RESOLUTION NO. 377/X/2019
OF THE SUPERVISORY BOARD OF GRUPA AZOTY S.A.
dated October 24th 2019

to issue an opinion on the acquisition by Grupa Azoty S.A. of shares issued as part of a share capital increase in Grupa Azoty Zakłady Chemiczne Police S.A.

Pursuant to Article 32.1.19 in conjunction with Articles 51 and 50.12 of the Articles of Association of Grupa Azoty S.A (the “Company”), in conjunction with Section 1.2 of the Rules of Procedure for the Company’s Supervisory Board, and in conjunction with Resolution No. 422/XI/2019 of the Company’s Management Board, dated October 10th 2019, to acquire shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A. (“GA Police”) and with Resolution No. 4 of the Extraordinary General Meeting of GA Police, dated September 23rd 2019, to increase the company’s share capital by way of a rights issue, conduct a public offering of new shares, set November 7th 2019 as the record date for pre-emptive rights in respect of the new shares, convert into book-entry form and seek the admission and introduction of the pre-emptive rights, allotment certificates and new shares to trading on the regulated market operated by the Warsaw Stock Exchange, and amend the company’s Articles of Association (the “Proposed Issue”), the Supervisory Board of the Company resolves as follows:

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SECTION 1
The Supervisory Board issues a positive opinion on the proposal of the Company’s Management Board, to be submitted to the Extraordinary General Meeting, to approve the acquisition by the Company of shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A., including, without limitation:

1) to approve the acquisition by the Company of shares in the Proposed Issue for the issue price determined by the Management Board of Grupa Azoty Zakłady Chemiczne Police S.A. through a rights offering (subskrypcja zamknięta) within the meaning of Art. 431.2.2 of the Commercial Companies Code, carried out as a public offering (oferta publiczna) 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, to the extent required for Grupa Azoty S.A. to retain operational control and ownership of Grupa Azoty Zakłady Chemiczne Police S.A., with the proviso that upon registration by the court of the increase in GA Police’s share capital in connection with the Proposed Issue, Grupa Azoty S.A.’s equity interest in Grupa Azoty Zakłady Chemiczne Police S.A. should not exceed 66%;

2) to authorise the Company’s Management Board to take any formal and legal steps related to the acquisition of Offer Shares in the exercise of pre-emptive rights or as a consequence of placing additional subscription orders for Offer Shares, or the acquisition of Offer Shares not acquired by investors as part of the offering with pre-emptive rights, including to determine the final number of Offer Shares to be acquired in the Proposed Issue and, possibly, to purchase or sell pre-emptive rights or GA Police shares issued in the Proposed Issue, with the proviso that consent from the Company’s Supervisory Board will be required for each such transaction if its value exceeds PLN 6,000,000 (six million złoty).

SECTION 2

This Resolution shall become effective as of its date.