

***Resolutions of the Ordinary General Meeting  
of KGHM Polska Miedź S.A. dated 7 June 2024***

**Wording of adopted resolutions**

**Resolution No. 1/2024  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2024**

**regarding: election of the Chairman of the Ordinary General Meeting of KGHM  
Polska Miedź S.A.**

The Ordinary General Meeting of KGHM Polska Miedź S.A. resolves the following:

§ 1

Andrzej Leganowicz is hereby elected as Chairman of the Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna.

§ 2

This resolution comes into force upon its adoption.

*Number of shares on which valid votes were cast – 139 243 303 representing 69.622% of the share capital.*

*Total number of valid votes – 139 243 303,*

*including votes “for” – 138 009 548, “against” – 0 and “abstaining” – 1 233 755*

**Resolution No. 2/2024**  
**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**  
**with its registered head office in Lubin dated 7 June 2024**

**regarding: acceptance of the agenda of the Ordinary General Meeting**

The Ordinary General Meeting of KGHM Polska Miedź S.A. resolves the following:

§ 1

The following agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. is hereby accepted:

- 1) Opening of the Ordinary General Meeting.
- 2) Election of the Chairman of the Ordinary General Meeting.
- 3) Confirmation of the legality of convening the Ordinary General Meeting and its capacity to adopt resolutions.
- 4) Acceptance of the agenda of the Ordinary General Meeting.
- 5) Review of annual reports:
  - a) the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023,
  - b) the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2023, and
  - c) the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2023.
- 6) Review of the proposal of the Management Board of KGHM Polska Miedź S.A. on covering the loss for 2023 and on dividend payout, and also on setting the dividend date and the dividend payment date.
- 7) Presentation of a Report on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management in 2023 – and the opinion of the Supervisory Board of KGHM Polska Miedź S.A.
- 8) Review of the Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the financial statements of KGHM Polska Miedź S.A. for 2023, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2023 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2023.
- 9) Review of the Report of the Supervisory Board on the results of its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. regarding the covering of loss for 2023 and dividend payout.
- 10) Presentation by the Supervisory Board of:

- a) an Assessment of the company's standing for 2023 on a consolidated basis, with an evaluation of the internal control, risk management and compliance systems and of the internal audit function, with information on the actions taken by the Supervisory Board of KGHM Polska Miedź S.A. to perform this assessment,
  - b) a Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2023,
  - c) a Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2023.
- 11) Adoption of resolutions on:
- a) approval of the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023,
  - b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2023,
  - c) approval of the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2023,
  - d) covering the loss for 2023,
  - e) dividend payout from prior years' profit, setting the dividend date and the dividend payment date,
  - f) approval of the Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2023,
  - g) issuing an opinion on the report on the remuneration of Members of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2023.
- 12) Adoption of resolutions on approval of the performance of duties of individual Members of the Management Board of KGHM Polska Miedź S.A. for 2023.
- 13) Adoption of resolutions on approval of the performance of duties of individual Members of the Supervisory Board of KGHM Polska Miedź S.A. for 2023.
- 14) Adoption of a resolution on amendments to the "Remuneration Policy for the Members of the Management and Supervisory Boards of KGHM Polska Miedź S.A."
- 15) Changes in the composition of the Supervisory Board of the Company.
- 16) Closing of the Ordinary General Meeting.

## § 2

This resolution comes into force upon its adoption.

*Number of shares on which valid votes were cast – 139 243 303 representing 69.622% of the share capital.*

*Total number of valid votes – 139 243 303,*

*including votes "for" – 139 243 303, "against" – 0 and "abstaining" – 0*

**Resolution No. 3/2024**  
**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**  
**with its registered head office in Lubin dated 7 June 2024**

**regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023**

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023, and after its review, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023, consisting of:

- 1) the Separate statement of profit or loss for the period from 1 January to 31 December 2023 showing a loss for the period in the amount of **PLN 1 153 million**,
- 2) the Separate statement of comprehensive income for the period from 1 January to 31 December 2023 with a total comprehensive loss of **PLN 657 million**,
- 3) the Separate statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2023 by **PLN 498 million**, and cash and cash equivalents as at 31 December 2023 of **PLN 1 481 million**,
- 4) the Separate statement of financial position prepared as at 31 December 2023 showing total assets and total equity and liabilities of **PLN 48 896 million**,
- 5) the Separate statement of changes in equity showing equity as at 31 December 2023 in the amount of **PLN 28 818 million** and a decrease in equity for the period from 1 January to 31 December 2023 by **PLN 857 million**,
- 6) explanatory notes to the separate financial statements,

§ 2

This resolution comes into force upon its adoption.

*Number of shares on which valid votes were cast – 139 243 303 representing 69.622% of the share capital.*

*Total number of valid votes – 139 243 303,*

*including votes “for” – 138 456 746, “against” – 34 713 and “abstaining” – 751 844*

**Resolution No. 4/2024**  
**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**  
**with its registered head office in Lubin dated 7 June 2024**

**regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2023**

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2023, and after its review, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2023, consisting of:

- 1) the Consolidated statement of profit or loss for the period from 1 January to 31 December 2023 showing a loss for the period in the amount of **PLN 3 691 million**,
- 2) the Consolidated statement of comprehensive income for the period from 1 January to 31 December 2023 with a total comprehensive loss of **PLN 3 318 million**,
- 3) the Consolidated statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2023 by **PLN 506 million**, and cash and cash equivalents as at 31 December 2023 of **PLN 1 729 million**,
- 4) the Consolidated statement of financial position prepared as at 31 December 2023 showing total assets and total equity and liabilities of **PLN 51 383 million**,
- 5) the Consolidated statement of changes in equity showing equity as at 31 December 2023 in the amount of **PLN 28 630 million** and a decrease in equity for the period from 1 January to 31 December 2023 by **PLN 3 516 million**,
- 6) explanatory notes to the consolidated financial statements.

§ 2

This resolution comes into force upon its adoption.

*Number of shares on which valid votes were cast – 139 243 303 representing 69.622% of the share capital.*

*Total number of valid votes – 139 243 303,*

*including votes “for” – 138 456 746, “against” – 34 713 and “abstaining” – 751 844*

**Resolution No. 5/2024**  
**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**  
**with its registered head office in Lubin dated 7 June 2024**

**regarding: approval of the Management Board's Report on the activities of KGHM**  
**Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2023**

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2023, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2023.

§ 2

This resolution comes into force upon its adoption.

*Number of shares on which valid votes were cast – 139 243 302 representing 69.622% of the share capital.*

*Total number of valid votes – 139 243 302,*

*including votes "for" – 138 491 458, "against" – 0 and "abstaining" – 751 844*

**Resolution No. 6/2024**  
**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**  
**with its registered head office in Lubin dated 7 June 2024**

**regarding: covering the loss for 2023**

The Ordinary General Meeting of KGHM Polska Miedź S.A. following the review of the proposal of the Management Board of KGHM Polska Miedź S.A. on covering the loss for 2023 and after the earlier review of the assessment of the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby resolves to cover the loss for 2023 of KGHM Polska Miedź S.A. in the amount of **PLN 1 153 112 535.90** from the reserve capital of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

*Number of shares on which valid votes were cast – 139 243 303 representing 69.622% of the share capital.*

*Total number of valid votes – 139 243 303,  
including votes “for” – 139 243 303, “against” – 0 and “abstaining” – 0*

**Resolution No. 7/2024**  
**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**  
**with its registered head office in Lubin dated 7 June 2024**

**regarding: dividend payout from prior years' profit, setting the dividend date and the dividend payment date.**

The Ordinary General Meeting of KGHM Polska Miedź S.A. following the review of the proposal of the Management Board of KGHM Polska Miedź S.A. on dividend payout from prior years' profit and after the earlier review of the assessment of the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

§ 1

1. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby resolves that a dividend for 2023 will be paid out to shareholders in the amount of PLN 300 000 000.00, representing PLN 1.50 per share.
2. Dividend for 2023 will be paid out from prior years' profit of KGHM Polska Miedź S.A.

§ 2

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby sets the following:

- 1) a dividend date at 28 June 2024,
- 2) a dividend payment date at 16 July 2024.

§ 3

This resolution comes into force upon its adoption.

*Number of shares on which valid votes were cast – 139 243 303 representing 69.622% of the share capital.*

*Total number of valid votes – 139 243 303,*

*including votes "for" – 139 232 635, "against" – 10 668 and "abstaining" – 0*



**Resolution No. 8/2024  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2024**

**regarding: approval of the Report of the Supervisory Board of KGHM Polska Miedź  
S.A. for 2023**

The Ordinary General Meeting of KGHM Polska Miedź S.A. resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2023.

§ 2

This resolution comes into force upon its adoption.

*Number of shares on which valid votes were cast – 139 243 303 representing 69.622% of the share capital.*

*Total number of valid votes – 139 243 303,  
including votes “for” – 138 491 459, “against” – 0 and “abstaining” – 751 844*

**Resolution No. 9/2024**  
**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**  
**with its registered head office in Lubin dated 7 June 2024**

**regarding: opinion of the General Meeting of KGHM Polska Miedź S.A. on the report on the remuneration of Members of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2023**

The Ordinary General Meeting of KGHM Polska Miedź S.A., acting on the basis of art. 90g sec. 6 of the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies (hereinafter: "Act") and art. 395 § 2<sup>1</sup> of the Commercial Partnerships and Companies Code, following the review of the report on the remuneration of Members of the Management Board and Supervisory Board of KGHM Polska Miedź S.A., prepared by the Supervisory Board of KGHM Polska Miedź S.A. for 2023 (hereinafter: "Report") and reviewed by a certified auditor - PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Spółka Komandytowa, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A., gives a favourable opinion on the Report.

§ 2

This resolution comes into force upon its adoption.

*Number of shares on which valid votes were cast – 139 243 303 representing 69.622% of the share capital.*

*Total number of valid votes – 139 243 303,*

*including votes "for" – 93 869 788, "against" – 45 373 515 and "abstaining" – 0*

**Resolution No. 10/2024**  
**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**  
**with its registered head office in Lubin dated 7 June 2024**

**regarding: recess of the Ordinary General Meeting**

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 408 § 2 of *the Commercial Partnerships and Companies Code*, orders a recess of the Meeting up to 5 July 2024, 11 a.m. and determines that the Meeting after the recess will take place at the head office of the Company in Lubin.

*Number of shares on which valid votes were cast – 139 243 302 representing 69.622% of the share capital.*

*Total number of valid votes – 139 243 302,*

*including votes “for” – 101 641 853, “against” – 24 and “abstaining” – 37 601 425*

*Translation from the original Polish version.*

*In the event of differences resulting from the translation, reference should be made to the official Polish version.*