RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON NOVEMBER 8TH 2019
TO APPOINT THE CHAIRPERSON
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A.

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

resolves as follows:

SECTION 1

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

SECTION 2

This Resolution shall become effective as of its date.

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

GROUND:

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

- Art. 409.1 of the Commercial Companies Code, which reads as follows: “Unless the provisions of this section or the articles of association provide otherwise, the general meeting shall be opened by the chairperson or deputy chairperson of the supervisory board, and then the chair of the meeting shall be elected from among those entitled to participate in the meeting. If these persons are absent, the general meeting shall be opened by the president of the management board or a person appointed by the management board.”

- Art. 45 of the Company's Articles of Association, which reads as follows: “The General Meeting shall be opened by the Chairperson or Deputy Chairperson of the Supervisory Board and if these persons are absent - by the President of the Management Board or a person appointed by the Management Board. Subsequently, subject to Art. 42.3.2 and Art 42.4.2 of the Articles of Association, the Chairperson of the General Meeting shall be elected from among those entitled to participate in the Meeting.”

- 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 (...)”