ANNOUNCEMENT ON CONVENING OF EXTRAORDINARY SHAREHOLDERS MEETING OF GRUPA AZOTY S.A.

The Management Board of Grupa Azoty S.A. with its registered office in Tarnów (the "Company"), entered in the Register of Businesses of the National Court Register by the District Court for Kraków-Śródmieście in Kraków, 12th Commercial Division of the National Court Register, under No. KRS 0000075450, Tax Identification Number (NIP): 873-000-68-29, with a share capital of PLN 495,977,420 (paid up in full), acting on the basis of Article 398, Article 399 § 1 in conjunction with Art. 402¹ and Art. 402² of the Commercial Companies Code, and Article 42 item 1 point 1 of Articles of Association of Grupa Azoty S.A. in conjunction with § 9 item 2 point 7 of the Rules of Procedure for the Management Board of Grupa Azoty S.A., hereby convenes

Extraordinary General Meeting of Grupa Azoty S.A.
to be held on
8 October 2018, at 9.00 am at the Company’s registered office

at Kwiatkowskiego 8, Tarnów, Poland, in conference room 57/58, 1st floor.

The total number of Grupa Azoty S.A. shares is 99,195,484. As of 7th September 2018, the number of votes attached to these shares is 99,195,484.

AGENDA:
1. Opening the Extraordinary Shareholders Meeting.
2. Appointment of the Chairman of the Extraordinary Shareholders Meeting and compiling an attendance list.
3. Confirmation of the correctness of convening the Extraordinary Shareholders Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Adopting resolution on granting consent to the acquisition of shares of Goat TopCo GmbH with its registered office in Münster, Germany.

Right to participate in the General Meeting

Pursuant to Art. 406¹.1 of the Commercial Companies Code, persons who are Company shareholders sixteen days prior to the date of the Extraordinary General Meeting, i.e. as at 22 September 2018 (the record date), have the right to participate in the Meeting. To ensure participation in the Extraordinary General Meeting, holders of rights under book-entry bearer shares should submit a request to the entity keeping their securities account for the issue of personal certificates confirming their right to participate in the General Meeting of Grupa Azoty S.A. Such requests should be submitted on or after the publication of the notice of the General Meeting, i.e. 7th September 2018, and no later than on the first weekday following the record date, i.e. 24 September 2018. The registered certificates confirming the right to participate in the General Meeting will serve as the basis for preparation of records submitted to the entity operating the depository for securities in accordance with the laws and regulations governing trade in financial instruments. A list of shareholders entitled to participate in the Extraordinary General Meeting will be displayed at the Company’s registered office at Kwiatkowskiego 8, Tarnów, Poland, for three weekdays immediately preceding the date of the Meeting, i.e. on 3, 4 and 5 October 2018 between 8:00-15:00. A shareholder may
request to be delivered the list of shareholders free of charge via electronic mail, by providing an email address to which the list should be delivered. The request may be submitted in electronic form to the following Company email address: walne.tarnow@grupaazoty.com.

**Right to participate in the General Meeting through a proxy**

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

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

A power of proxy to participate in the Extraordinary General Meeting of Grupa Azoty S.A. and exercise voting rights must be in written or electronic form. As of the date of this notice, the Company makes a form of electronic power of proxy available for downloading from www.grupaazoty.com. The grant of a power of proxy in electronic form must be notified to the Company using electronic means of communication. Along with the notification of granting a power of proxy in electronic form, the shareholder must send in scanned copies of the granted power of proxy, ID cards, passports or other documents enabling identification of the shareholder as the principal and of the appointed proxy. Where the power of proxy is granted by a legal person or an organisation referred to in Art. 33\(^1\) of the Civil Code, a scanned copy of the principal’s entry in the relevant register must also be submitted. The proxy is a legal person or an organisation referred to in Art. 33\(^1\) of the Civil Code, a scanned copy of the proxy’s entry in the relevant register must also be submitted. Any documents submitted via electronic means and originally prepared in a foreign language should be accompanied by a certified translation into Polish. All the above documents should be sent in to: walne.tarnow@grupaazoty.com. Together with a notification of granting a power of proxy, the shareholder sends in an email address through which the Company will be able to communicate with the shareholder and the proxy. The Company may take appropriate steps aimed at identifying the shareholder and the proxy. The identification procedure may involve contacting the shareholder and the proxy via a return electronic message or a return call to confirm that the power of proxy has actually been granted. A power of proxy in electronic form does not require a secure electronic signature verifiable by means of a valid qualified certificate.

The procedure for identification of the principal applies accordingly to a notification of revoking a power of proxy. Proxy appointment or revocation notifications which are not compliant with the requirements set out above have no legal effect with respect to the Company. It is the shareholder who decides on the way of granting a power of proxy and the Company is not liable for any errors in filled-in forms or actions by the holders of powers of proxy. Sending in the above documents in electronic form does not release the proxy from the obligation to produce his/her identification documents when the
attendance list of persons authorised to participate in the Extraordinary General Meeting of the Company is being prepared.

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

A shareholder or shareholders representing at least one-twentieth of the Company’s share capital may request that certain matters be placed on the agenda of the Extraordinary General Meeting. Any such request, together with the grounds or a draft resolution pertaining to the request, should be submitted to the Company’s Management Board no later than 21 days prior to the scheduled date of the Extraordinary General Meeting, that is by 17 September 2018. The request may be submitted in electronic form to walne.tarnow@grupaazoty.com, or in writing to the following address: Zarząd Grupy Azoty S.A. (Management Board of Grupa Azoty S.A.), ul. Kwiatkowskiego 8, 33-101, Tarnów, Poland.

**Shareholders’ right to propose draft resolutions**

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

**Electronic communications**

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

**Access to documents**

Documents to be presented to the Extraordinary General Meeting, including draft resolutions, will be available at the Company’s registered office and on the Company’s website at http://tarnow.grupaazoty.com/en/relacje/walne.html from the date of convening the General Meeting. Additionally, draft resolutions and documents to be discussed at the General Meeting, relevant to the resolutions to be voted on and not published earlier, will be published pursuant to the Minister of Finance’s Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018(Dz.U. of 2018, item 757). Any comments from the Company’s Management Board or Supervisory Board concerning matters placed on the agenda of the General Meeting or matters to be placed on the agenda before the date of the General Meeting will be published on the Company’s website promptly after they are issued.

**Corporate website**
Information concerning the General Meeting is available in the Investor Relations/General Meeting of Shareholders section of the Company’s website www.grupaazoty.com.

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

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

a. The controller of the personal data is Grupa Azoty S.A. of Tarnów, which can be contacted by email at: iod.tarnow@grupaazoty.com, or by post: ul. Kwiatkowskiego 8, 33-101 Tarnów, Poland;

b. For matters related to the protection of personal data at the Company, you can contact the Data Protection Officer via the following email: iod.tarnow@grupaazoty.com, or by post: ul. Kwiatkowskiego 8, 33-101 Tarnów, Poland;

c. The data will be processed for the following purposes: compliance by the Company with its legal obligations under the Commercial Companies Code, imposed on it as a public company in connection with the convening of the AGM, allowing the Shareholders to exercise their rights in relation to the Company, as well as establishment, exercise or defence of any legal claims by the Company;

d. The Company processes (i) personal data identifying the Shareholder, such as the first name, surname, address of residence or address for correspondence and Personal Identification Number (PESEL), (ii) data included in powers of attorney/proxy, (iii) data on shares held and rights attached to them, such as: the number, type and serial numbers of shares and number of voting rights conferred by such shares, and (iv) where Shareholders contact the Company via email - their email address;

e. Shareholders’ personal data may be collected by the Company from entities operating the depository for securities, as well as from other Shareholders, with respect to the provision of data included in powers of attorney/proxy;

f. The legal basis for the processing of your personal data by the Company is:
   • Article 6.1(c) of GDPR - legal obligations under the Commercial Companies Code regarding: preparation and storage of lists of shareholders and lists of attendance at the AGM, enabling the shareholders to exercise their voting rights through a proxy and enabling the shareholders to exercise their rights in relation to the Company (e.g. proposing that certain matters be placed on the agenda);
   • Article 6.1.(f) of GDPR - legitimate interests of the Company: (i) enabling contact with Shareholders and verifying their identities and (ii) exercise or defence of any legal claims;

g. Recipients of the personal data include entities providing hosting services for IT tools used for the purpose of contacting Shareholders, entities providing document archiving services, and other Shareholders - with respect to making the list of shareholders available for inspection in accordance with Art. 407 of the Commercial Companies Code;
h. Personal data included in the lists of shareholders, attendance lists and powers of attorney/proxy is stored for the period of the Company's existence, and may afterwards be transferred to an entity designated to store documents in accordance with the Commercial Companies Code; personal data related to email contact is stored for a period allowing the Company to demonstrate its compliance with obligations imposed by the Commercial Companies Code and for a period of prescription of any potential claims pursued by the Company or against the Company;

i. Where data is provided directly to the Company, provision of data is required by the Commercial Companies Code and in order to enable verification of the Shareholder's identity, and failure to do so results in the Shareholder's inability to participate in the AGM; provision of the email address is voluntary but required to enable email contact between the Company and the Shareholder, with failure to provide it precluding such email contact;

j. You may request access to and rectification or erasure of personal data or restriction of its processing and to object to processing as well as the right to data portability; it must, however, be borne in mind that these rights are not absolute and may be subject to derogations provided for by law;

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