RESOLUTION NO.…..
of the Annual General Meeting
of Grupa Azoty S.A.
of June 30th 2017

Subject matter: Appointment of the Chair of the Annual General Meeting

Acting pursuant to Art. 409.1 of the Polish Commercial Companies Code, Art. 46 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. 46 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. 43.3.2 and Art 43.4.2 of the Articles of Association, the Chair 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 (…).”

Re item 4 of the agenda

RESOLUTION NO…..
of the Annual General Meeting
of Grupa Azoty S.A.
of June 30th 2017

Subject matter: Adoption of the agenda for the Extraordinary General Meeting

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 approves 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 adopt 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 period January 1st-December 31st 2016 and assessment of the Management Board’s proposal concerning allocation of net profit for the financial year 2016,
   b) assessment of the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2016,
   c) assessment of the consolidated statement of payments made by the Grupa Azoty Group to governments in 2016,
   d) assessment of the Directors’ Report on Grupa Azoty S.A.’s and the Grupa Azoty Group’s operations for the period of 12 months ended December 31st 2016,
   e) assessment of the Company’s fulfilment of the disclosure requirements relating to compliance with the corporate governance principles adopted by the Company in the period January 1st-December 31st 2016,
   f) activity of the Supervisory Board and its committees in the period January 1st-December 31st 2016, and assessment of the work of the Management Board,
   g) assessment of the Company’s position in 2016, including evaluation of its internal control, risk management and compliance systems as well as the internal audit function,
   h) assessment of the reasonableness of the Company’s sponsorship, charitable and similar initiatives in 2016.
9. Review and approval of the consolidated statement of payments made by the Grupa Azoty Group to governments in 2016.
10. Adoption of a resolution on distribution of net profit for the financial year 2016.
11. Adoption of resolutions to grant discharge to Members of the Management Board in respect of performance of their duties in the period January 1st–December 31st 2016.
12. Adoption of resolutions to grant discharge to Members of the Supervisory Board in respect of performance of their duties in the period January 1st–December 31st 2016.
13. 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: ................................................

GROUNDS

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”.

Re item 6 of the agenda

RESOLUTION NO.....
of the Annual General Meeting
of Grupa Azoty S.A.
of June 30th 2017

Subject matter: Approval of the Company’s separate financial statements for the period January 1st-December 31st 2016

“Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, and Art. 51.1 and Art. 51.26 in conjunction with Art. 33.1.6 and Art. 33.1.8 of the Company’s Articles of Association, having reviewed the separate financial statements of Grupa Azoty S.A. for the period January 1st-December 31st 2016 and the Supervisory Board’s report on assessment of the separate financial statements of Grupa Azoty S.A. for the period of 12 months ended December 31st 2016, the Annual General Meeting resolves as follows:
Section 1

The Annual General Meeting approves the separate financial statements of Grupa Azoty S.A., comprising:

1. Separate statement of financial position as at December 31st 2016, showing total assets and total equity and liabilities of PLN 6,443,256 thousand,
2. Separate statement of profit or loss and other comprehensive income for the period January 1st−December 31st 2016, showing a net profit of PLN 224,775 thousand, as well as negative other comprehensive income totalling PLN (7,085) thousand. Profit and loss and other comprehensive income amount to PLN 217,690 thousand.
3. Separate statement of changes in equity for the financial year January 1st−December 31st 2016, showing an increase in equity of PLN 134,366 thousand,
4. Separate statement of cash flows for the period January 1st−December 31st 2016, showing an increase in cash of PLN 214,089 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 2016 were approved by the Company’s Management Board by Resolution No. 703/X/2017 of April 26th 2017.

The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 33.1.6 of the Company’s Articles of Association. By Resolution No. 60/X/2017 of May 29th 2017, the Supervisory Board approved the financial statements.
Re item 7 of the agenda

RESOLUTION NO.....
of the Annual General Meeting
of Grupa Azoty S.A.
of June 30th 2017

Subject matter: Approval of the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2016

Acting pursuant to Art. 395.5 of the Polish Commercial Companies Code, Art. 55.1, Art. 55.2 and Art. 63c.4 of the Polish Accountancy Act, and Art. 51.5 in conjunction with Art. 33.1.9 of the Company’s Articles of Association, having reviewed the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2016 and the Supervisory Board’s report on the assessment of the consolidated financial statements of the Grupa Azoty Group for the 12 months ended December 31st 2016, 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 period January 1st-December 31st 2016, comprising:
1. Consolidated statement of financial position as at December 31st 2016, showing total assets and total equity and liabilities of PLN 11,051,920 thousand,
2. Consolidated statement of profit or loss and other comprehensive income for the period January 1st-December 31st 2016, showing a net profit of PLN 375,152 thousand, as well as negative other comprehensive income totalling PLN (14,363) thousand, Profit and loss and other comprehensive income amount to PLN 360,789 thousand.
3. Consolidated statement of changes in equity for the financial year January 1st-December 31st 2016, showing an increase in equity of PLN 217,817 thousand,
4. Consolidated statement of cash flows for the period January 1st-December 31st 2016, showing a decrease in cash of PLN (111,433) 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 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 accountancy laws (…) .”

The full-year consolidated financial statements of the Grupa Azoty Group for the financial year 2016 were approved by the Company’s Management Board by Resolution No. 704/X/2017 of April 26th 2017. The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 33.1.9 of the Company’s Articles of Association. By Resolution No. 61/X/2017 of May 29th 2017, the Supervisory Board approved the financial statements.

Re item 8 of the agenda

RESOLUTION NO…..
of the Annual General Meeting
of Grupa Azoty S.A.
of June 30th 2017


Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Polish Commercial Companies Code, Art. 55.2a of the Polish Accountancy Act, and Art. 51.1.5 and 51.1.26 in conjunction with Art. 33.1.6, 33.1.8 and 33.1.9 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 period January 1st–December 31st 2016 and the Supervisory Board’s report on the assessment of that Directors’ Report, 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 Accountancy 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.”


The Directors’ Report on Grupa Azoty S.A.’s and the Grupa Azoty Group’s operations for the period of 12 months ended December 31st 2016 was approved by the Company’s Management Board by Resolution No. 705/X/2017 of April 26th 2017.

The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 33.1.6 and 33.1.9 of the Company’s Articles of Association. By Resolution No. 63/X/2017 of May 29th 2017, the Supervisory Board approved the Directors’ Report.

Re item 9 of the agenda

RESOLUTION NO.....
of the Annual General Meeting
of Grupa Azoty S.A.
of June 30th 2017

Subject matter: Approval of the consolidated statement of payments made by the Grupa Azoty Group to governments in 2016.

Acting pursuant to Art. 51.5 the Company’s Articles of Association, having reviewed the consolidated statement of payments made by the Grupa Azoty Group to governments in 2016 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 of the consolidated statement of payments made by the Grupa Azoty Group to governments in 2016.

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

According to Art. 63g.1 of the Accountancy 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 statement of payments to governments in accordance with Art. 63f. 2-5”.


The document was subsequently submitted to the Supervisory Board for opinion. By Resolution No. 62/X/2017 of May 29th 2017, the Supervisory Board approved the statement.

Re item 10 of the agenda

RESOLUTION NO.…..
of the Annual General Meeting
of Grupa Azoty S.A.
of June 30th 2017

Subject matter: Distribution of net profit for the financial year 2016

“Acting pursuant to Art. 395.2.2, Art 348.3 and Art. 348.4 of the Commercial Companies Code, and Art. 51.3, Art. 51.4 and Art. 51.26 in conjunction with Art. 33.1.7 and Art. 33.1.8 of the Company’s Articles of Association, having considered the Supervisory Board’s opinion on the Management Board’s proposal concerning distribution of net profit, the Annual General Meeting resolves as follows:

Section 1
The net profit for 2016, in an amount of **PLN 224,775,178.67** (two hundred and twenty-four million, seven hundred and seventy-five thousand, one hundred and seventy-eight złoty, 67/100), shall be distributed as follows:

- PLN 78,364,432.36 (seventy-eight million, three hundred and sixty-four thousand, four hundred and thirty-two złoty, 36/100), that is PLN 0.79 per share, shall be distributed as dividend to the Company’s Shareholders;
- PLN 146,410,746.31 (one hundred and forty-six million, four hundred and ten thousand, seven hundred and forty-six złoty, 31/100) shall 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 2016 is determined, shall be August 4th 2017.

**Section 3**

The dividend payment date shall be August 23rd 2017.

**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 distribution of the net profit for the financial year 2016 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:

“Section 2. The agenda of the annual general meeting should include:

(...)

2) adoption of a resolution concerning allocation of profit or coverage of loss”.

Grupa Azoty S.A.’s financial statements for the financial year ended December 31st 2016 show a net profit of **PLN 224,775,178.67** (two hundred and twenty-four million, seven hundred and seventy-five thousand, one hundred and seventy-eight złoty, 67/100). The financial statements have been audited by an independent auditor and received a favourable audit opinion.

The Management Board’s proposal concerning distribution of the net profit for the financial year 2016 was submitted to the Supervisory Board of Grupa Azoty S.A. for opinion, in line with Art. 33.1.7 of the Company’s Articles of Association. By Resolution No. 64/X/2017 of
May 29th 2017, the Supervisory Board approved the Management Board’s proposal concerning distribution of the net profit for the financial year 2016.

Re item 11 of the agenda

RESOLUTION NO.....
of the Annual General Meeting
of Grupa Azoty S.A.
of June 30th 2017

Subject matter: Grant of discharge to Mr Paweł Jarczewski in respect of performance of his duties in the period January 1st–February 19th 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 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 Jarczewski, President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–February 19th 2016.

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. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Mariusz Bober in respect of performance of his duties in the period February 19th–December 16th 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company’s Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Mariusz Bober, President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period February 19th–December 16th 2016.

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. 395.2.3 of the Commercial Companies Code and Art. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Wojciech Wardacki in respect of performance of his duties in the period December 16th–December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 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 December 16th–December 31st 2016.

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. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Krzysztof Jąłosiński in respect of performance of his duties in the period January 1st–February 19th 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company’s Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Krzysztof Jałosiński, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–February 19th 2016.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ..............................................
Against: ...........................................
Abstentions: .....................................
In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 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 June 30th 2017

Subject matter:   Grant of discharge to Mr Marek Kapłucha in respect of performance of his duties in the period January 1st–February 19th 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company’s Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Marek Kapłucha, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–February 19th 2016.

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. 395.2.3 of the Commercial Companies Code and Art. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Marian Rybak in respect of performance of his duties in the period January 1st–February 19th 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company’s Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Marian Rybak, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–February 19th 2016.

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. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Andrzej Skolmowski in respect of performance of his duties in the period January 1st–May 20th 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company’s Articles of Association, the Annual General Meeting resolves as follows:
Section 1

The Annual General Meeting grants discharge to Mr Andrzej Skolmowski, Vice President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–May 20th 2016.

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. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Witold Szczypiński in respect of performance of his duties in the period January 1st–December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 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 2016.

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. 395.2.3 of the Commercial Companies Code and Art. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Tomasz Hinc in respect of performance of his duties in the period March 14th–December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company’s Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Tomasz Hinc, Vice President of the Management Board of Grupa Azoty S.A. (Member of the Management Board in the period March 14th–May 20th 2016), in respect of performance of his duties in the period March 14th–December 31st 2016.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:
For: ............................................................
Against: ....................................................
Abstentions: ...............................................
Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 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. (Member of the Management Board in the period March 14th–May 20th 2016), in respect of performance of his duties in the period March 14th–December 31st 2016.

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. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Paweł Łapiński in respect of performance of his duties in the period May 20th–December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 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 May 20th–December 31st 2016.
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. 51.2 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 June 30th 2017

Subject matter: Granto f discharge to Mr Artur Kopeć in respect of performance of his duties in the period January 1st–December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 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 2016.

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. 51.2 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 12 of the agenda

RESOLUTION NO.…..
of the Annual General Meeting
of Grupa Azoty S.A.
of June 30th 2017

Subject matter:  Grant of discharge to Ms Monika Kacprzyk-Wojdyga, Chairperson of the Supervisory Board of Grupa Azoty S.A., in respect of performance of her duties in the period January 1st−February 1st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, 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. 51.2 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 June 30th 2017

Subject matter:  Grant of discharge to Mr Przemysław Lis, Chairperson of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the periods January 1st–January 29th 2016 and February 1st–December 2nd 2016
Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, 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. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Marek Grzelaczyk, Chairperson of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 29th–December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, the Annual General Meeting resolves as follows:

Section 1
The Annual General Meeting grants discharge to Mr Marek Grzelaczyk, Chairperson of the Supervisory Board of Grupa Azoty S.A. (Member of the Supervisory Board in the periods February 1st–February 19th 2016 and April 1st–July 5th 2016 and Deputy Chairperson of the Supervisory Board in the period February 19th–March 31st 2016), in respect of performance of his duties in the period January 29th–December 31st 2016.

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. 395.2.3 of the Commercial Companies Code and Art. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Jacek Obłękowski, Deputy Chairperson of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st−February 1st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Jacek Obłękowski, Deputy Chairperson of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st−February 1st 2016.

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. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Tomasz Karusewicz, Deputy Chairperson of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period February 1st−December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, the Annual General Meeting resolves as follows:
Section 1
The Annual General Meeting grants discharge to Mr TomaszowKarusewicz, Deputy Chairperson of the Supervisory Board of Grupa Azoty S.A. (Member of the Supervisory Board in the periods February 1st−April 15th 2016 and July 5th−July 18th 2016), in respect of performance of his duties in the period February 1st−December 31st 2016.

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. 51.2 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 June 30th 2017

Subject matter: 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 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, the 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. (Member of the Supervisory Board in the periods January 1st−January 15th 2016 and July 5th−July 18th 2016), in respect of performance of his duties in the period January 1st−December 31st 2016.

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

The votes cast in a secret ballot were as follows:
In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Marek Mroczkowski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–February 1st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Marek Mroczkowski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–February 1st 2016.

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. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Ryszard Trepczyński, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–February 1st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Ryszard Trepczyński, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–February 1st 2016.

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. 51.2 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 June 30th 2017
Subject matter: Grant of discharge to Mr Tomasz Klikowicz, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–July 5th 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Tomasz Klikowicz, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–July 5th 2016.

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. 51.2 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 June 30th 2017

Subject matter: Grant of discharge to Mr Maciej Baranowski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period February 1st−December 2nd 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Maciej Baranowski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period February 1st–December 2nd 2016.

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. 51.2 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.....
Subject matter: 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 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, 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 2016.

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. 51.2 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.....
Subject matter: 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–December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, 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–December 31st 2016.

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. 51.2 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 June 30th 2017

Subject matter: 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 February 1st–December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and
Art. 51.26 in conjunction with Art. 33.1.21 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 2016, 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
February 1st–December 31st 2016.

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. 51.2 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.....
Subject matter: 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 July 5th–December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, 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 July 5th–December 31st 2016.

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. 51.2 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 June 30th 2017

Subject matter: 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 December 2nd−December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, 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 December 2nd−December 31st 2016.

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. 51.2 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 June 30th 2017

Subject matter: 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 December 2nd–December 31st 2016

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 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 2016, 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 December 2nd–December 31st 2016.

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. 51.2 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.