

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: appointment of the Chair of the Annual General Meeting

Acting pursuant to Art. 409.1 of the Polish Commercial Companies Code, Art. 46 of the Company's Articles of Association and Par. 7.1 of the Rules of Procedure for the Company's General Meeting, the Annual General Meeting of Grupa Azoty S.A. resolves as follows:

Section 1

The Annual General Meeting of Grupa Azoty S.A. hereby appoints Mr/Ms as the Chair of the Annual General Meeting.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

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. 46 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. 43.3.2 and Art 43.4.2 of the Articles of Association, the Chair 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, order the election of the Chair of the General Meeting (...).”

RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016

concerning: adoption of the agenda for the Annual General Meeting

Acting pursuant to Par. 22.1 of the Rules of Procedure for the General Meeting, the Annual General Meeting of Grupa Azoty S.A. resolves as follows:

Section 1

The Annual General Meeting approves 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. Review of the Supervisory Board's reports on:
 - a) assessment of the separate financial statements of Grupa Azoty S.A. for the period January 1st-December 31st 2015, assessment of the Directors' Report on the Company's operations in 2015, and assessment of the Management Board's proposal concerning allocation of net profit for the financial year 2015,
 - b) assessment of the Company's fulfilment of the disclosure requirements relating to compliance with corporate governance principles in the period January 1st-December 31st 2015,
 - c) activities of the Supervisory Board and its committees in the period January 1st-December 31st 2015, and assessment of the work of the Management Board,
 - d) assessment of the Company's position in 2015, including evaluation of its internal control, risk management and compliance systems as well as the internal audit function,
 - e) assessment of the reasonableness of the Company's sponsoring, charitable and similar initiatives.
7. Review and approval of the separate financial statements of the Company for the period January 1st-December 31st 2015 and the Directors' Report on the Company's operations in the financial year 2015.
8. Adoption of a resolution on allocation of net profit for the financial year 2015.
9. Review of the Supervisory Board's report on the assessment of the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2015 and assessment of the Directors' Report on the operations of the Grupa Azoty Group in the financial year 2015.
10. Review and approval of the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2015 and the Directors' Report on the operations of the Grupa Azoty Group in the financial year 2015.
11. Adoption of resolutions to grant discharge to Members of the Management Board in respect of performance of their duties in the period January 1st-December 31st 2015.

12. Adoption of resolutions to grant discharge to Members of the Supervisory Board in respect of performance of their duties in the period January 1st-December 31st 2015.
13. Appointment of the Company's Supervisory Board of the 10th term of office and appointment of the Chairperson of the Supervisory Board.
14. Review of the proposal to grant, on a fee-basis, know-how for the application of iron catalyst at the unit for manufacturing cyclohexanone from benzene, which utilizes the Cyclopol and Cyclopol-bis processes.
15. Current information for the Shareholders.
16. Closing of the Meeting.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For:

Against:

Abstentions:

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.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: appointment of the Ballot Counting Committee [version 1]

Acting pursuant to Par. 23.1 of the Rules of Procedure for the General Meeting, the Annual General Meeting of Grupa Azoty S.A. resolves as follows:

Section 1

The Annual General Meeting of Grupa Azoty S.A. appoints the Ballot Counting Committee composed of:

.....
.....
.....

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

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 Chair of the General Meeting shall order election of the Ballot Counting Committee composed of at least two persons. A person who is not the Company's shareholder may be elected to the Ballot Counting Committee."

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: appointment of the Ballot Counting Committee [version 2]

Acting pursuant to Par. 23.3 of the Rules of Procedure for the General Meeting, the Annual General Meeting of Grupa Azoty S.A. resolves as follows:

Section 1

Considering that a professional third party has been hired to provide technical and organisational support for the General Meeting, the Annual General Meeting resolves not to appoint a Ballot Counting Committee.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

The resolution is formal and procedural in nature, 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 General Meeting, the Meeting shall not elect the Ballot Counting Committee".

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

**concerning: approval of the Company's separate financial statements for the period
January 1st-December 31st 2015**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, and Art. 51.1 and Art. 51.26 in conjunction with Art. 33.1.6 and Art. 33.1.8 of the Company's Articles of Association, having reviewed the separate financial statements of Grupa Azoty S.A. for the period January 1st-December 31st 2015 and the Supervisory Board's report on the assessment of the separate financial statements of Grupa Azoty S.A. for the period January 1st-December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting approves the separate financial statements of Grupa Azoty S.A., comprising:

- Separate statement of financial position as at December 31st 2015, showing total assets and total equity and liabilities of PLN 5,855,947 thousand,
- Separate statement of profit or loss and other comprehensive income for the period January 1st-December 31st 2015, showing a net profit of PLN 209,055 thousand, as well as profit and loss and other comprehensive income totalling PLN 208,430 thousand,
- Separate statement of changes in equity for the financial year January 1st-December 31st 2015, showing an increase in equity of PLN 208,430 thousand,
- Separate statement of cash flows for the period January 1st-December 31st 2015, showing an increase in cash of PLN 84,511 thousand,
- Notes to the separate financial statements.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For:
Against:
Abstentions:

GROUND

The separate financial statements are subject to examination and approval by the Company's General Meeting in accordance with Art. 395.2.1 of the Commercial Companies Code, which reads as follows:

"Par. 2. The agenda of the general meeting should include:

1) examination and approval of the directors' report on the company's operations and of the financial statements for the previous financial year."

The separate financial statements for the period January 1st–December 31st 2015 were approved by the Company's Management Board under Resolution No. 277/X/2016 of March 8th 2016.

The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 33.1.6 of the Company's Articles of Association. The Supervisory Board's resolution concerning this matter, together with the Supervisory Board's assessment of the financial statements for the previous financial year for consistency with the accounting records, documents and the actual state of affairs shall be published on the Company's website forthwith upon their preparation.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: approval of the Directors' Report on the Company's operations in the period January 1st-December 31st 2015

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Polish Commercial Companies Code, and Art. 51.1 and Art. 51.26 in conjunction with Art. 33.1.6 and Art. 33.1.8 of the Company's Articles of Association, having reviewed the Directors' Report on the Company's operations in 2015 and the Supervisory Board's report on the assessment of the Directors' Report on the Company's operations in 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting approves the Directors' Report on the Company's operations in the period January 1st-December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For:	.....
Against:	.....
Abstentions:	.....

GROUNDS

The Directors' Report on the Company's operations in the period January 1st-December 31st 2015 is subject to examination and approval by the Company's General Meeting in accordance with Art. 395.2.1 of the Commercial Companies Code, which reads as follows:

"Par. 2. The agenda of the general meeting should include:

1) examination and approval of the directors' report on the company's operations and of the financial statements for the previous financial year."

The Directors' Report on the operations of Grupa Azoty S.A. in 2015 was approved by the Company's Management Board under Resolution No. 279/X/2016 of March 8th 2016.

The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 33.1.6 of the Company's Articles of Association. The Supervisory Board's resolution concerning this matter, together with the Supervisory Board's assessment of the Directors' Report on the Company's operations in the previous financial year for consistency with the accounting records, documents and the actual state of affairs shall be published on the Company's website forthwith upon their preparation.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: allocation of net profit for the financial year 2015

Acting pursuant to Art. 395.2.2, Art 348.3 and Art. 348.4 of the Polish Commercial Companies Code, and Art. 51.3, Art. 51.4 and Art. 51.26 in conjunction with Art. 33.1.7 and Art. 33.1.8 of the Company's Articles of Association, having considered the Supervisory Board's opinion on the Management Board's proposal concerning the allocation of net profit, the Annual General Meeting resolves as follows:

Section 1

The net profit for the financial year 2015 in the amount of PLN **209,054,968.10** (two hundred and nine million, fifty-four thousand, nine hundred and sixty-eight złoty, 10/100) shall be applied towards:

- dividend for the Shareholders, in the amount of PLN 83,324,206.56 (eighty-three million, three hundred and twenty-four thousand, two hundred and six złoty, 56/100), that is PLN 0.84 per share;
- statutory reserve funds, in the amount of PLN 125,730,761.54 (one hundred and twenty-five million, seven hundred and thirty thousand, seven hundred and sixty-one złoty, 54/100).

Section 2

The dividend record date, i.e. the date on which the list of shareholders entitled to receive dividend for the financial year 2015 is determined, shall be 2016.

Section 3

The dividend payment date shall be 2016.

Section 4

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For:
Against:
Abstentions:

GROUND

The proposal concerning allocation of the net profit for the financial year 2015 is subject to examination and approval by the Company's General Meeting in accordance with Art. 395.2.2 of the Commercial Companies Code, which reads as follows:

"Par. 2. The agenda of the general meeting should include:

(...)

2) adoption of a resolution concerning allocation of profit or coverage of loss".

Grupa Azoty S.A.'s financial statements for the financial year ended December 31st 2015 show net profit in the amount of PLN 209,054,968.10 (two hundred and nine million, fifty-four thousand, nine hundred and sixty-eight zloty, 10/100).

The financial statements have been audited by an independent auditor and received a favourable audit opinion.

In line with the announced Grupa Azoty Group Strategy for 2014–2020, the Company's Management Board intends to maintain a high level of capital expenditure in the coming years, including on projects designed to increase the Group's production capacity, consolidate its market position, improve the competitiveness of its products, and facilitate the development of more innovative products, production processes and technologies.

In the Management Board's opinion, allocation of a part of the 2015 net profit to statutory reserve funds is fully justified and will support the Company's dynamic development and further efficient growth of shareholder value.

The Management Board's proposal concerning the allocation of net profit for the financial year 2015 was submitted to the Supervisory Board of Grupa Azoty S.A. for opinion, in line with Art. 33.1.7 of the Company's Articles of Association. The Supervisory Board's resolution including its opinion on the Management Board's proposal concerning the allocation of profit shall be published on the Company's website forthwith upon adoption.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

**concerning: approval of the consolidated financial statements of the Grupa Azoty Group
for the period January 1st-December 31st 2015**

Acting pursuant to Art. 395.5 of the Polish Commercial Companies Code, Art. 55.1, Art. 55.2 and Art. 63c.4 of the Polish Accountancy Act, and Art. 51.5 in conjunction with Art. 33.1.9 of the Company's Articles of Association, having reviewed the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2015 and the Supervisory Board's report on the assessment of the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting approves the consolidated financial statements of the Grupa Azoty Group for the period January 1st-December 31st 2015, comprising:

- Consolidated statement of financial position as at December 31st 2015, showing total assets and total equity and liabilities of PLN 10,777,169 thousand,
- Consolidated statement of profit or loss and other comprehensive income for the period January 1st-December 31st 2015, showing a net profit of PLN 691,848 thousand, as well as profit and loss and other comprehensive income totalling PLN 685,709 thousand,
- Consolidated statement of changes in equity for the financial year January 1st-December 31st 2015, showing an increase in equity of PLN 648,085 thousand,
- Consolidated statement of cash flows for the period January 1st-December 31st 2015, showing an increase in cash of PLN 194,541 thousand,
- Notes to the consolidated financial statements.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For:	.....
Against:	.....
Abstentions:	.....

GROUND

The consolidated financial statements are subject to examination and approval by the Company's General Meeting in accordance with Art. 395.5 of the Commercial Companies Code, which reads as follows:

"The agenda of the Annual General Meeting may also include examination and approval of the financial statements of the group within the meaning of the accountancy laws (...)."

The consolidated financial statements of the Grupa Azoty Group for the financial year 2015 were approved by the Company's Management Board under Resolution No. 278/X/2016 of March 8th 2016.

The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 33.1.9 of the Company's Articles of Association. The Supervisory Board's resolution concerning this matter, together with the Supervisory Board's assessment of the consolidated financial statements for the previous financial year for consistency with the accounting records, documents and the actual state of affairs shall be published on the Company's website forthwith upon their preparation.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

**concerning: approval of the Directors' Report on the Grupa Azoty Group's operations
in the period January 1st-December 31st 2015**

Acting pursuant to Art. 55.2a of the Polish Accountancy Act, and Art. 51.5 in conjunction with Art. 33.1.9 of the Company's Articles of Association, having reviewed the Directors' Report on the Grupa Azoty Group's operations in the period January 1st-December 31st 2015 and the Supervisory Board's report on the assessment of the Directors' Report on the Grupa Azoty Group's operations, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting approves the Directors' Report on the Grupa Azoty Group's operations in the period January 1st-December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For:
Against:
Abstentions:

GROUND

The Directors' Report on the Grupa Azoty Group's operations is subject to examination and approval by the Company's General Meeting in accordance with Art. 55.2a of the Accountancy Act, which reads as follows:

"2a. To the full-year consolidated financial statements, the directors' report on the group's operations shall be attached, prepared in accordance with the requirements referred to in Art. 49.2-3, with the proviso that in the case of information specified in Art. 49.2.5 information shall be provided on the treasury shares held by the parent, group entities and persons acting on their behalf. The directors' report on the group's operations may be integrated into a single report with the directors' report on the parent's operations."

The Directors' Report on the operations of the Grupa Azoty Group in 2015 was approved by the Company's Management Board under Resolution No. 280/X/2016 of March 8th 2016.

The document was subsequently submitted to the Supervisory Board for opinion, in line with Art. 33.1.9 of the Company's Articles of Association. The Supervisory Board's resolution concerning this matter, together with the Supervisory Board's assessment of the Directors' Report on the operations of the Grupa Azoty group in the previous financial year for consistency with the accounting records, documents and the actual state of affairs shall be

published on the Company's website forthwith upon their preparation.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Paweł Jarczewski, President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Paweł Jarczewski, President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Krzysztof Jałosiński, Vice-President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Krzysztof Jałosiński, Vice-President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUNDS

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016

concerning: grant of discharge to Mr Marek Kapłucha, Vice-President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Marek Kapłucha, Vice-President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Marian Rybak, Vice-President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Marian Rybak, Vice-President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Andrzej Skolmowski, Vice-President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Andrzej Skolmowski, Vice-President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016

concerning: grant of discharge to Mr Witold Szczypiński, Vice-President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Witold Szczypiński, Vice-President of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Artur Kopeć, Member of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Artur Kopeć, Member of the Management Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Ms Monika Kacprzyk-Wojdyga, Chairperson of the Supervisory Board of Grupa Azoty S.A., in respect of performance of her duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 of the Company's Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Ms Monika Kacprzyk-Wojdyga, Chairperson of the Supervisory Board of Grupa Azoty S.A., in respect of performance of her duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND S

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Jacek Obłękowski, Deputy Chairperson of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 of the Company's Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Jacek Obłękowski, Deputy Chairperson of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUNDS

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Ms Ewa Lis, Secretary of the Supervisory Board of Grupa Azoty S.A., in respect of performance of her duties in the period January 1st–December 22nd 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 of the Company's Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Ms Ewa Lis, Secretary of the Supervisory Board of Grupa Azoty S.A., in respect of performance of her duties in the period January 1st–December 22nd 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Robert Kapka, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 of the Company's Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Robert Kapka, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Tomasz Klikowicz, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 of the Company's Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Tomasz Klikowicz, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016

concerning: grant of discharge to Mr Artur Kucharski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 of the Company's Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Artur Kucharski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:	.....
Against:	.....
Abstentions:	.....

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Marek Mroczkowski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 of the Company's Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Marek Mroczkowski, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUNDS

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016

concerning: grant of discharge to Mr Zbigniew Paprocki, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 of the Company's Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Zbigniew Paprocki, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:	.....
Against:	.....
Abstentions:	.....

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Ryszard Trepczyński, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 of the Company's Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Ryszard Trepczyński, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period January 1st–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: grant of discharge to Mr Przemysław Lis, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period December 22nd–December 31st 2015

Acting pursuant to Art. 395.2.3 of the Polish Commercial Companies Code, and Art. 51.2 and Art. 51.26 in conjunction with Art. 33.1.21 of the Company's Articles of Association, having considered the report on the activities of the Supervisory Board of Grupa Azoty S.A. in the period January 1st–December 31st 2015, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting grants discharge to Mr Przemysław Lis, Member of the Supervisory Board of Grupa Azoty S.A., in respect of performance of his duties in the period December 22nd–December 31st 2015.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUNDS

In accordance with Art. 395.2.3 of the Commercial Companies Code and Art. 51.2 of the Company's Articles of Association, the agenda of the Annual General Meeting shall include grant of discharge to the members of the Company's governing bodies in respect of performance of their duties.

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: appointment of the Chairperson of the Company's Supervisory Board of the 10th term of office

Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code, as well as Art. 37.1 and Art. 51.6 of the Company's Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting appoints Mr/Ms to the Company's Supervisory Board of the 10th term of office as the Chairperson of the Supervisory Board.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUNDS

This resolution is adopted, because the 9th term of office of the Supervisory Board of Grupa Azoty S.A. has expired.

Pursuant to Art. 385.1 of the Commercial Companies Code, "the supervisory board shall consist of at least three and in a public company of at least five members appointed and removed by the general meeting."

In accordance with Art. 51.6 of the Company's Articles of Association, the powers of the General Meeting include "appointment and removal of Supervisory Board members, including the Chairperson of the Supervisory Board, subject to the provisions of Art. 16.2 and Art. 36."

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: appointment of a Member of the Company's Supervisory Board of the 10th 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 Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting appoints Mr / Ms to the Company's Supervisory Board of the 10th term of office.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:
Against:
Abstentions:

GROUNDS

This resolution is adopted, because the 9th term of office of the Supervisory Board of Grupa Azoty S.A. has expired.

Pursuant to Art. 385.1 of the Commercial Companies Code, "the supervisory board shall consist of at least three and in a public company of at least five members appointed and removed by the general meeting."

In accordance with Art. 51.6 of the Company's Articles of Association, the powers of the General Meeting include "appointment and removal of Supervisory Board members, including the Chairperson of the Supervisory Board, subject to the provisions of Art. 16.2 and Art. 36."

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: appointment of a Member of the Company's Supervisory Board of the 10th term of office.

Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code, as well as Art. 36.1 and Art. 51.6 of the Company's Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting appoints Mr to the Company's Supervisory Board of the 10th term of office.

Section 2

This Resolution shall become effective as of its date.

The votes cast in a secret ballot were as follows:

For:

Against:

Abstentions:

GROUND

This resolution is adopted, because the 9th term of office of the Supervisory Board of Grupa Azoty S.A. has expired.

Pursuant to Art. 385.1 of the Commercial Companies Code, "the supervisory board shall consist of at least three and in a public company of at least five members appointed and removed by the general meeting."

In accordance with Art. 51.6 of the Company's Articles of Association, the powers of the General Meeting include "appointment and removal of Supervisory Board members, including the Chairperson of the Supervisory Board, subject to the provisions of Art. 16.2 and Art. 36."

In accordance with Art. 36.1 "In the composition of the Supervisory Board there shall be members appointed by the Company employees, pursuant to Art. 14 of the Act on Commercialisation and Privatisation."

**RESOLUTION NO.
of the Annual General Meeting
of Grupa Azoty S.A.
of June 6th 2016**

concerning: approval for granting Gujarat State Fertilizers and Chemicals Ltd., on a fee-basis, the know-how to for the application of iron catalyst at the unit for manufacturing cyclohexanone from benzene, which utilizes the Cyclopol and Cyclopol-bis processes.

Acting pursuant to Art. 51.25) of the Company's Articles of Association, the Annual General Meeting resolves as follows:

Section 1

The Annual General Meeting approves the grant by the Company to Gujarat State Fertilizers and Chemicals Ltd. (GSFC) of Vadodara, India, of a fee-based, non-exclusive and non-transferable licence for an indefinite period, for using the know-how for the application of iron catalyst at the unit for manufacturing cyclohexanone from benzene, which utilizes the Cyclopol® and Cyclopol-bis® processes, as per the Company's Management Board's proposal No. ZO/WZ/58/2016 of April 26th 2016.

Section 2

This Resolution shall become effective as of its date.

The votes cast in an open ballot were as follows:

For:
Against:
Abstentions:

GROUND

In accordance with Art. 51.25 of the Company's Articles of Association, the powers of the General Meeting include "giving consent to granting of licences or other disposition of intellectual property rights originally attributable to the Company."

The proposal was approved by the Company's Supervisory Board (Resolution No. 180/IX/2015 of May 26th 2015)

Grant of the licence will not adversely affect the Company's competitive position, and will not materially increase GSFC's caprolactam and polyamide 6 production capacities.