

Date: Warsaw, 4 November 2024

From: 1. **Nationale-Nederlanden Otwarty Fundusz Emerytalny** with its registered head office in Warsaw, at the address ul. Topiel 12, 00-342 Warszawa, entered into the registry of pension funds under number RFe 4 („**OFE NN**”), managed and represented by Nationale-Nederlanden Powszechne Towarzystwo Emerytalne S.A. with its registered head office in Warsaw, at the address ul. Topiel 12, 00-342 Warszawa (KRS no. 0000042153);

2. **PZU „Złota Jesień” Otwarty Fundusz Emerytalny** with its registered head office in Warsaw, at the address Rondo Ignacego Daszyńskiego, 00-843 Warszawa, entered into the registry of pension funds under number RFe 6 („**OFE PZU „Złota Jesień**”), managed and represented by Powszechne Towarzystwo Emerytalne PZU S.A. with its registered head office in Warsaw, at the address Rondo Ignacego Daszyńskiego 4, 00-843 Warszawa (KRS no. 0000040724),

3. **Generali Otwarty Fundusz Emerytalny** with its registered head office in Warsaw przy ul. Senatorskiej 18, 00-082 Warszawa, entered into the registry of pension funds under number RFe 10 („**OFE Generali**”), managed and represented by Generali Powszechne Towarzystwo Emerytalne S.A. with its registered head office in Warsaw, at the address ul. Senatorskiej 18, 00-082 Warszawa (KRS no. 0000008579).

represented by:

legal counsel Dariusz Szcześniak

DeBenedetti Majewski Szcześniak

ul. Królewska 16, 00-103 Warszawa

email: dszczesniak@dms-legal.com

To: **The Management Board of the
Company KGHM Polska Miedź S.A.**
ul. M. Skłodowskiej-Curie 48, 59-301 Lubin
wza@kghm.com
ir@kghm.com

Re: Request to convene an Extraordinary General Meeting

To Whom It May Concern,

Acting on behalf of OFE NN, OFE PZU „Złota Jesień”, OFE Generali, based on the attached proxy authority and on art. 400 § 1 of the Commercial Partnerships and Companies Code, I hereby request the convening, as soon as possible, of an Extraordinary General Meeting of the company KGHM Polska Miedź S.A. with the following agenda:

- 1) Opening of the Extraordinary General Meeting.
- 2) Election of the Chairman of the Extraordinary General Meeting.
- 3) Confirmation of the legality of convening the Extraordinary General Meeting and its capacity to adopt resolutions.
- 4) Acceptance of the agenda.
- 5) Adoption of resolutions on changes in the composition of the Supervisory Board.
- 6) Adoption of resolutions on covering costs of convening and holding the Extraordinary General Meeting.
- 7) Closing of the Extraordinary General Meeting.

JUSTIFICATION

I. LEGAL BASIS FOR THE REQUEST

Pursuant to art. 400 § 1 of the Commercial Partnerships and Companies Code, first sentence: „A shareholder or shareholders representing at least one-twentieth of the share capital may request the convening of an extraordinary general meeting and the inclusion of specified matters in the agenda of this meeting”.

The pension funds OFE NN, OFE PZU „Złota Jesień” and OFE Generali are submitting a request based on this clause and request the convening of an Extraordinary General Meeting of KGHM Polska Miedź S.A. with the agenda indicated in the wording of the request.

II. BASIS FOR SUBMITTING THE REQUEST

The pension funds OFE NN, OFE PZU „Złota Jesień” and OFE Generali are shareholders of KGHM Polska Miedź and together hold 25 407 989 shares of this company, representing 12.70% of the share capital and entitling the execution of 12.70% of the total number of votes. At the same time they hold together an interest in the share capital which enables them to request the convening of an Extraordinary General Meeting.

The petitioners hold independently the following number of shares of KGHM Polska Miedź S.A., which is confirmed in the attached depository declarations:

- OFE NN holds 12 084 377 shares, representing 6.04% of the share capital and of the total number of votes,
- OFE PZU „Złota Jesień” holds 7 274 488 shares, representing 3.63% of the share capital and of the total number of votes,
- OFE Generali holds 6 049 124 shares, representing 3.02% of the share capital and of the total number of votes.

III. JUSTIFICATION OF THE PROPOSED AGENDA

The request to include specified matters in the agenda of the nearest general meeting is the corporate and regulatory right of a shareholder representing at least one-twentieth of the share capital.

The request to include in the agenda of the meeting a point on changes in the composition of the Supervisory Board results from the authority of the General Meeting to appoint and dismiss members of the Supervisory Board of the public company and is aimed at strengthening ownership supervision by minority shareholders.

The need to adopt resolutions on covering costs of convening and holding the Extraordinary General Meeting arises from art. 400 § 4 of the Commercial Partnerships and Companies Code. Pursuant to this clause, a general meeting of the company convened at the request of a shareholder or shareholders representing at least 5% of the share capital shall adopt a resolution on whether the costs of convening and holding the General Meeting are to be covered by the Company.

IV. PROPOSED RESOLUTIONS

The petitioners hereby attach to this request the proposed resolutions, comprising the proposed items in the agenda.

legal counsel Dariusz Szcześniak

The appropriate signatures on the original Polish document

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

Attached:

1. Proposed resolutions for the Extraordinary General Meeting
2. Proxy authority
3. Extract from the RFe regarding OFE NN
4. Current extract from the KRS (National Companies Register) of Nationale-Nederlanden Powszechne Towarzystwo Emerytalne S.A.
5. Depository declaration of OFE NN
6. Extract from the RFe regarding OFE PZU „Złota Jesień”
7. Current extract from the KRS (National Companies Register) of Powszechne Towarzystwo Emerytalne PZU S.A
8. Depository declaration of OFE PZU „Złota Jesień”
9. Extract from the RFe regarding OFE Generali
10. Current extract from the KRS (National Companies Register) of Generali Powszechne Towarzystwo Emerytalne S.A.
11. Depository declaration of OFE Generali

Appendix no. 1. Proposed resolutions for the Extraordinary General Meeting

To point 2 of the agenda:

Resolution no. [...]
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
dated [...] 2024
regarding election of the Chairman of the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting of the company KGHM Polska Miedź S.A. hereby elects [...] as Chairman of the Extraordinary General Meeting.

§ 2

This resolution comes into force upon its adoption.

To point 4 of the agenda:

Resolution no. [...]
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
dated [...] 2024
regarding acceptance of the agenda

§ 1

The Extraordinary General Meeting of the company KGHM Polska Miedź S.A. accepts the following agenda:

- 1) Opening of the Extraordinary General Meeting.
- 2) Election of the Chairman of the Extraordinary General Meeting.
- 3) Confirmation of the legality of convening the Extraordinary General Meeting and its capacity to adopt resolutions.
- 4) Acceptance of the agenda.
- 5) Adoption of resolutions on changes to the composition of the Supervisory Board.
- 6) Adoption of a resolution on covering costs of convening and holding the Extraordinary General Meeting.
- 7) Closing of the Extraordinary General Meeting.

§ 2

This resolution comes into force upon its adoption.

To point 5 of the agenda:

Resolution no. [...]
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
dated [...] 2024
regarding changes to the composition of the Supervisory Board

§ 1

The Extraordinary General Meeting of the company KGHM Polska Miedź S.A. dismisses/appoints [...] from/to the composition of the Supervisory Board of the Company.

§ 2

This resolution comes into force upon its adoption.

To point 6 of the agenda:

Resolution no. [...]
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
dated [...] 2024
regarding covering costs of convening and holding the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting of the company KGHM Polska Miedź S.A (“**the Company**”), acting on the basis of art. 400 § 4 of the Commercial Partnerships and Companies Code, resolves that the costs of convening and holding the Extraordinary General Meeting are covered by the Company.

§ 2

This resolution comes into force upon its adoption.

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

PROXY AUTHORITY

We the undersigned,

1. **Nationale-Nederlanden Otwarty Fundusz Emerytalny** with its registered head office in Warsaw, at the address ul. Topiel 12, 00-342 Warszawa, entered into the registry of pension funds under number RFe 4 („**OFE NN**”), managed and represented by Nationale-Nederlanden Powszechne Towarzystwo Emerytalne S.A. with its registered head office in Warsaw, at the address ul. Topiel 12, 00-342 Warszawa (KRS no. 0000042153);
 2. **PZU „Złota Jesień” Otwarty Fundusz Emerytalny** with its registered head office in Warsaw, at the address Rondo Ignacego Daszyńskiego, 00-843 Warszawa, entered into the registry of pension funds under number RFe 6 („**OFE PZU „Złota Jesień”**”), managed and represented by Powszechne Towarzystwo Emerytalne PZU S.A. with its registered head office in Warsaw, at the address Rondo Ignacego Daszyńskiego 4, 00-843 Warszawa (KRS no. 0000040724),
 3. **Generali Otwarty Fundusz Emerytalny** with its registered head office in Warsaw przy ul. Senatorskiej 18, 00-082 Warszawa, entered into the registry of pension funds under number RFe 10 („**OFE Generali**”), managed and represented by Generali Powszechne Towarzystwo Emerytalne S.A. with its registered head office in Warsaw, at the address ul. Senatorskiej 18, 00-082 Warszawa (KRS no. 0000008579).
- OFE NN, OFE PZU „Złota Jesień” and OFE Generali together referred to as „**the Principals**”.

Acting for the Principals we hereby grant the following proxy authority:

To Dariusz Szcześniak, legal counsel entered into the listing of legal counsels maintained by the Regional Chamber of Legal Counsels in Warsaw under number WA-3922

to:

- (a) submit on behalf of the Principals the request to convene an Extraordinary General Meeting of the company KGHM Polska Miedź S.A. with its registered head office in Lubin („**KGHM**”) comprising the following agenda:
 - 1) Opening of the Extraordinary General Meeting.
 - 2) Election of the Chairman of the Extraordinary General Meeting.
 - 3) Confirmation of the legality of convening the Extraordinary General Meeting and its capacity to adopt resolutions.
 - 4) Acceptance of the agenda.
 - 5) Adoption of resolutions on changes in the composition of the Supervisory Board.

- 6) Adoption of resolutions on covering costs of convening and holding the Extraordinary General Meeting.
- 7) Closing of the Extraordinary General Meeting.

(b) engage in all actions, factual and legal, aimed at executing the aforementioned proxy authority, i.e. submission of the request to convene an Extraordinary General Meeting of KGHM Polska Miedź S.A.

This proxy authority expires upon the delivery to KGHM of the request of the Principals regarding the convening of the Extraordinary General Meeting.

The proxy is empowered to grant additional proxy authority.

Party	Person/persons signing	Date	Signature / Electronic signature
OFE NN			
OFE PZU „Złota Jesień”			
Generali OFE			

The appropriate signatures on the original Polish document

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