Resolution No. 1
of the Extraordinary General Meeting
of Grupa Azoty S.A. of Tarnów,
dated February 25th 2019

on appointment of the Chairperson of the Extraordinary General Meeting

Acting pursuant to Art. 409.1 of the Polish Commercial Companies Code, Art. 45 of the Company’s Articles of Association and Par. 7.1 of the Rules of Procedure for the Company’s General Meeting, the Extraordinary General Meeting of Grupa Azoty S.A. resolves as follows:

SECTION 1
The Extraordinary General Meeting of Grupa Azoty S.A. hereby appoints Andrzej Leganowicz as Chairman 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: 68,887,103; shares voted as a percentage of the Company’s share capital: 69.4458056175%, total votes validly cast: 68,887,103
Votes for: 68,886,962
Votes against: 0
Abstentions: 141
Objections: none.

Andrzej Leganowicz declared that the resolution had been passed.

Resolution No. 2
of the Extraordinary General Meeting
of Grupa Azoty S.A. of Tarnów,
dated February 25th 2019

on adoption of the agenda

Acting pursuant to Par. 22.1 and Par. 22.1 of the Rules of Procedure for the General Meeting, the Extraordinary General Meeting of Grupa Azoty S.A. 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 Extraordinary General 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 the Ballot Counting Committee.

6. Changes in the composition of the Company’s Supervisory Board.

7. 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: 68,887,104; shares voted as a percentage of the Company’s share capital: 69.4458066256%; total votes validly cast: 68,887,104

Votes for: 68,887,104

Votes against: 0

Abstentions: 0

Objections: none.

The Chairperson declared that the resolution had been passed.

Resolution No. 3

of the Extraordinary General Meeting

of Grupa Azoty S.A. of Tarnów,

dated February 25th 2019

on appointment of the Ballot Counting Committee

Acting pursuant to Par. 23.3 of the Rules of Procedure for the General Meeting, the Extraordinary General Meeting of Grupa Azoty S.A. (the “Company”) resolves as follows:

SECTION 1

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.

Shares validly voted: 68,887,104; shares voted as a percentage of the Company’s share capital: 69.4458066256%; total votes validly cast: 68,887,104

Votes for: 66,168,266

Votes against: 2,718,837

Abstentions: 1

Objections: none.

The Chairperson declared that the resolution had been passed in an open ballot.
Resolution No. 4
of the Extraordinary General Meeting of
Grupa Azoty S.A. of Tarnów,
dated February 25th 2019

on adjournment of the Meeting

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

SECTION 1

The Extraordinary General Meeting held on February 25th 2019 hereby adjourns its proceedings until 11.00 am on February 26th 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.

Shares validly voted: 68,887,104; shares voted as a percentage of the Company’s share capital: 69.4458066256%; total votes validly cast: 68,887,104

Votes for: 65,557,857

Votes against: 141

Abstentions: 3,329,106.

The Chairperson declared that the resolution had been passed in an open ballot.

At this point, a shareholder raised an objection to the resolution.