

RESOLUTION NO. 1
of the Extraordinary General Meeting
of Grupa Azoty S.A.
of February 1st 2016
concerning: adoption of the agenda for the Extraordinary General Meeting

“Acting pursuant to 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 Meeting.*
- 2. Appointment of the Chair of the Meeting and preparation of the attendance list.*
- 3. Confirmation that the Meeting has been properly convened and has the capacity to adopt resolutions.*
- 4. Adoption of the agenda.*
- 5. Appointment of the Ballot Counting Committee.*
- 6. Changes in the composition of the Supervisory Board of Grupa Azoty S.A.*
- 7. Current information for the Shareholders.*
- 8. Closing of the Meeting.*

Section 2

This Resolution shall become effective as of its date.”

None of those present proposed any amendments to this draft resolution.

In an **open** ballot on Resolution No. 1, **79,687,653** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-three) shares were voted, representing 80.33 % of the share capital; **79,687,653** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-three) valid votes were cast, including **79,687,653** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-three) votes in favour of the resolution, with no votes cast against it and with no abstentions.

None of those present raised any objections. The Chair of the Meeting declared that Resolution **No. 1** had been carried.

RESOLUTION NO. 2
of the Extraordinary General Meeting
of Grupa Azoty S.A.
of February 1st 2016
concerning: removal of a Member of the Company's Supervisory Board
of the 9th term of office

“Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Art. 51.6 of the Company's Articles of Association, the Extraordinary General Meeting resolves as follows:

Section 1

The Extraordinary General Meeting removes Ms Monika Kacprzyk Wojdyga from the Company's Supervisory Board of the 9th term of office.

Section 2

This Resolution shall become effective as of its date.”

None of those present proposed any amendments to this draft resolution.

In a **secret** ballot on Resolution No. 2, **79,687,652** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-two) shares were voted, representing 80.33 % of the share capital; **79,687,652** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-two) valid votes were cast, including 52,104,034 (fifty-two million, one hundred and four thousand, thirty-four) votes in favour of the resolution, 23,568,628 (twenty-three million, five hundred and sixty-eight thousand, six hundred and twenty-eight) abstaining votes, and 4,014,990 (four million, fourteen thousand, nine hundred and ninety) votes against the resolution.

None of those present raised any objections. The Chair of the Meeting declared that Resolution **No. 2** had been carried.

RESOLUTION NO. 3
of the Extraordinary General Meeting
of Grupa Azoty S.A.
of February 1st 2016
concerning: removal of a Member of the Company's Supervisory Board
of the 9th term of office

“Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Art. 51.6 of the Company's Articles of Association, the Extraordinary General Meeting resolves as follows:

Section 1

The Extraordinary General Meeting removes Mr Marek Mroczkowski from the Company's Supervisory Board of the 9th term of office.

Section 2

This Resolution shall become effective as of its date.”

None of those present proposed any amendments to this draft resolution.

In a **secret** ballot on Resolution No. **3**, **79,687,652** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-two) shares were voted, representing 80.33 % of the share capital; **79,687,652** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-two) valid votes were cast, including 52,104,035 (fifty-two million, one hundred and four thousand, thirty-five) votes in favour of the resolution, 23,568,627 (twenty-three million, five hundred and sixty-eight thousand, six hundred and twenty-seven) abstaining votes, and 4,014,990 (four million, fourteen thousand, nine hundred and ninety) votes against the resolution. None of those present raised any objections. The Chair of the Meeting declared that Resolution **No. 3** had been carried.

RESOLUTION NO. 4
of the Extraordinary General Meeting
of Grupa Azoty S.A.
of February 1st 2016
concerning: removal of a Member of the Company's Supervisory Board
of the 9th term of office

“Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Art. 51.6 of the Company's Articles of Association, the Extraordinary General Meeting resolves as follows:

Section 1

The Extraordinary General Meeting removes Mr Jacek Oblękowski from the Company's Supervisory Board of the 9th term of office.

Section 2

This Resolution shall become effective as of its date.”

None of those present proposed any amendments to this draft resolution.

In a **secret** ballot on Resolution No. 4, **79,687,652** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-two) shares were voted, representing 80.33 % of the share capital; **79,687,652** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-two) valid votes were cast, including 52,104,035 (fifty-two million, one hundred and four thousand, thirty-five) votes in favour of the resolution, 23,568,627 (twenty-three million, five hundred and sixty-eight thousand, six hundred and twenty-seven) abstaining votes, and 4,014,990 (four million, fourteen thousand, nine hundred and ninety) votes against the resolution.

None of those present raised any objections. The Chairperson of the Meeting declared that Resolution **No. 4** had been carried.

RESOLUTION NO. 5
of the Extraordinary General Meeting
of Grupa Azoty S.A.
of February 1st 2016
concerning: removal of a Member of the Company's Supervisory Board
of the 9th term of office

“Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Art. 51.6 of the Company's Articles of Association, the Extraordinary General Meeting resolves as follows:

Section 1

The Extraordinary General Meeting removes Mr Ryszard Trepczyński from the Company's Supervisory Board of the 9th term of office.

Section 2

This Resolution shall become effective as of its date.”

None of those present proposed any amendments to this draft resolution.

In a **secret** ballot on Resolution No. **5**, **79,687,652** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-two) shares were voted, representing 80.33 % of the share capital; **79,687,652** (seventy-nine million, six hundred and eighty-seven thousand, six hundred and fifty-two) valid votes were cast, including 52,104,034 (fifty-two million, one hundred and four thousand, thirty-four) votes in favour of the resolution, 23,568,627 (twenty-three million, five hundred and sixty-eight thousand, six hundred and twenty-seven) abstaining votes, and 4,014,991 (four million, fourteen thousand, nine hundred and ninety-one) votes against the resolution.

None of those present raised any objections. The Chair of the Meeting declared that Resolution **No. 5** had been carried.

RESOLUTION NO. 6
of the Extraordinary General Meeting
of Grupa Azoty S.A.
of February 1st 2016
concerning: appointment of a Member of the Company's Supervisory Board
of the 9th term of office.

“Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Art. 51.6 of the Company's Articles of Association, the Extraordinary General Meeting resolves as follows:

Section 1

The Extraordinary General Meeting appoints Mr Maciej Baranowski to the Company's Supervisory Board of the 9th term of office.

Section 2

This Resolution shall become effective as of its date.”

None of those present proposed any amendments to this draft resolution.

In a **secret** ballot on Resolution No. **6, 79,686,154** (seventy-nine million, six hundred and eighty-six thousand, one hundred and fifty-four) shares were voted, representing 80.33 % of the share capital; **79,686,154** (seventy-nine million, six hundred and eighty-six thousand, one hundred and fifty-four) valid votes were cast, including 55,693,503 (fifty-two million, one hundred and four thousand, thirty-four) votes in favour of the resolution, 19,979,158 (nineteen million, nine hundred and seventy-nine thousand, one hundred and fifty-eight) abstaining votes, and 4,013,493 (four million, thirteen thousand, four hundred and ninety-three) votes against the resolution.

None of those present raised any objections. The Chair of the Meeting declared that Resolution **No. 6** had been carried.

RESOLUTION NO. 7
of the Extraordinary General Meeting
of Grupa Azoty S.A.
of February 1st 2016
concerning: appointment of a Member of the Company's Supervisory Board
of the 9th term of office.

“Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Art. 51.6 of the Company's Articles of Association, the Extraordinary General Meeting resolves as follows:

Section 1

The Extraordinary General Meeting appoints Mr Tomasz Karusewicz to the Company's Supervisory Board of the 9th term of office.

Section 2

This Resolution shall become effective as of its date.”

None of those present proposed any amendments to this draft resolution.

In a **secret** ballot on Resolution No. **7, 79,686,154** (seventy-nine million, six hundred and eighty-six thousand, one hundred and fifty-four) shares were voted, representing 80.33 % of the share capital; **79,686,154** (seventy-nine million, six hundred and eighty-six thousand, one hundred and fifty-four) valid votes were cast, including 70,768,258 (seventy million, seven hundred and sixty-eight thousand, two hundred and fifty-eight) votes in favour of the resolution, 4,904,404 (four million, nine hundred and four thousand, four hundred and four) abstaining votes, and 4,013,492 (four million, thirteen thousand, four hundred and ninety-two) votes against the resolution.

None of those present raised any objections.

The Chair of the Meeting declared that Resolution **No. 7** had been carried.

RESOLUTION NO. 8
of the Extraordinary General Meeting
of Grupa Azoty S.A.
of February 1st 2016
concerning: appointment of the Chair of the Company's Supervisory Board
of the 9th term of office.

“Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Art. 51.6 of the Company's Articles of Association, the Extraordinary General Meeting resolves as follows:

Section 1

The Extraordinary General Meeting appoints Mr Przemysław Lis as the Chair of the Company's Supervisory Board of the 9th term of office.

Section 2

This Resolution shall become effective as of its date.”

None of those present proposed any amendments to this draft resolution.

In a **secret** ballot on Resolution No. **8**, **79,686,154** (seventy-nine million, six hundred and eighty-six thousand, one hundred and fifty-four) shares were voted, representing 80.33 % of the share capital; **79,686,154** (seventy-nine million, six hundred and eighty-six thousand, one hundred and fifty-four) valid votes were cast, including 55,694,922 (fifty-five million, six hundred and ninety-four thousand, nine hundred and twenty-two) votes in favour of the resolution, 19,977,739 (nineteen million, nine hundred and seventy-seven thousand, seven hundred and thirty-nine) abstaining votes, and 4,013,493 (four million, thirteen thousand, four hundred and ninety-three) votes against the resolution.

None of those present raised any objections.

The Chair of the Meeting declared that Resolution **No. 8** had been carried.

RESOLUTION NO. 9
of the Extraordinary General Meeting
of Grupa Azoty S.A.
of February 1st 2016
concerning: appointment of a Member of the Company's Supervisory Board
of the 9th term of office.

“Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Art. 51.6 of the Company's Articles of Association, the Extraordinary General Meeting resolves as follows:

Section 1

The Extraordinary General Meeting appoints Mr Bartłomiej Litwińczuk to the Company's Supervisory Board of the 9th term of office.

Section 2

This Resolution shall become effective as of its date.”

None of those present proposed any amendments to this draft resolution.

In a **secret** ballot on Resolution No. **9, 79,686,154** (seventy-nine million, six hundred and eighty-six thousand, one hundred and fifty-four) shares were voted, representing 80.33 % of the share capital; **79,686,154** (seventy-nine million, six hundred and eighty-six thousand, one hundred and fifty-four) valid votes were cast, including 55,129,162 (fifty-five million, one hundred and twenty-nine thousand, one hundred and sixty-two) votes in favour of the resolution, 20,543,499 (twenty million, five hundred and forty-three thousand, four hundred and ninety-nine) abstaining votes, and 4,013,493 (four million, thirteen thousand, four hundred and ninety-three) votes against the resolution.

None of those present raised any objections.

The Chair of the Meeting declared that Resolution **No. 9** had been carried.