"RESOLUTION NO. 1
of the Extraordinary Shareholders Meeting of Grupa Azoty S.A.
with its registered office in Tarnów
dated 8 October 2018

regarding the appointment of the Chairman of the Extraordinary Shareholders Meeting

The Extraordinary Shareholders Meeting of the company under business name Grupa Azoty S.A. (the "Company"), acting on the basis of Article 409 § 1 of the Code of Commercial Companies, Article 45 of the Company’s Articles of Association and § 7 item 1 of the Rules of the Annual General Meeting, hereby adopts the following:

§ 1

The Extraordinary Shareholders Meeting of the Company, hereby appoints Mr./Mrs. ………………… as the Chairman of the Extraordinary Shareholders Meeting.

§ 2

This resolution shall enter into force from the moment of its adoption.”

In a secret ballot, the cast of votes was as follows:
For: ………………………………………
Againts: ………………………………………
Abstaining: ………………………………………

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. 45 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. 42 item 3 point 2 and Art 42 item 4 point 2 of the Articles of Association, the Chairperson 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 (...).”
The Extraordinary Shareholders Meeting of the company under business name Grupa Azoty S.A. (the „Company”), acting on the basis of § 22 item 1 of the Rules of the Annual General Meeting, hereby adopts the following:

§ 1

The Extraordinary Shareholders Meeting hereby adopts the following 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.

§ 2

This resolution shall enter into force from the moment of its adoption.”

In an open ballot, the cast of votes was as follows:
For: .................................
Against: ..............................
Abstaining: ............................

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.”
„RESOLUTION NO. 3
of the Extraordinary Shareholders Meeting of Grupa Azoty S.A.
with its registered office in Tarnów
dated 8 October 2018
regarding granting consent to the acquisition of shares of Goat TopCo GmbH
with its registered office in Münster, Germany

The Extraordinary Shareholders Meeting of the company under business name Grupa Azoty S.A. (the „Company”), acting on the basis of Article 50 point 9 letter c) in conjunction with Articles 51, 32 item 1 point 18 and Article 21 item 2 point 12 of the Company’s Articles of Association, after assessment of the favourable opinion of the Supervisory Board of the Company expressed in its resolution no. 230/X/2018 dated 18 July 2018 and motion of the Management Board of the Company dated 18 July 2018 regarding granting consent to the acquisition by the Company of 25,000 (twenty five thousands) shares, constituting 100% of the share capital of Goat TopCo GmbH, Münster, Germany („Goat TopCo”), hereby adopts the following:

§ 1

The Extraordinary Shareholders Meeting of the Company hereby grants consent to the acquisition by the Company of 25,000 (twenty five thousands) shares, constituting 100% of the share capital of Goat TopCo from Goat Netherlands B.V. with its registered office in Amsterdam, Netherlands, subject to obtaining consent of the competition authorities, on the financial conditions set forth in the share purchase agreement i.e. for the price not higher than EUR 235,000,000 (two hundred thirty-five million).

§ 2

This resolution shall enter into force on the day of its adoption.”

In an open ballot, the cast of votes was as follows:
For: ..............................................
Against: ..............................................
Abstaining: ..............................................
In accordance with Article 50 point 9 letter c) of the Company’s Articles of Association, which reads as follows: “In particular, the powers of the General Meeting shall include: (...) 9) granting consent for the following legal transactions, if the market value of the subject matter of such legal transaction exceeds PLN 100,000,000 (one hundred million złoty) or 5% of the Company’s total assets: c) acquisition, purchase or sale of shares in another company”. Considering the above and the fact that purchase price of Goat TopCo exceeds PLN 100,000,000 (one hundred million złoty), adopting the resolution granting consent to the acquisition of shares of another company is fully justified.

Conclusion of the Agreement is material for the Company because taking over of Goat TopCo, forming a capital group comprising of 23 companies, including the main operational company of Compo Expert GmbH with its registered office in Münster, Germany (“Compo Expert Group”) being one of the leaders in the specialised fertilisers’ market, is consistent with Grupa Azoty’s strategy, assuming the strengthening national and international position of Grupa Azoty among the leaders of the solutions for the agricultural sector, inter alia by searching for acquisition possibilities and advanced, innovative and highly specialised, high-margining products. Compo Expert Group is largest, independent global manufacturer of specialised fertilisers with high value added, addressed to professional recipients. Compo Expert Group’s product offer will supplement the product portfolio of Grupa Azoty, by contributing advanced solutions in the field of specialised fertilisers.

The Transaction opens new possibilities for Grupa Azoty to enter into global market of specialised fertilisers, to diversify the conducted business activity, and to simultaneously acquire highly innovative technology and unique know-how. Compo Expert Group’s developed global distribution network present in almost 100 countries on five continents and its experience in establishing strategic partnerships represent potential for the future growth of the global distribution network of Grupa Azoty in the field of specialised fertilisers on foreign markets.

The Transaction is expected to result in a breakthrough in Grupa Azoty’s technology in the field of know-how relating to production, sales, research and development, product and
financial aspects that can potentially increase the Group’s operations by more than PLN 1 billion in terms of income and by more than PLN 100 million in terms of EBITDA.