RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
TO BE HELD ON FEBRUARY 25TH 2019
TO APPOINT THE CHAIRPERSON
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A.

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

SECTION 1
The Extraordinary General Meeting of Grupa Azoty S.A. hereby appoints _____________ as Chairperson of the Extraordinary General Meeting.

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

GROUND:
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. 42.3.2 and Art 42.4.2 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 (...).”
RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
TO BE HELD ON FEBRUARY 25TH 2019
TO ADOPT THE AGENDA

Acting pursuant to Par. 21 and Par. 22.1 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 of the Company adopts the following agenda for the Meeting:

1. Opening 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.

GROUNDS
The resolution is formal and procedural in nature, in accordance with:

- Par. 21 of the Rules of Procedure for the Company’s General Meeting, which reads as follows: “Having confirmed that the Meeting has the capacity to adopt resolutions, the Chairperson shall present the agenda and put it to the vote.”
- 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
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
TO BE HELD ON FEBRUARY 25TH 2019
TO APPOINT A BALLOT COUNTING COMMITTEE

Acting pursuant to Par. 23.1 (in the case of Par. 1.1)/and Par. 23.3* (in the case of Par. 1.2) 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
1. The Company’s Extraordinary General Meeting hereby appoints the Ballot Counting Committee composed of:

2. 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.

GROUNDS

The resolution is formal and procedural in nature, in accordance with Par. 23.1 of the Rules of Procedure for the Company’s General Meeting, which reads as follows: “After the resolution concerning adoption of the agenda for the General Meeting has been passed, the Chairperson of the General Meeting shall order election of the Ballot Counting Committee composed of at least two persons.”

In accordance with Par. 23.3 of the Rules of Procedure for the Company’s General Meeting, which reads as follows: “If a professional third party has been hired to provide technical and organisational support for the Meeting, the Meeting shall not elect the Ballot Counting Committee. The Ballot Counting Committee shall not be elected either when voting is carried out using a computer system. In such a case the tasks of the Ballot Counting Committee shall be performed by the person(s) responsible for conducting the vote using the computer system.”

* Depending on the chosen option for the resolution: (Par. 1.1) or (Par. 1.2).
RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON FEBRUARY 25TH 2019
ON CHANGES IN THE COMPOSITION OF THE SUPERVISORY BOARD
OF GRUPA AZOTY S.A.

Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Art. 50.6 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Company’s Extraordinary General Meeting resolves as follows:

SECTION 1

The Extraordinary General Meeting hereby removes .................................................. from the Supervisory Board of the tenth term of office

SECTION 2

This Resolution shall become effective as of its date.

Shares validly voted: ........; shares validly voted as a percentage of the Company’s share capital:.......%.

Total votes validly cast: ...........

Number of votes cast in favour ....................... , number of votes cast against ....................... , number of abstaining votes ....................... 

Grounds

Pursuant to Art. 34 of the Company’s Articles of Association, the Supervisory Board of Grupa Azoty S.A. is composed of five to nine members appointed by the General Meeting for a joint three-year term of office (subject to Art. 16.2 and Art. 35 of the Company’s Articles of Association), who may be removed from office by the General Meeting at any time. The State Treasury, acting as a shareholder of Grupa Azoty S.A., submits this draft resolution to change the composition of the Company’s Supervisory Board.
RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA AZOTY S.A. OF TARNÓW
HELD ON FEBRUARY 25TH 2019
ON CHANGES IN THE COMPOSITION OF THE SUPERVISORY BOARD
OF GRUPA AZOTY S.A.

Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Art. 50.6 of the Articles of Association of Grupa Azoty S.A. (the “Company”), the Company’s Extraordinary General Meeting resolves as follows:

SECTION 1

The General Meeting hereby appoints …………………………………………… to the Supervisory Board of the tenth term of office.

SECTION 2

This Resolution shall become effective as of its date.

Shares validly voted: ........; shares validly voted as a percentage of the Company’s share capital:........%.

Total votes validly cast: .........

Number of votes cast in favour ................., number of votes cast against .................., number of abstaining votes .................

Grounds

Pursuant to Art. 34 of the Company’s Articles of Association, the Supervisory Board of Grupa Azoty S.A. is composed of five to nine members appointed by the General Meeting for a joint three-year term of office (subject to Art. 16.2 and Art. 35 of the Company’s Articles of Association), who may be removed from office by the General Meeting at any time. The State Treasury, acting as a shareholder of Grupa Azoty S.A., submits this draft resolution to change the composition of the Company’s Supervisory Board.