resolves as follows:

Section 1


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 in the financial year is subject to examination and approval by the Company’s General Meeting in accordance with Art. 395.2.1 of the Commercial Companies Code, which reads as follows:
“Section 2. The agenda of the annual general meeting should include: 1) examination and approval of the directors’ report on the company’s operations and of the financial statements for the previous financial year.”

The Directors’ Report on the Group’s operations is subject to examination and approval by the Company’s General Meeting in accordance with Art. 55.2a of the Accounting Act, which reads as follows: “2a. To the full-year consolidated financial statements, the directors’ report on the group’s operations shall be attached, prepared in accordance with the requirements specified in Art. 49.2-3a, with the proviso that in the case of information specified in Art. 49.2.5 information on treasury shares held by the parent, group entities and persons acting on their behalf shall be provided. The directors’ report on the group’s operations may be integrated into a single report with the directors’ report on the parent’s operations.”

By Resolution No. 201/X/2018 of April 18th 2018, the Directors’ Report on Grupa Azoty S.A.’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2017 was authorised by the Company’s Management Board. The report comprises information on Grupa Azoty S.A.’s and the Grupa Azoty Group’s operations, as well as a report on entertainment expenses, legal costs, marketing costs, public relations and social communication expenses, and management consultancy fees.

The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 32.1.6 and Art. 32.1.9 of the Company’s Articles of Association. By Resolution No. 179/X/2018 of May 17th 2018, the Supervisory Board gave a favourable opinion on the report.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Approval of the Grupa Azoty Group’s Consolidated Report on Payments to Governments for 2017

Acting pursuant to Art. 50.5 the Company’s Articles of Association, having reviewed the Grupa Azoty Group’s consolidated report on payments to governments for 2017 and the Supervisory Board’s report on the assessment of that report, the Annual General Meeting resolves as follows:

Section 1

The General Meeting hereby approves the Grupa Azoty Group’s consolidated report on payments to governments for 2017.

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

According to Art. 63g.1 of the Accounting Act of September 29th 1994 (Dz.U. of 2016, item 1047, as amended): “the entity referred to in Art. 63f.1, being a parent defined in Art. 55.1, prepares a consolidated report on payments to governments in accordance with Art. 63f. 2–5”.

The Company’s Management Board authorised the Grupa Azoty Group’s consolidated report on payments to governments in 2017 by Resolution No. 200/X/2018 of April 18th 2018. The document was subsequently submitted to the Supervisory Board for opinion. By Resolution No. 178/X/2017 of May 17th 2018, the Supervisory Board gave a favourable opinion on the report.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Approval of the Non-Financial Statement of the Grupa Azoty Group for 2017
Submitted by the Management Board

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, Art. 55.2a of the Accounting Act, and Art. 50.1.5 and Art. 50.1.21 in conjunction with Art. 32.1.6, Art. 32.1.8 and Art. 32.1.9 of the Company’s Articles of Association, having reviewed the non-financial statement of the Grupa Azoty Group for 2017 submitted by the Management Board and the Supervisory Board’s report on the assessment of that statement, the Annual General Meeting resolves as follows:

Section 1


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 in the financial year is subject to examination and approval by the Company’s General Meeting in accordance with Art. 395.2.1 of the Commercial Companies Code, which reads as follows: “Section 2. The agenda of the annual general meeting should include: 1) examination and approval of the directors’
report on the company’s operations and of the financial statements for the previous financial year.”

The Directors’ Report on the Group’s operations is subject to examination and approval by the Company’s General Meeting in accordance with Art. 55.2a of the Accounting Act, which reads as follows: “2a. To the full-year consolidated financial statements, the directors’ report on the group’s operations shall be attached, prepared in accordance with the requirements specified in Art. 49.2-3a, with the proviso that in the case of information specified in Art. 49.2.5 information on treasury shares held by the parent, group entities and persons acting on their behalf shall be provided. The directors’ report on the group’s operations may be integrated into a single report with the directors’ report on the parent’s operations.”

Under the amended Accounting Act, companies are required to report non-financial information. The Act was amended to bring it in line with Accounting Directive 2013/34/EU. The purpose of non-financial reporting is to enhance the transparency of CSR-related social and environmental disclosures, while improving their consistency and comparability.

By Resolution No. 201/X/2018 of April 18th 2018, the Directors’ Report on Grupa Azoty S.A.’s and the Grupa Azoty Group’s operations in the 12 months ended December 31st 2017 was authorised by the Company’s Management Board. The report comprises information on Grupa Azoty S.A.’s and the Grupa Azoty Group’s operations as well as a report on entertainment expenses, legal costs, marketing costs, public relations and social communication expenses, and management consultancy fees.

The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 32.1.6 and Art. 32.1.9 of the Company’s Articles of Association. By Resolution No. 180/X/2018 of May 17th 2018, the Supervisory Board gave a favourable opinion on the report.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Allocation of Net Profit for 2017

Acting pursuant to Art. 395.2.2, Art 348.3 and Art. 348.4 of the Commercial Companies Code, and Art. 50.3, Art. 50.4 and Art. 50.21 in conjunction with Art. 32.1.7 and Art. 32.1.8 of the Company’s Articles of Association, having considered the Supervisory Board’s opinion on the Management Board’s proposal concerning allocation of net profit as included in the Supervisory Board’s report on the assessment of the separate financial statements of Grupa Azoty S.A. for the 12 months ended December 31st 2017 and the Management Board’s proposal on the allocation of net profit for 2017, the Annual General Meeting resolves as follows:

Section 1

The net profit of PLN 354,792,505.28 (three hundred and fifty-four million, seven hundred and ninety-two thousand, five hundred and five złoty, and twenty-eight grosz) for 2017 shall be allocated as follows:

1. PLN 52,377,430.82 (fifty-two million, three hundred and seventy-seven thousand, four hundred and thirty złoty, and eighty-two grosz) to cover retained losses,
2. PLN 123,994,355.00 (one hundred and twenty-three million, nine hundred and ninety-four thousand, three hundred and fifty-five złoty) i.e. PLN 1.25 per share, to be paid as dividend to the Shareholders;
3. PLN 178,420,719.46 (one hundred and seventy-eight million, four hundred and twenty thousand, seven hundred and nineteen złoty, and forty-six grosz) to be allocated to statutory reserve funds.

Section 2

The dividend record date, i.e. the date on which the list of shareholders entitled to receive dividend for the financial year 2017 is to be determined, shall be July 25th 2018.

Section 3

The dividend payment date shall be August 8th 2018.
Section 4

This Resolution shall become effective as of its date.

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

GROUNDS
The proposed allocation of the net profit for the financial year 2017 is subject to examination and approval by the Company’s General Meeting in accordance with Art. 395.2.2 of the Commercial Companies Code, which reads as follows: “2. The agenda of the annual general meeting should include: (...) 2) a resolution concerning allocation of profit or coverage of loss”.
Grupa Azoty S.A.’s financial statements for the financial year ended December 31st 2017 show a net profit of PLN 354,792,505.28 (three hundred and fifty-four million, seven hundred and ninety-two thousand, five hundred and five złoty, and twenty-eight grosz). The financial statements have been audited by an independent auditor and received a favourable audit opinion. The Management Board’s proposal concerning allocation of the net profit for the financial year 2017 was submitted to the Supervisory Board of Grupa Azoty S.A. for opinion, in line with Art. 32.1.7 of the Company’s Articles of Association. By Resolution No. 181/X/2018 of May 17th 2018, the Supervisory Board gave a favourable opinion on the Management Board’s proposal concerning allocation of the net profit for the financial year 2017.
RESOLUTION NO. ____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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–December 31st 2017

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting resolves as follows:

Section 1


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. 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.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 2017

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting 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 2017.

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. 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.
RESOLUTION NO. ______
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 2017

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting 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 2017.

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. 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.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 2017

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting 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 2017.

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. 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.
Draft resolution
of the General Meeting of Grupa Azoty S.A. of Tarnów
to grant discharge to a member of the Management Board

Re item 12 of the AGM agenda

RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 January 1st–December 31st 2017

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting 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 January 1st–December 31st 2017.

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. 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.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 2017

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting 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 2017.

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. 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.
Draft resolution
of the General Meeting of Grupa Azoty S.A. of Tarnów
to grant discharge to a member of the Management Board

Re item 12 of the AGM agenda

RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 January 1st−December 31st 2017

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 50.2 of the Company’s Articles of Association, the Annual General Meeting 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 January 1st−December 31st 2017.

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. 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.
RESOLUTION NO. ____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of Discharge to Mr Marek Grzelaczyk, Chairman of the Supervisory Board of Grupa Azoty S.A., in Respect of Performance of His Duties in the Period January 1st–October 9th 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2017, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Marek Grzelaczyk, Chairman of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–October 9th 2017.

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. 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.
Draft resolution
of the General Meeting of Grupa Azoty S.A. of Tarnów
to grant discharge to a member of the Supervisory Board

Re item 13 of the AGM agenda

RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2017, the Annual General Meeting resolves as follows:

Section 1


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. 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.
Draft resolution
of the General Meeting of Grupa Azoty S.A. of Tarnów
to grant discharge to a member of the Supervisory Board

Re item 13 of the AGM agenda

RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

to Grant of 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 December 7th–December 31st 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2017, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Michal Gabryel, Deputy Chairman of the Supervisory Board of Grupa Azoty S.A. (Member of the Supervisory Board in the period December 7th–December 20th 2017), in respect of performance of his duties in the period December 7th–December 31st 2017.

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. 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.
RESOLUTION NO. ____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st-December 31st 2017, the Annual General Meeting resolves as follows:

Section 1


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. 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.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2017, the 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 2017.

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. 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.
Draft resolution
of the General Meeting of Grupa Azoty S.A. of Tarnów
to grant discharge to a member of the Supervisory Board

Re item 13 of the AGM agenda

RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2017, the 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 2017.

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. 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.
Re item 13 of the AGM agenda

RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on  Grant of Discharge to Mr Artur Kucharski, Member of the Supervisory Board of Grupa Azoty S.A., in Respect of Performance of His Duties in the Period January 1st–July 28th 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2017, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Artur Kucharski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–July 28th 2017.

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. 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.
Draft resolution
of the General Meeting of Grupa Azoty S.A. of Tarnów
to grant discharge to a member of the Supervisory Board

Re item 13 of the AGM agenda

RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2017, the 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 2017.

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. 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.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 January 1st–December 31st 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2017, the 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 January 1st–December 31st 2017.

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. 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.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Grant of 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 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st−December 31st 2017, the 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 2017.

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. 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.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on

Grant of 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 July 28th–December 31st 2017

Acting pursuant to 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 Company’s Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2017, the 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 July 28th–December 31st 2017.

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. 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.
RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018
on Removal of Member of the Company’s Supervisory Board

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 50.6 of the Company’s Articles of Association, the Annual General Meeting of Grupa Azoty S.A. of Tarnów resolves as follows:

Section 1

The Annual General Meeting removes .......................................... from the Supervisory Board of the tenth term of office

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 proposed change in the composition of the Supervisory Board is intended to strengthen supervision.
Re item 14 of the AGM agenda

RESOLUTION NO. _____
OF THE ANNUAL GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
DATED JUNE 28TH 2018

on Appointment of Member of the Company’s Supervisory Board

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 50.6 of the Company’s Articles of Association, the Annual General Meeting of Grupa Azoty S.A. of Tarnów resolves as follows:

Section 1

Mr/Ms ........................................ is hereby appointed to the Supervisory Board of Grupa Azoty S.A. of Tarnów of the tenth term of office.

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 proposed change in the composition of the Supervisory Board is intended to strengthen supervision.