Resolution No. 7
of the Extraordinary General Meeting of Grupa Azoty S.A. of Tarnów
held on November 21st 2019


Acting pursuant to Art. 3931 of the Polish Commercial Companies Code and Art. 50.26 and Art. 59 of the Company’s Articles of Association, the Extraordinary General Meeting of Grupa Azoty S.A. resolves as follows:

Section 1
Non-current assets within the meaning of the Accounting Act of September 29th 1994 (“non-current assets”), with a market value exceeding 0.1% of the total assets, as determined on the basis of the most recent approved financial statements, unless the market value of such assets does not exceed PLN 20,000, shall be disposed of by tender or auction, in accordance with the rules set out in Sections 2 to 6 and Section 9, subject to the exceptions set out in Section 7.

Section 2
The following rules are established for the disposal of non-current assets:

1) A tender or auction announcement shall be published on the Company’s website. In addition, a condensed version of the announcement may be published in the press or other media.

2) The tender or auction announcement shall specify at least:
   a) the name, registered office and address of the Company;
   b) the time, place and manner of conducting the procedure;
   c) the time and place where the non-current assets to be sold are available for viewing;
   d) information on the non-current assets to be sold;
   e) the amount of the VAT-exclusive starting price, bid bond and increment in the case of an auction;
   f) the time limit and manner for posting the bid bond, the bid bond amount, and the information referred to in items 8) to 10);
   g) the place, deadline and procedure for the submission of bids, the validity period of the bid, and the information referred to in Sections 3.1 and 5.2;
   h) depending on the procedure for disposal – information about the provisions of Section 5.4 and Sections 6.5 and 6.6;
   i) information about the requirement to get acquainted with the physical condition and legal status of the non-current asset to be sold;
   j) information that at any stage of the procedure the Company has the right to invalidate and close the procedure without stating the reason;
   k) information about the consequences of avoiding entering into the sale contract by a person who won a tender or auction;
l) information that if a natural person participates in a tender or auction, they are required to issue a written statement of consent to the processing of their personal data for the purposes of the tender or auction being conducted; m) information that the execution of the sale contract will be conditional on the Company obtaining relevant corporate approvals and that there is an obligation to submit a statement that in a situation where the auction or tender are closed and the bidder’s bid is selected, but the approvals referred to above are not granted, the bidder will not assert any claims against the Company in connection with failure to sign the sale contract; n) other information deemed material by the Company.

3) A tender or auction may take place no earlier than 14 days after the date of the tender or auction announcement.

4) Activities related to a tender or auction shall be carried out by the Committee, whose members shall be elected by the Company’s Management Board.

5) The following persons may not participate in a tender or auction as bidders: a) members of the Company’s Management Board and supervisory body and commercial proxies; b) persons entrusted with the execution of the activities related to a tender or auction; c) the spouse, children, parents and siblings of the persons referred to in points (a) to (b); d) any persons who are in such a legal or factual relationship with the person conducting the tender or auction which may give rise to reasonable doubts as to the impartiality of the person conducting the tender or auction.

6) Participation in a tender or auction shall be conditional on posting a bid bond in an amount determined by the Company’s Management Board, equal to or higher than 5% of the starting price of the non-current asset to be sold, and transferring the bid bond to the bank account and within the time limit specified in the tender announcement.

7) The person conducting the tender or auction shall, as soon as bids are opened or immediately prior to calling out bids, check whether the bidders have posted bid bonds in appropriate amounts.

8) A bid bond is forfeited for the benefit of the Company if none of the auction participants offers the starting price, and also if the bidder in a tender (where the disposal of a non-current asset requires a special form) whose bid is selected does not proceed to conclude the sale contract.

9) Bid bonds posted by bidders whose bids are not accepted shall be returned within seven business days of the selection of the winning bid.

10) The bid bond posted by the buyer shall be counted towards the price.

Section 3

1. Before holding a tender or auction, the Company shall determine the starting price for non-current assets. The starting price shall not be lower than the current market
value determined by expert appraisers, subject to Section 3.2, and if that value cannot be established, the price shall not be lower than the VAT-exclusive book value of the assets.

2. The Company may decide not to have the value of a non-current asset determined by an expert appraiser if:
   a) the cost of valuation would clearly exceed the asset’s market value;
   b) the non-current asset has a fixed exchange price.

3. A non-current asset may not be sold at a price lower than the starting price.

4. The submission of one valid bid shall be sufficient to hold a tender or auction.

5. If the object of sale is a non-current asset whose disposal requires a particular form of disposal, the Company shall, upon completion of the tender or auction, set a time limit for the conclusion of the contract in the form specified in applicable laws and shall invite the person who won the tender or auction to arrive in order to sign the sale contract.

6. The buyer shall pay the price within two business days from the date of contract execution. In the case of disposal of property, the buyer is obliged to pay the price no later than at the time of conclusion of the sale contract, with the proviso that the price may also be paid within the above time limit to the deposit account of the notary public preparing the notarial deed for the sale of the property.

Section 4

1. Non-current assets may be disposed of by either of the following procedures:
   a) a tender,
   b) an auction.

2. The procedure for the disposal referred to in Section 4.1 shall be selected by the Company by way of a Management Board resolution.

3. At any time prior to successful conclusion of the procedure, and in particular in the event of a breach of the provisions of this Resolution, the person conducting the procedure may decide not to conclude or to invalidate the procedure.

Section 5

1. The bid submitted in a tender shall contain:
   a) the name and address or business name and registered office of the bidder,
   b) the proposed price and the method of financing,
   c) the bidder’s statement and documents as set out in the tender announcement,
   d) confirmation that the bid bond has been posted,
   e) other information and documents referred to in the Notice.

2. The bid together with the required documents shall be submitted in a sealed envelope at the place and within the deadline specified in the tender announcement. The bid and the documents attached thereto shall be submitted in Polish.
3. The person conducting the tender shall open the bids, make sure that they have not been tampered with, and determine which of them shall, in accordance with the applicable regulations, be considered valid and whether the bidders have posted the required bid bonds, and shall then select the bidder who offered the highest price.

4. If it is found that several bidders offered the same price, the person conducting the tender shall inform the bidders of the time and place for continuing the procedure in the form of an auction, but if all bidders who are to participate in the auction are present, the person conducting the tender may continue the procedure in the form of an auction on the same day.

5. It is permissible to carry out additional oral negotiations with bidders who offered similar prices in the tender, following which bidders are invited to submit new bids.

6. A report shall be prepared to document the tender.

Section 6

1. The auction shall be conducted by a Committee member referred to as the “auctioneer.”

2. When starting an auction, the auctioneer shall announce what asset is to be sold by auction and its starting price.

3. The increment shall not be less than: 0.5% of the starting price, rounded up to the nearest tenth of the zloty or PLN 100,000.

4. When bids are not raised any more, the auctioneer shall, after warning the present, close the auction after the third announcement and shall award the auction to the bidder offering the highest price. An auction shall be deemed to be successfully concluded if at least one participant has offered the starting price.

5. Upon awarding the auction, a sale contract is concluded, unless the object of sale is a non-current asset whose disposal requires a special form. In such a case, upon awarding the auction the parties shall be deemed to be obliged to enter into a sale contract and each party shall have the right to enforce its execution in court, unless the terms and conditions of the auction provide otherwise. If the object of sale is a non-current asset whose disposal does not require a special form, the contract shall be concluded with the seller having the right to withdraw from the contract if the selling price is not paid within the time limit referred to in Section 3.6; the right of withdrawal may be exercised within five business days of the ineffective expiry of the price payment deadline.

6. A buyer who fails to pay the purchase price within the time limits specified above shall lose the rights arising from awarding the auction to the buyer and shall also lose, in accordance with the rules set out above, its bid bond.

7. The object of sale shall be delivered to the buyer immediately after payment of the purchase price.

8. The auctioneer shall draw up an auction report, which should specify:
   a) the time and place of the auction,
   b) the name of the auctioneer.
c) the subject matter of the tender and the amount of the starting price, ------------
d) a list of auction participants, specifying the amount and type of posted bid bonds, ----------------------------------------
e) the name and place of residence or business name and registered office of the buyer, ----------------------------------------
f) the price offered by the buyer for the non-current asset, ------------------------
g) the amount paid by the buyer towards the price, ------------------------
h) requests and statements by the persons participating in the auction, -----------
i) a note that the report has been read aloud in the presence of auction participants,
j) the signature of the auctioneer and the signature of the buyer or a note about the reason for the absence of the buyer’s signature, ------------------------
k) if no bids are submitted, information that the auction had no participants or that no bid was selected, ----------------------------------------

9. If the buyer fails to pay the purchase price within the specified time limit, a note to this effect should be immediately made in the auction report. A note should also be made of the payment of the purchase price within the prescribed time limit. -------

10. The date of preparation of the report shall be deemed to be the auction completion date. ----------------------------------------

Section 7

The Company may sell non-current assets without holding an auction or tender in the following cases: ----------------------------------------

1) the market value of the assets to be disposed of does not exceed 0.1% of the Company’s total assets, as determined on the basis of the most recent approved financial statements; ----------------------------------------

2) in two consecutive tenders organised by the Company within the preceding 12 (twelve) months, no valid bid to purchase the asset was submitted, provided that in at least one of these tenders the starting (minimum) price was not higher than 2/3 (two-thirds) of the estimated market value of the asset; ----------------------------------------

3) the disposal is not a sale, and in particular when the disposal is made in the performance of the obligation to make a contribution to a company, is of a fiduciary nature, is only one of multiple components of a complex transaction, including a settlement with a person entitled to make a claim regarding the asset being disposed of; ----------------------------------------

4) the disposal is made on a commodity exchange, on a regulated market or in an alternative trading system within the meaning of the laws governing trade in financial instruments; ----------------------------------------

5) the assets to be disposed of are shares or other non-current financial assets, or licences, patents, other industrial property rights, or know-how; ----------------------------------------

6) the disposal is made as part of liquidation, restructuring or bankruptcy proceedings; --

7) a disposal by tender or auction conducted in accordance with these Rules is in conflict with mandatory provisions of law; ----------------------------------------
8) the asset is disposed of to an entity which is a member of the same group as the Company; 

9) the asset to be disposed of are CO₂ emission allowances or their equivalents; 

10) the Company’s Supervisory Board, acting upon a justified request of the Management Board, passed a resolution in which it gave its consent to the disposal without a tender or auction and specified the minimum selling price. 

Section 8
The General Meeting authorises the Company’s Management Board to adopt and introduce the Rules for disposal of non-current assets, laying down detailed rules for disposal by the Company of non-current assets, including in particular for the appointment of and procedures to be followed by the Committee, invalidation of a tender or auction, filling out of bids, cooperation with intermediaries in the disposal of property, and obtaining appropriate corporate approvals for the disposal of non-current assets. 

Section 9
Any disposal of non-current assets for which the auction or tender have not been completed and successfully concluded prior to the effective date of this Resolution shall be governed by the existing rules applicable at the Company to the extent covered by this Resolution. 

Section 10
Resolution No. 4 of the Grupa Azoty S.A. Extraordinary General Meeting of June 7th 2018 approving the rules for disposal of non-current assets of Grupa Azoty S.A. of Tarnów is hereby repealed. 

Section 11
This Resolution shall become effective as of its date. The votes cast in a secret ballot were as follows: Shares validly voted: 79,106,607; shares voted as a percentage of the Company’s share capital: 79.7481939803%, total votes validly cast: 79,106,607. Votes for: 76,065,879; Votes against: 3,040,728; Abstentions: 0.