Resolution No. 1
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 Commercial Companies Code, Art. 45 of the Company’s Articles of Association, and Section 7.1 of the Rules of Procedure for the General Meeting of the Company, the Extraordinary General Meeting resolves as follows:

SECTION 1
Andrzej Leganowicz is hereby appointed as Chairperson of the Extraordinary General Meeting.--------------------------------

SECTION 2
This Resolution shall become effective as of its date.-----------------------------
Following a secret ballot, Andrzej Leganowicz announced the results: -------------
Shares validly voted: 79,106,607; shares voted as a percentage of the Company’s share capital: 79.7481949883%; total votes validly cast: 79,106,607-----------------------------
Votes for: 79,106,607--------------------------------
Votes against: 0 --------------------------------
Abstentions: 0 --------------------------------

Resolution No. 2
of the Extraordinary General Meeting of Grupa Azoty S.A. of Tarnów,
held on November 8th 2019

to: adopt the agenda for the Extraordinary General Meeting-----------------------------

Acting pursuant to Section 21 and Section 22.1 of the Rules of Procedure for the General Meeting of Grupa Azoty S.A (the “Company”), the Extraordinary General Meeting resolves as follows: -----------------------------

SECTION 1
The Extraordinary General Meeting adopts the following agenda for the Meeting: ------
1. Opening of the Extraordinary General Meeting.-----------------------------
2. Appointment of the Chairperson of the Meeting.-----------------------------
3. Confirmation that the Meeting has been properly convened and has the capacity to pass resolutions.-----------------------------
4. Adoption of the agenda.-----------------------------
5. Appointment of a Ballot Counting Committee.-----------------------------
6. Resolution to consent to the subscription for shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A.-----------------------------
7. Resolution to adopt the rules for disposal of non-current assets of Grupa Azoty S.A. of Tarnów.-----------------------------
8. Closing of the Meeting.-----------------------------
SECTION 2
This Resolution shall become effective as of its date.
Following an open ballot, the Chairman announced the results:
Shares validly voted: 79,106,608; shares voted as a percentage of the Company’s share capital: 79.7481949884%; total votes validly cast: 79,106,608
Votes for: 79,106,608
Votes against: 0
Abstentions: 0

Resolution No. 3
of the Extraordinary General Meeting of Grupa Azoty S.A. of Tarnów,
held on November 8th 2019

to appoint a Ballot Counting Committee

SECTION 1
Acting pursuant to Section 23.3 of the Rules of Procedure for the General Meeting of Grupa Azoty S.A. (the “Company”), the Extraordinary General Meeting resolves as follows:
The Extraordinary General Meeting hereby resolves not to appoint a Ballot Counting Committee as the Meeting will use an electronic ballot counting system.

SECTION 2
This Resolution shall become effective as of its date.
Following an open ballot, the Chairman announced the results:
Shares validly voted: 79,106,608; shares voted as a percentage of the Company’s share capital: 79.7481949884%; total votes validly cast: 79,106,608
Votes for: 79,106,608
Votes against: 0
Abstentions: 0

Resolution No. 5
of the Extraordinary General Meeting of Grupa Azoty S.A. of Tarnów,
held on November 8th 2019

to grant consent to subscription for shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A.

Acting pursuant to Art. 50.12 in conjunction with Art. 51 of the Company’s Articles of Association, the General Meeting of Grupa Azoty S.A. (the “Company”), having considered the opinion of the Company’s Supervisory Board contained in Resolution No. 377/X/2019 of October 24th 2019 to consent to the subscription for shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A., and the request of the Company’s Management Board of October 10th 2019 to grant consent to the subscription
for shares in the increased share capital of Grupa Azoty Zakłady Chemiczne Police S.A. (“GA Police”), in connection with the proposed issue of Series C bearer shares provided for in Resolution No. 4 of the Extraordinary General Meeting of GA Police of 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”), resolves as follows: 

SECTION 1

The General Meeting hereby grants its consent for the Company to subscribe for Proposed Issue shares at the issue price set by the GA Police Management Board, in a rights issue within the meaning of Art. 431.2.2 of the Commercial Companies Code effected through a public offering 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%. 

SECTION 2

The General Meeting hereby authorises the Company’s Management Board to take all formal and legal steps necessary to commence the subscription for Proposed Issue shares, including to determine the final number and value of shares to be subscribed for 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 shall be required for each such transaction if its value exceeds PLN 6,000,000 (six million złoty). 

Section 3

The Supervisory Board shall approve by way of a resolution the final terms of the formal and legal steps specified in Section 2 above if the value of a transaction exceeds PLN 6,000,000 (six million złoty). 

SECTION 4

This Resolution shall become effective as of its date.

The Chairperson called a vote by secret ballot: 

Shares validly voted: 79,106,608; shares voted as a percentage of the Company’s share capital: 79.7481949884% 

Votes for: 49,349,157 

Votes against: 19,657,351 

Abstentions: 10100100.
Resolution No. 6
of the Extraordinary General Meeting of Grupa Azoty S.A. of Tarnów,
held on November 8th 2019

to: adjourn the Meeting

Acting pursuant to Art. 408.2 of the Commercial Companies Code and Art. 47 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Extraordinary General Meeting resolves as follows:---------

SECTION 1
The Extraordinary General Meeting held on November 8th 2019 hereby adjourns its proceedings until 11.00 a.m. on November 21st 2019. The Meeting shall be resumed at the Company’s registered office at ul. Kwiatkowskiego 8, Tarnów, conference room 57/58, 1st floor.--------------------------------

SECTION 2
This Resolution shall become effective as of its date.--------------------------
The votes cast in a secret ballot were as follows: -----------------------------
The Chair called a vote by secret ballot: -------------------------------

Shares validly voted: 76,113,283; shares voted as a percentage of the Company’s share capital: 76.7305928967% -------------------------------------------------
Votes for: 71,968,542-----------------------------------------------------
Votes against: 1 ----------------------------------------------------------
Abstentions: 4,144,740-------------------------------------------------