

The file contains:

1. Draft resolution of the Company's Extraordinary General Meeting  
to adopt the agenda of the Meeting

**RESOLUTION NO. \_\_\_\_\_**  
**OF THE EXTRAORDINARY GENERAL MEETING**  
**OF GRUPA AZOTY S.A. OF TARNÓW HELD ON**  
**16 MAY 2024 TO ADOPT THE AGENDA OF THE**  
**MEETING**

Pursuant to Section 21 and Section 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
2. Appointment of the Chair of the Meeting
3. Confirmation that the Meeting has been properly convened and has the capacity to pass resolutions
4. Adoption of the agenda
5. Voting on a resolution to abolish the secrecy of voting on the election of committees to be appointed by the Extraordinary General Meeting
6. Appointment of a Ballot Counting Committee for the Extraordinary General Meeting
7. Changes in the composition of the Company’s Supervisory Board
8. Voting on a resolution to cover the cost of convening and holding the Extraordinary General Meeting
9. Closing of the Meeting.

**Section 2**

This Resolution shall take effect upon adoption.

**STATEMENT OF REASONS:**

The General Meeting proceeds in accordance with the adopted agenda. Pursuant to Art. 44.3 of the Articles of Association of the Company, the agenda of a General Meeting is prepared by the Management Board or another entity convening the Meeting. The present Extraordinary General Meeting has been convened at the request of the State Treasury as a shareholder in the Company, including a request to place certain matters on the agenda of the General Meeting. The agenda of the present Extraordinary General Meeting as contained in this draft resolution has been prepared by the Management Board, taking into account the request of the State Treasury as a shareholder in the Company to include certain matters in the agenda.

Pursuant to Art. 404.1 of the Commercial Companies Code, no resolution may be passed on matters not included on the agenda of the General Meeting unless the entire share capital is represented at the Meeting and no objections to the adoption of such resolution are raised by any of the persons attending the Meeting.

Pursuant to Section 21 of the Rules of Procedure for the Company's General Meeting: "Having confirmed that the Meeting has the capacity to adopt resolutions, the Chair shall present the agenda and put it to the vote."; pursuant to Section 22.1 of the Rules of Procedure for the Company's General Meeting: "Decision concerning adoption of the agenda for the Meeting or introduction of changes into the agenda shall be made exclusively by the Meeting by way of a resolution." By way of a resolution, the General Meeting may change the order of items on the agenda (Art. 44.3 of the Articles of Association).