

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**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**

\_\_\_\_\_ 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.

**Justification**

In accordance with § 28 sec. 1 of the Statutes of the Company, the general meeting is opened by the Chairman of the Supervisory Board of KGHM Polska Miedź S.A. or his deputy, after which a chairman is elected from among persons authorised to vote.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: acceptance of the agenda 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

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 Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024,
  - b) the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2024, 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 2024.
- 6) Review of the proposal of the Management Board of KGHM Polska Miedź S.A. on allocation of profit for 2024.
- 7) Presentation of a Report of the Management Board of KGHM Polska Miedź S.A. on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management in 2024 – and the opinion of the Supervisory Board of the Company.
- 8) Review of the Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the separate financial statements of KGHM Polska Miedź S.A. for the financial year ended on 31 December 2024, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for the financial year ended on 31 December 2024 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2024 as to their consistency with the accounts, documents and factual state.

- 9) Review of the Report of the Supervisory Board on the result of its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. on allocation of profit for 2024.
- 10) Presentation by the Supervisory Board of:
  - a) an Assessment of the Company's standing with an evaluation of the adequacy and effectiveness of the internal control, risk management and compliance systems applied in the Company, with standards or applicable practices, and of the internal audit function,
  - b) a Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2024,
  - c) a Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2024.
- 11) Adoption of resolutions on:
  - a) approval of the Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024,
  - b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2024,
  - 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 2024,
  - d) allocation of profit for 2024,
  - e) approval of the Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2024,
  - f) issuing an opinion on the Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2024.
- 12) Adoption of resolutions on the performance of duties of Members of the Management Board of the Company for 2024 and 2015.
- 13) Adoption of resolutions on the performance of duties of Members of the Supervisory Board of the Company for 2024.
- 14) Adoption of a resolution on amendments to resolution no. 33/2019 of the Ordinary General Meeting dated 7 June 2019 regarding the terms of setting the remuneration of Members of the Management Board.
- 15) Adoption of a resolution on amendments to resolution no. 34/2019 of the Ordinary General Meeting dated 7 June 2019 regarding the terms of setting the remuneration of Members of the Supervisory Board.
- 16) 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."
- 17) Closing of the Ordinary General Meeting.

## § 2

This resolution comes into force upon its adoption.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: approval of the Separate Financial Statements of KGHM Polska Miedź S.A.  
for the financial year ended 31 December 2024**

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 Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024, and after its review, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024, consisting of:

- 1) the Separate statement of profit or loss for the period from 1 January to 31 December 2024 showing a profit for the period in the amount of **PLN 2 788 million**,
- 2) the Separate statement of comprehensive income for the period from 1 January to 31 December 2024 with a total comprehensive income of **PLN 2 636 million**,
- 3) the Separate statement of cash flows showing a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2024 by **PLN 1 117 million**, and cash and cash equivalents as at 31 December 2024 of **PLN 367 million**,
- 4) the Separate statement of financial position prepared as at 31 December 2024 showing total assets and total equity and liabilities of **PLN 50 405 million**,
- 5) the Separate statement of changes in equity showing equity as at 31 December 2024 in the amount of **PLN 31 154 million** and an increase in equity for the period from 1 January to 31 December 2024 by **PLN 2 336 million**,
- 6) explanatory notes to the separate financial statements,

§ 2

This resolution comes into force upon its adoption.

## **JUSTIFICATION**

In accordance with article 52 section 2 of the Accounting Act of 29 September 1994 (unified text: Journal of Laws of 2023, item 120), the Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024 were adopted by a resolution of the Management Board of the Company No. 100/XI/2025 dated 25 March 2025 and signed by all members of the Management Board and a person responsible for accounting.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution No. 27/XI/25 dated 25 March 2025, positively evaluated the Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024 and requested their approval by the Ordinary General Meeting of KGHM Polska Miedź S.A.

In accordance with article 395 § 2 point 1 of the Commercial Partnerships and Companies Code, the aforementioned Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024 are subject to review and approval by the General Meeting of the Company.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2024**

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 2024, 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 2024, consisting of:

- 1) the Consolidated statement of profit or loss for the period from 1 January to 31 December 2024 showing a profit for the period in the amount of **PLN 2 870 million**,
- 2) the Consolidated statement of comprehensive income for the period from 1 January to 31 December 2024 with a total comprehensive income of **PLN 2 726 million**,
- 3) the Consolidated statement of cash flows showing a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2024 by **PLN 1 033 million**, and cash and cash equivalents as at 31 December 2024 of **PLN 715 million**,
- 4) the Consolidated statement of financial position prepared as at 31 December 2024 showing total assets and total equity and liabilities of **PLN 53 892 million**,
- 5) the Consolidated statement of changes in equity showing equity as at 31 December 2024 in the amount of **PLN 31 058 million** and an increase in equity for the period from 1 January to 31 December 2024 by **PLN 2 428 million**,
- 6) explanatory notes to the consolidated financial statements.

§ 2

This resolution comes into force upon its adoption.

## **JUSTIFICATION**

In accordance with article 63c sec. 3 and article 52 section 2 of the Accounting Act of 29 September 1994, the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2024 were adopted by a resolution of the Management Board No. 101/XI/2025 dated 25 March 2025 and signed by all members of the Management Board of the Company and the person responsible for accounting.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution No. 28/XI/25 dated 25 March 2025, positively evaluated the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2024 and requested their review and approval by the Ordinary General Meeting of KGHM Polska Miedź S.A.

In accordance with article 395 § 5 of the Commercial Partnerships and Companies Code, the aforementioned Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2024 are subject to review and approval by the General Meeting of the Company.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**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 2024**

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 2024, 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 2024.

§ 2

This resolution comes into force upon its adoption.

**JUSTIFICATION**

The Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2024 comprising sustainability reporting was prepared in accordance with article 49 section 1 of the Accounting Act of 29 September 1994. The Report was adopted by resolution of the Management Board of the Company No. 102/XI/2025 dated 25 March 2025.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution No. 29/XI/25 dated 25 March 2025, positively evaluated the report in terms of its compliance with the accounts and documents, as well as the factual state and requested its review and approval by the Ordinary General Meeting.



In accordance with article 395 § 2 point 1 of the Commercial Partnerships and Companies Code, the aforementioned Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2024 is subject to review and approval by the General Meeting of the Company.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: allocation of profit of KGHM Polska Miedź S.A. for 2024**

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 allocation of profit for 2024 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 transfer the Company's profit for 2024 in the amount of **PLN 2 787 596 997.52**, in its entirety, to the Company's reserve capital.

§ 2

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 2 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should adopt a resolution on allocation of the profit or on covering the loss.

The recommendation of the Management Board of KGHM Polska Miedź S.A. on allocation of profit earned in 2024 is a result of an analysis of Company's current financial capabilities in the context of advancement of the program of investments and the current and anticipated conditions on the global markets.

The assessment of the Management Board of KGHM Polska Miedź S.A. is compliant with the current Dividend Policy of KGHM Polska Miedź S.A., which provides for a balance to be maintained between the level of dividends paid out and opportunities to invest the Company's funds effectively given the current level of debt of the KGHM Polska Miedź S.A. Group.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution No. 64/XI/25 dated 15 May 2025, positively evaluated the proposal of the Management Board of KGHM Polska Miedź S.A. to the Ordinary General Meeting of KGHM Polska Miedź S.A., which is presented in the resolution No. 173/XI/2025 dated 15 May 2025 on recommendation of the Management Board of KGHM Polska Miedź S.A. on allocation of profit for 2024.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: approval of the Report of the Supervisory Board of KGHM Polska Miedź  
S.A. for 2024**

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 2024.

§ 2

This resolution comes into force upon its adoption.

**Justification**

Pursuant to art. 382 § 3 of the Commercial Partnerships and Companies Code, the special duties of the supervisory board include evaluating the reports referred to in art. 395 § 2 point 1 of the Commercial Partnerships and Companies Code.

Report of the Supervisory Board KGHM Polska Miedź S.A. for 2024 includes in its wording matters specified in the aforementioned point, as well as the results of the evaluation of financial statements of the Company and the KGHM Polska Miedź S.A. Group for 2024, report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2024 as well as the proposal of the Management Board of the Company to the Ordinary General Meeting regarding allocation of profit for 2024.

Pursuant to art. 395 § 5 of the Commercial Partnerships and Companies Code, a general meeting may review and approve the financial statements of the group as understood by the accounting act and other matters specified in art. 395 § 2 of the Commercial Partnerships and Companies Code.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution No. 66/XI/25 dated 15 May 2025, adopted the Report of the Supervisory Board for 2024 and submitted it for approval by the General Meeting.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: opinion of the Ordinary General Meeting of KGHM Polska Miedź S.A. on  
the Report on the remuneration of the Management Board and  
Supervisory Board of KGHM Polska Miedź S.A. for 2024**

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 the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2024 (hereinafter: "Report"), 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.

**Justification**

Pursuant to art. 90g sec. 1 of the Act a supervisory board of a company prepares an annual report on remuneration presenting a comprehensive review of remuneration, including all of the benefits, regardless of their form, received by individual members of the management board and supervisory board, or to which individual members of the management board and supervisory board are entitled for in the last financial year, pursuant to the remuneration policy, which is subject to a review by a certified auditor. The Company, pursuant to art. 90g sec. 6 of the Act, hereby presents to the General Meeting of KGHM Polska Miedź S.A. the report prepared by the Supervisory Board of KGHM Polska Miedź S.A. together with the review by a certified auditor - PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Spółka Komandytowa, to issue its opinion.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution No. 50/XI/25 dated 14 May 2025, adopted the Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2024 and submitted it to the General Meeting for its opinion.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Zbigniew Bryja, a Member of the  
Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Zbigniew Bryja - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Mirosław Kidoń, a Member of the  
Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby does not approve the performance of duties for 2024 of Mirosław Kidoń - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Piotr Krzyżewski, a Member of the  
Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Piotr Krzyżewski - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Mirosław Laskowski, a Member of  
the Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Mirosław Laskowski - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.



**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Iga Dorota Lis, a Member of the  
Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Iga Dorota Lis - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Marek Pietrzak, a Member of the  
Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby does not approve the performance of duties for 2024 of Marek Pietrzak - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Piotr Stryczek, a Member of the  
Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Piotr Stryczek - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Andrzej Szydło, a Member of the  
Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Andrzej Szydło - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Marek Świder, a Member of the  
Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby does not approve the performance of duties for 2024 of Marek Świder - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Mateusz Wodejko, a Member of the  
Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby does not approve the performance of duties for 2024 of Mateusz Wodejko - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Tomasz Zdzikot, a Member of the  
Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby does not approve the performance of duties for 2024 of Tomasz Zdzikot - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2015 of Mirosław Laskowski, a Member of  
the Management Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2015 of Mirosław Laskowski - a Member of the Management Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

The resolution of the Ordinary General Meeting regarding approval of performance of duties in the financial year ended 31 December 2015 of Mirosław Laskowski – a Member of the Management Board of KGHM Polska Miedź S.A., was not adopted.



**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Zbigniew Bryja, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Zbigniew Bryja – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Aleksander Cieśliński, a Member of  
the Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Aleksander Cieśliński – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Józef Czyczerski, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Józef Czyczerski – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Przemysław Darowski, a Member of  
the Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Przemysław Darowski – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Zbysław Dobrowolski, a Member of  
the Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Zbysław Dobrowolski – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Dominik Januszewski, a Member of  
the Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Dominik Januszewski – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Andrzej Kisielewicz, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Andrzej Kisielewicz – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Tadeusz Kocowski, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Tadeusz Kocowski – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.



**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Katarzyna Krupa, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Katarzyna Krupa – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Marian Noga, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Marian Noga – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Piotr Prugar, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Piotr Prugar – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Bogusław Szarek, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Bogusław Szarek – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Agnieszka Winnik-Kalemba,  
a Member of the Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Agnieszka Winnik-Kalemba – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Marek Wojtków, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Marek Wojtków – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Wojciech Zarzycki, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Wojciech Zarzycki – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Radosław Zimroz, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Radosław Zimroz – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.



**Resolution No. \_\_\_\_/2025  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: performance of duties for 2024 of Piotr Ziubroniewicz, a Member of the  
Supervisory Board of KGHM Polska Miedź S.A.**

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

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2024 of Piotr Ziubroniewicz – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_\_/2025**

**of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated \_\_\_\_ June 2025**

**regarding: amendments to the "Remuneration Policy for the Members of the  
Management and Supervisory Boards of KGHM Polska Miedź S.A."**

The Ordinary General Meeting of KGHM Polska Miedź S.A., acting on the basis of art. 90d sec. 1 and 90e sec. 4 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, resolves the following:

**§ 1**

The Ordinary General Meeting of KGHM Polska Miedź S.A. implements the following amendments to the uniform text of the "Remuneration Policy for the Members of the Management and Supervisory Boards of KGHM Polska Miedź S.A.", adopted by a resolution No. 31/2024 of the Ordinary General Meeting of KGHM Polska Miedź S.A. dated 5 July 2024:

1) in Chapter I. "Introduction":

- a) in sec. 1, the words *"unified text dated 22 February 2019 (unified text: Journal of Laws from 2022, item 2554)"* are deleted
- b) in sec. 2, the words *"unified text dated 11 September 2019 (unified text: Journal of Laws from 2020, item 1907)"* are deleted

2) in Chapter II. "Definitions and abbreviations":

- a) in sec. 3, the words *"unified text dated 22 February 2019 (unified text: Journal of Laws from 2022, item 2554)"* are deleted
- b) in sec. 4, the words *"unified text dated 11 September 2019 (unified text: Journal of Laws from 2020, item 1907)"* are deleted

3) in Chapter IV. "Remuneration principles and basic information on the principles of appointing the members of the supervisory board":

- a) in sec. 2, after the words *"the Supervisory Board"* the words *"which also takes into account work in committees of the Supervisory Board"* are added

b) sec. 3 receives the following wording:

*"3. The Members of the Supervisory Board shall receive the remuneration described in sec. 2 above, regardless of the number of meetings convened in a given month. In case of the appointment of a Member of the Supervisory Board or of the expiry of the Member's mandate within a month, the Member shall receive, as a result of serving in the function on the Supervisory Board, with due regard to sec. 4,*

*remuneration proportionally to the number of calendar days in which the function was served in the given month."*

- 4) in Chapter V. "Remuneration principles and basic information on the principles of entering into contracts with members of the management board":

- a) sec 3, point 2 letter l receives the following wording:

*"l) advancement of goals and impacts other than the ones stipulated in letters j-k, related to the sustainable development (ESG);"*

- b) in sec. 3, point 2 letter m) is added with the following wording:

*"m) ensuring equal treatment of women and men in the workplace."*

- c) sec. 4 receives the following wording:

*"4. Criteria determining the granting of the variable components of remuneration as respects the financial and non-financial results (Criteria). The Criteria are defined in each instance by the Supervisory Board when formulating each of the management goals. In particular, potential criteria for sample goals may be as follows:*

<b>Goal</b>	<b>Criterion</b>
<i>an increase in the Company's value</i>	<i>an increase in the Company's market capitalisation/equity ratio</i>
<i>achievement of the tasks and initiatives described in the Company's strategy, including in the ESG area</i>	<i>advancement of selected business goals as set forth in the Company's strategy</i>
<i>optimisation of the Company's operating costs</i>	<i>a decrease in specified costs categories in the period/ a decrease in unit production costs</i>
<i>achievement of the EBITDA level set forth in the Budget for a given financial year</i>	<i>achievement of the EBITDA level</i>
<i>maintaining the ratios referred to in borrowing agreements (Net debt/EBITDA ratio)</i>	<i>maintaining the ratios as at the balance sheet date</i>
<i>an increase in profit for the period or EBITDA</i>	<i>an increase by a specified % compared to the prior year.</i>
<i>Improvement in occupational health and safety</i>	<i>maintenance of/decrease in the accidents ratio (LTIFR) year on year / achievement of a specified initiative as regards raising the level of occupational health and safety</i>

<i>reduced environmental impact</i>	<i>reducing the emissions of certain substances to the environment/reducing emission charges</i>
<i>equal pay for women and men</i>	<i>undertaking remedial actions aimed at elimination of unjustifiable differences in pay as a result of the measurement of pay gap</i>
<i>equality in employment of women and men</i>	<i>share of women and men on individual levels of the organisational structure at recommended levels and gender equality in promotions</i>

d) in sec. 6, point 4, in the Polish version of the Policy word “może (“may”) is replaced by “mogą (“may”). The English version of the Policy did not change in this regard

e) sec. 8 receives the following wording:

*“8. Information on contracts entered into with Members of the Management Board”*

5) Chapter X. “Amendments to the remuneration policy” receives the following wording:

*“1. As compared to the previously binding wording of the Remuneration Policy, three significant changes were introduced:*

- 1) in chapter IV sec. 2 it was clarified that the monthly remuneration of members of the Supervisory Boards takes into account also work in committees of the Supervisory Board.*
- 2) in chapter V sec. 3 point 2 an additional management goal with a letter “m” was introduced:  
“m) ensuring equal treatment of women and men in the workplace”,*
- 3) in chapter V sec. 4, two goals/criteria as respects financial and non-financial results determining the granting of the variable components of remuneration:*
  - a) goal: equal pay for women and men  
criterion: undertaking corrective actions aimed at elimination of unjustifiable differences in pay as a result of the measurement of pay gap,*
  - b) goal: equality in employment of women and men  
criterion: share of women and men on individual levels of the organisational structure at recommended levels and gender equality in promotions.”*

6) the title of Chapter XI receives the following wording:

*“Chapter XI. Indications for and the manner of temporarily refraining from the application of the policy by the supervisory board, and elements in respect of which such refrainment may be applied. Acceptability of amendments to the policy.”*

7) Chapter XI receives the following wording:

- "1. The Company does not foresee the possibility of temporarily refraining from the application of the Remuneration Policy.*
- 2. It is acceptable to amend the Policy in terms of the amount of Fixed Remuneration of a Member of the Management Board, if there are extraordinary circumstances for such a change, concerning the company or the market in which it operates, and in particular if the company:*
  - 1) advances a consolidation program of group companies, which results in a significant change in the structure of its assets or revenues,*
  - 2) advances an investment program which significantly exceeds the value of its non-current assets,*
  - 3) advances a restructuring program with at least a 3-year time horizon, which results in a significant change in the structure of the company's assets or revenues."*

8) the title of Chapter XII receives the following wording:

*"Chapter XII. Final provisions."*

9) Chapter XII receives the following wording:

- "1. The Supervisory Board is hereby authorised to elaborate those elements of the Remuneration Policy specified in art. 90d sec. 3 point 1, sec. 4 point 1 and 4 and in sec. 5 of the Act on public offerings, within the limits imposed by the Remuneration Policy.*
- 2. Resolutions of the General Meeting on the opinion on the report on the remuneration of the Management Board and Supervisory Board Members of KGHM Polska Miedź S.A. are taken into account when amending the wording of the Remuneration Policy."*

## § 2

The Ordinary General Meeting of KGHM Polska Miedź S.A. resolves to adopt a **uniform text** of the *"Remuneration Policy of the Members of the Management and Supervisory Boards of KGHM Polska Miedź S.A."*, which includes amendments set forth in § 1, which is an **appendix** to this Resolution.

## § 3

This Resolution comes into force upon its adoption.

## Justification

Pursuant to art. 90e sec. 4 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, once in four years the Management Board of the Company is required to update and amend the Remuneration Policy for the Members of the

Management and Supervisory Boards of KGHM Polska Miedź S.A. (hereafter "the Policy") and submit the proposed amendments to the General Meeting.

The proposed amendments to the Policy include, in particular, new expectations of capital market participants, including, among others, shareholders. In order to meet expectations, the Remuneration Policy and remuneration principles will be linked to transparent and key business targets, in particular those related to the implementation of targets. The proposed changes also include information on the targets set, measures and criteria that constitute elements shaping the variable remuneration of the Management Board, such as:

- 1) the participation of women and men at particular levels of the organizational structure,
- 2) equal pay,
- 3) organizational culture and HR policies,
- 4) the use of inclusive language in internal communication,
- 5) the introduction of a gender balance policy, which should be developed and approved by the general meeting of the company.

At the same time, the proposed introduction of changes to the Chapter XII of the Remuneration Policy is an adjustment of the provisions to the requirements of art. 90d sec. 6 of the Act on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies.

*Appendix to  
Proposal 37 to point 16 of the agenda*

**REMUNERATION POLICY  
FOR THE MEMBERS OF  
THE MANAGEMENT AND SUPERVISORY BOARDS  
OF KGHM POLSKA MIEDŹ S.A.**

**Lubin, June 2025**

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## CHAPTER I. INTRODUCTION.

1. Based on art. 90d of the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies, the following Remuneration Policy is hereby introduced for application in KGHM Polska Miedź S.A.
2. The manner of remunerating the Members of the Supervisory Board and of the Management Board of KGHM Polska Miedź S.A. set forth in the Remuneration Policy reflects the provisions of the Act of 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies.
3. The Remuneration Policy reflects the existing practices of KGHM Polska Miedź S.A. as regards the application of principles for remuneration of the Members of the Management Board and the Members of the Supervisory Board.
4. The Members of the Management Board of KGHM Polska Miedź S.A. are responsible for the information contained within this Remuneration Policy.

## CHAPTER II. DEFINITIONS AND ABBREVIATIONS.

The following abbreviations applied in this Remuneration Policy, indicated by capital letters, are defined as follows:

1. **Remuneration Policy/Policy** – this document together with its amendments and updates;
2. **KGHM** or **Company** – KGHM Polska Miedź S.A. with its registered head office in Lubin;
3. **Act on public offerings** – act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies;
4. **Act on the principles of setting remuneration** – act of 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies;
5. **Member of the Management Board** – member of the Management Board of KGHM Polska Miedź S.A. with its registered head office in Lubin;
6. **Management Board** – Management Board of KGHM Polska Miedź S.A. with its registered head office in Lubin;
7. **Member of the Supervisory Board** – member of the Supervisory Board of KGHM Polska Miedź S.A. with its registered head office in Lubin;
8. **Supervisory Board** – Supervisory Board of KGHM Polska Miedź S.A. with its registered head office in Lubin;
9. **Remuneration Committee** – committee established by the Supervisory Board under the Bylaws of the Supervisory Board;
10. **Statutes** – the statutes of KGHM Polska Miedź S.A. with its registered head office in Lubin;
11. **General Meeting** – the ordinary or extraordinary general meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin;
12. **ESG** – sustainable development factors: E – environmental, S – social, G – governance.

### **CHAPTER III. OBJECTIVE AND SCOPE.**

1. The subject of the Policy is the setting of the principles of remuneration of the Members of the Management Board of KGHM and of the Members of the Supervisory Board of KGHM.
2. The Remuneration Policy is aimed at advancing achievement of the business strategy of KGHM, including the sustainable development goals (ESG), as well as of the Company's long-term interests and stability.
3. The Company shall remunerate the Members of the Management Board and the Members of the Supervisory Board solely in compliance with this Remuneration Policy.

### **CHAPTER IV. REMUNERATION PRINCIPLES AND BASIC INFORMATION ON THE PRINCIPLES OF APPOINTING THE MEMBERS OF THE SUPERVISORY BOARD.**

1. In accordance with § 29 sec. 1 point 14 of the Statutes, the principles of remuneration of the Supervisory Board are set by the General Meeting.
2. The monthly remuneration of members of the Supervisory Board, which also takes into account work in committees of the Supervisory Board, is hereby set as a multiple of the assessment basis as set forth in art. 1 sec. 3 point 11 of Act on the principles of setting remuneration, as well as the following multiples:
  - 1) for the Chairperson of the Supervisory Board – 2.2;
  - 2) for other Members of the Supervisory Board – 2.0.
3. The Members of the Supervisory Board shall receive the remuneration described in sec. 2 above, regardless of the number of meetings convened in a given month. In case of the appointment of a Member of the Supervisory Board or of the expiry of the Member's mandate within a month, the Member shall receive, as a result of serving in the function on the Supervisory Board, with due regard to sec. 4, remuneration proportionally to the number of calendar days in which the function was served in the given month.
4. Remuneration shall not be paid for any month in which the Member of the Supervisory Board was not present for any of the properly-convened meetings, and in respect of which such absence was not excused. The Supervisory Board shall make a decision as to whether an absence was or was not excused at a meeting via a resolution.
5. Apart from the remuneration referred to in sec 2 above, the Supervisory Board does not receive additional elements of remuneration, including bonuses or any other monetary benefits.
6. The Members of the Supervisory Board do not enter into labour contracts, contracts of mandate, specific-task contracts nor any other contracts of a similar nature with the Company. The Members of the Supervisory Board are not covered by additional pension-disability programs nor by early retirement programs.
7. The Members of the Supervisory Board do not receive remuneration in the form of financial instruments.

8. In accordance with art. 392 § 3 of the Commercial Partnerships and Companies Code, the Members of the Supervisory Board are refunded the costs related to their work on the Supervisory Board.
9. In accordance with art. 385 § 1 in connection with art. 386 § 1 of the Commercial Partnerships and Companies Code, based on § 16 sec. 1 and sec. 2 of the Statutes of the Company, the Supervisory Board is appointed by the General Meeting for a mutual term in the office, which lasts three years.
10. The early expiry of the legal relationship between a Member of the Supervisory Board and KGHM may occur at any time in the case of the Member's dismissal by the General Meeting, their resignation or death.

## **CHAPTER V. REMUNERATION PRINCIPLES AND BASIC INFORMATION ON THE PRINCIPLES OF ENTERING INTO CONTRACTS WITH MEMBERS OF THE MANAGEMENT BOARD.**

### **1. General information**

- 1) The detailed principles which shape the remuneration of the Members of the Management Board are defined by the Supervisory Board in compliance with the Remuneration Policy.
- 2) The Supervisory Board defines the detailed principles of remuneration of the Members of the Management Board by creating templates for the contracts entered into by the Company with the Members of the Management Board.
- 3) The total remuneration of a Member of the Management Board is composed of a fixed part, comprised of monthly basic remuneration (**Fixed Remuneration**) and a variable part, comprised of supplementary remuneration for the Company's financial year (**Variable Remuneration**).
- 4) Variable Remuneration may not exceed 100% of the Fixed Remuneration due for the prior financial year.

### **2. Fixed components of the remuneration of Members of the Management Board**

- 1) The Fixed Monthly Remuneration for individual members of the Company's Management Board is within a range of seven- to fifteen times the assessment basis, as described in art. 1 sec. 3 point 11 of the Act on the principles of setting remuneration.
- 2) The Supervisory Board sets the amount of the Fixed Remuneration within the range set forth in point 1 above.

### **3. Variable components of the remuneration of Members of the Management Board**

- 1) Variable Remuneration depends on the level of achievement of the management goals set for each of the Company's financial years.
- 2) In particular, the following may serve as management goals:
  - a) an increase in the Company's value;
  - b) achievement of the tasks and initiatives described in the Company's Strategy;

- c) optimisation of the Company's operating costs;
  - d) achievement of the EBITDA level set forth in the Budget for a given financial year;
  - e) maintaining the ratios referred to in borrowing agreements (Net debt/EBITDA ratio);
  - f) improvement of economic-financial ratios other than those indicated in letters d-e;
  - g) an increase in profit for the period or EBITDA, or a positive change in the indicator growth rate of one of these results;
  - h) achievement of or change in the volume of production or sales;
  - i) achievement of or change in specified ratios, in particular profitability, financial liquidity, management efficiency or solvency;
  - j) improvement in occupational health and safety;
  - k) reduced environmental impact, including the advancement of goals set in the Climate Policy;
  - l) advancement of goals and impacts other than the ones stipulated in letters j-k, related to the sustainable development (ESG);
  - m) ensuring equal treatment of women and men in the workplace.
- 3) The management goals prerequisite to gaining the right to receive Variable Remuneration are as follows:
- a) the shaping and application of the principles of remuneration of members of the management and supervisory bodies of subsidiaries in a manner which is consistent with the principles set forth in the Act on the principles of setting remuneration;
  - b) execution of the obligations referred to in art. 17-20, art. 22 and art. 23 with due regard to art. 18a and art. 23a of the Act of 16 December 2016 on the principles of state assets management.
- 4) The management goals, the weight of these goals and objective and measurable criteria (ratios) of their achievement and settlement (KPI) for individual Members of the Management Board, are defined by the Supervisory Board.
- 5) Variable Remuneration for the prior financial year is paid to a given Member of the Management Board, following the approval by the General Meeting of the Management Board's Report on the activities of the Company and the financial statements for the prior financial year, and the granting of approval by the General Meeting for the given Management Board Member's performance of duties in the prior financial year, following submission to the Supervisory Board of a report on the achievement of the management goals in the prior financial year and contingent upon the Supervisory Board's confirmation of their achievement. The Supervisory Board, in determining the degree of achievement of the management goals, sets the amount of

**Variable** Remuneration to be paid to a given Member of the Management Board.

- 6) The Company has the right to claims for a return of the Variable Remuneration paid if, subsequent to its payment, it is determined that it was paid to the Member of the Management Board based on data which turned out to be false.

4. **Criteria determining the granting of the variable components of remuneration as respects the financial and non-financial results (Criteria)**

The Criteria are defined in each instance by the Supervisory Board when formulating each of the management goals. In particular, potential criteria for sample goals may be as follows:

Goal	Criterion
an increase in the Company's value	an increase in the Company's market capitalisation/equity ratio
achievement of the tasks and initiatives described in the Company's strategy, including in the ESG area	advancement of selected business goals as set forth in the Company's strategy
optimisation of the Company's operating costs	a decrease in specified costs categories in the period/ a decrease in unit production costs
achievement of the EBITDA level set forth in the Budget for a given financial year	achievement of the EBITDA level
maintaining the ratios referred to in borrowing agreements (Net debt/EBITDA ratio)	maintaining the ratios as at the balance sheet date
an increase in profit for the period or EBITDA	an increase by a specified % compared to the prior year.
Improvement in occupational health and safety	maintenance of/decrease in the accidents ratio (LTIFR) year on year / achievement of a specified initiative as regards raising the level of occupational health and safety
reduced environmental impact	reducing the emissions of certain substances to the environment/reducing emission charges
equal pay for women and men	undertaking remedial actions aimed at elimination of unjustifiable differences in pay as a result of the measurement of pay gap
equality in employment of	share of women and men on individual levels of

women and men	the organisational structure at recommended levels and gender equality in promotions
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5. **Ways in which the criteria as regards financial and non-financial results in terms of granting the variable components of remuneration adopted in the remuneration policy lead to achievement of the business strategy, long-term interests and stability of the Company.**

- 1) The management goals and the criteria for achieving these goals, as regards the financial and non-financial results being the basis for setting Variable Remuneration, are defined by the Supervisory Board in such a way as to support the advancement of the strategy of the KGHM Group. In particular, they should be related to the strategic goals within individual strategic pillars/areas, including key performance indicators associated with them.
- 2) Moreover, the adopted criteria:
  - a) have a positive impact on the commitment of the Members of the Management Board in fulfilling their functions in the Company;
  - b) motivate the Members of the Management Board to achieve the Company's business strategy and interests;
  - c) lead to the proper assessment of risks by the Members of the Management Board, including the assessment of risks, opportunities and impacts of the Company associated with ESG.

6. **Methods applied in determining to what extent the criteria as regards financial and non-financial results in terms of granting the variable components of remuneration were fulfilled.**

- 1) The Remuneration Committee conducts a preliminary assessment of the fulfilment of the criteria as regards financial and non-financial results in terms of granting the variable components of remuneration to individual Members of the Management Board in the evaluated financial year and submits its recommendations in this regard.
- 2) The Supervisory Board confirms fulfilment of the criteria as regards financial and non-financial results in terms of granting the right to Variable Remuneration to individual Members of the Management Board in the evaluated financial year, and sets the amount of Variable Remuneration to be granted to the Member of the Management Board.
- 3) The Remuneration Committee and Supervisory Board perform their evaluations based on the financial statements verified by the auditing firm and other documents (external and internal), depending on the indicated goals.
- 4) The Remuneration Committee and Supervisory Board may obtain necessary explanations and analyses from the Company and may utilise the support of Company employees in order to assess the fulfilment of individual criteria.

- 5) The Remuneration Committee or Supervisory Board may outsource the verification of fulfilment of individual criteria to external experts, if they consider this to be necessary.
7. **Additional components of remuneration and other monetary and non-monetary benefits to which the Members of the Management Board are entitled; costs incurred by the Company related to serving in the function.**
  - 1) The Supervisory Board, in the contract with the Member of the Management Board, defines the scope and the principles for making available technical devices and assets belonging to the Company which are required to perform the function, and may also establish limits or the means for determining the costs to be incurred by the Company in making available such devices and assets, as well as their utilisation, by a Member of the Management Board for business purposes.
  - 2) The Members of the Management Board may not receive monetary benefits other than Fixed Remuneration and Variable Remuneration.
  - 3) The Company incurs or refinances costs associated with the fulfilment by a Member of the Management Board of their function and with the performance of the management services contract to the extent required to properly perform this function and fulfil the contract.
  - 4) The Company incurs or refinances costs of individual training for a Member of the Management Board associated with the performance of the management services contract between the Member of the Management Board and the Company and the resulting obligations of the Member of the Management Board after prior consent in each instance of the Chairperson of the Supervisory Board.
  - 5) The Company, during the life of the management services contract between the Member of the Management Board and the Company, incurs the costs of civil insurance for those persons serving in management functions in the Company.
  - 6) A Member of the Management Board may also utilise other benefits, in particular such as those provided by the Company for Company management staff in relevant Company internal regulations or in resolutions of the Company's bodies – with the proviso that the Supervisory Board sets the principles for the granting or utilisation of such benefits by a Member of the Management Board by way of resolutions.
  - 7) The Members of the Management Board may participate in the Employee Pension Program (EPP) under the terms of the Collective Agreement entered into in Lubin on 27 June 2005 between KGHM Polska Miedź S.A. and Employee Representation involving the Employee Pension Program. The EPP is conducted in the form of employee contributions to an investment fund. The amount of the basic contribution financed by KGHM is 7% of

remuneration. If a Member of the Management Board joins the EPP, the amount of Fixed Remuneration of such a Member of the Management Board is set together with the amount of the basic contribution to the EPP. The Member of the Management Board may also request that the Company deduct and transfer the amount of the additional contribution from his/her Fixed Remuneration.

**8. Information on contracts entered into with Members of the Management Board**

- 1) The following contracts are entered into with a Member of the Management Board:
  - a) a management services contract for the time in which the function is served (Contract) providing for services to be performed in person, regardless of whether or not a Member of the Management Board performs the contract within the scope of their own business activities;
  - b) a non-competition contract during the life of the contract and following termination of the Contract, with the proviso that the wording of the Contract may contain the wording of the non-competition contract without the need to enter into a separate non-competition contract.
- 2) A Contract is entered into for the time during which the Member of the Management Board serves in the function on the Management Board. In the case of the expiry of a mandate, in particular in the case of death, dismissal, resignation or completion of a mandate, a Contract is terminated on the final day on which the function on the Management Board is served, with no notice period and without the need to take additional actions.
- 3) Both the Member of the Management Board and the Company have the right to immediately terminate the contract in the case of any substantial breach of the Contract by the other party. An open catalogue of substantial breaches shall be set by the Supervisory Board via a resolution setting forth the template for the management services contracts entered into by the Company with the Member of the Management Board.
- 4) Each of the Parties has the right to terminate the Contract for reasons other than those described in point 3 above, with a three-month notice period, with the proviso that if, during the notice period, there occur any events which result in termination of the Contract due to termination of service, then the Contract shall be terminated upon the termination of service in the Management Board.
- 5) The Contract reflects the obligation for the Member of the Management Board to announce any intent to serve in a function in the body of another commercial company or to acquire shares thereof, and also may provide for prohibiting serving in a function in the body of any other commercial



- company or may introduce other restrictions involving the additional activities of a Member of the Management Board.
- 6) A Member of the Management Board may not receive remuneration for fulfilling a function in a body of the Company's subsidiaries in the Group as defined under art. 4 point 14 of the Act dated 16 February 2007 on competition and consumer protection.
  - 7) The Supervisory Board shall specify in the Contract with a Member of the Management Board the bans and restrictions referred to in points 5) and 6 above, reporting obligations from adherence thereto and sanctions for improper performance.
  - 8) In case of the termination with or without notice by the Company of the Contract due to causes other than those specified in point 3 above, the Member of the Management Board may be granted compensation, in an amount not higher than 3 (three)-times the Fixed Remuneration, contingent upon the member having served in the function on the Management Board for a period of at least 12 (twelve) months prior to the termination of the Contract.
  - 9) A Member of the Management Board shall not be entitled to the compensation referred to in point 8 above in the following cases:
    - a) the Contract is terminated with or without notice or changed due to a change in the function served by the Member of the Management Board on the Management Board;
    - b) the Contract is terminated with or without notice or changed due to the appointment of the Member of the Management Board for another term on the Management Board;
    - c) appointment to the function of member of the management board in a company within the KGHM Group;
    - d) resignation from serving in the function on the Management Board.
  - 10) The Supervisory Board may enter into a non-competition contract with a Member of the Management Board which would come into force upon termination of service, with the proviso that the non-competition clause is in effect only if the Member of the Management Board serves in the function on the Management Board for a period of at least 6 (six) months.
  - 11) The signing of a non-competition contract following the termination with or without notice of a Contract is forbidden.
  - 12) The non-competition period may not exceed 6 (six) months upon termination of service of a Member of the Management Board.
  - 13) The amount of monthly compensation for adhering to the non-competition clause may not exceed the Fixed Remuneration.
  - 14) If a Member of the Management Board fails to execute or improperly executes the non-competition contract, he/she will be obliged to pay a

contractual penalty to the Company which is not lower than the amount of compensation due for the entire period in which the non-competition clause is in force.

- 15) The Supervisory Board shall specify in the non-competition contract at least the competitive activities towards the Company, the amount of compensation for adhering to the non-competition clause, the deadlines for paying out such compensation, the informational obligations of the Member of the Management Board and situations in which the non-competition clause ceases to apply, and may also set forth the Company's rights to withdraw from the non-competition contract or the rights of the parties to terminate the non-competition contract.

#### **CHAPTER VI. DESCRIPTION OF THE DECISION-MAKING PROCESS CARRIED OUT FOR THE PURPOSE OF ESTABLISHING AND IMPLEMENTING THE REMUNERATION POLICY.**

1. The Members of the Management Board are responsible for preparation of the Remuneration Policy. The Management Board, at least once every four years, is required to submit an updated Policy proposal to the General Meeting.
2. The President of the Management Board of KGHM, under official order no. PZ/32/2019 dated 18 December 2019, appointed a team for the purpose of carrying out work and activities aimed at establishment of such a Policy by the General Meeting.
3. The team referred to in sec. 2 above was appointed with persons from the following corporate divisions:
  - 1) corporate and legal affairs;
  - 2) human resources management;
  - 3) corporate supervision; and
  - 4) audit and control.
4. The team developed a draft Policy and presented it to the Company's Management Board.
5. The Management Board, following the review of the results of the team's work referred to in sec. 2 above, adopted on 20 May 2020 resolution no. 152/X/2020 on adoption of a proposed Remuneration Policy and requested the Supervisory Board to present its evaluation on a proposed resolution of the General Meeting on the establishment of the Remuneration Policy.
6. The Supervisory Board, after receiving the recommendation of the Remuneration Committee, by resolution no. 46/X/20 dated 20 May 2020 positively evaluated the presented proposed resolution of the General Meeting on acceptance of the Remuneration Policy.

## **CHAPTER VII. DESCRIPTION OF THE DECISION-MAKING PROCESS CARRIED OUT FOR THE PURPOSE OF REVIEWING, REVISING AND AMENDING THE REMUNERATION POLICY.**

1. The Management Board is responsible for ensuring that the Remuneration Policy remains up-to-date, and is obliged to present to the General Meeting, not less than every four years, a proposed update of the Policy should there occur any events of a factual or legal nature justifying such a change.
2. The President of the Management Board of KGHM, every year, within a timeframe enabling the preparation of any potential proposed amendment of the Policy and its presentation to the Ordinary General Meeting, shall appoint a team to revise the Policy and to develop any potential proposed amendments to the Policy should there occur any events of a factual or legal nature justifying such a change in the Policy.
3. The team referred to in sec. 2 above shall be appointed with persons from the following corporate divisions:
  - 1) corporate and legal affairs;
  - 2) human resources management;
  - 3) corporate supervision; and
  - 4) audit and control.
4. The team shall revise the Policy within the timeframe specified in the official order, should the occurrence of any events of a factual or legal nature justifying such an amendment in the Policy be confirmed, a proposed amended Policy shall be prepared and presented to the Company's Management Board. If the occurrence of any events of a factual or legal nature justifying such an amendment in the Policy is determined not to have transpired, the team referred to in sec. 2 above shall present to the Management Board a report on its work and its final conclusions. The Management Board shall present the report referred to in the previous sentence to the Supervisory Board.
5. The Management Board, after presenting the proposed amendments to the Policy, shall add a point to the agenda of the General Meeting regarding an amendment to the Remuneration Policy, preceded by the presentation of a proposed resolution of the General Meeting to the Supervisory Board to obtain its evaluation.
6. Any amendment of the Policy requires a resolution of the General Meeting.

## **CHAPTER VIII. IMPACT OF THE WORKING CONDITIONS AND REMUNERATION OF COMPANY EMPLOYEES OTHER THAN THE MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD ON THE REMUNERATION POLICY.**

1. The Company reflects in the Remuneration Policy the working conditions and remuneration of the Company's employees in such a way as to correlate the amount of remuneration of the Members of the Management Board and

Supervisory Board with their responsibilities resulting from the heightened risk arising from serving in their functions in the Company's bodies, as well as the impact of a Member of the Management Board's or Member of the Supervisory Board's actions or their failure to act on the Company.

2. A Member of the Management Board may utilise in particular such benefits as are provided by the Company for its management staff in relevant Company internal regulations or in resolutions adopted by the Company's bodies with due regard to the terms specified in Chapter V sec. 7 point 6 above.
3. The Members of the Management Board are entitled to participate in the Employee Pension Program under the terms specified in the Collective Agreement, as referred to in Chapter V sec. 7 point 7 above.

#### **CHAPTER IX. DESCRIPTION OF THE MEANS EMPLOYED TO AVOID CONFLICTS OF INTEREST RELATED TO THE REMUNERATION POLICY OR THE MANAGEMENT OF SUCH CONFLICTS OF INTEREST.**

1. The Remuneration Policy implements all of the requirements and restrictions set forth in the Act on the principles of setting remuneration.
2. The Members of the Supervisory Board are obliged to disclose to the Supervisory Board any relationships with Members of the Management Board which could result in a conflict of interests when applying the Remuneration Policy, in particular in the setting of management goals, the criteria for their fulfilment and assessment of the fulfilment of the criteria representing the basis for granting Variable Remuneration.
3. A Member of the Supervisory Board who, as a result of self-evaluation, has discovered the existence of a conflict of interests or a potential conflict of interests, is required to refrain from such actions or to announce such a question for deliberation by the Supervisory Board.
4. In the situation specified in sec. 3 above the Supervisory Board, by way of a resolution, shall resolve the question of participation of the Member of the Supervisory Board in specified actions related with the Remuneration Policy.

#### **CHAPTER X. AMENDMENTS TO THE REMUNERATION POLICY.**

1. As compared to the previously binding wording of the Remuneration Policy, three significant changes were introduced:
  - 1) in chapter IV sec. 2 it was clarified that the monthly remuneration of members of the Supervisory Boards takes into account also work in committees of the Supervisory Board.
  - 2) in chapter V sec. 3 point 2 an additional management goal with a letter "m" was introduced:  
*"m) ensuring equal treatment of women and men in the workplace",*

- 3) in chapter V sec. 4, two goals/criteria as respects financial and non-financial results determining the granting of the variable components of remuneration:
  - a) goal: equal pay for women and men  
criterion: undertaking corrective actions aimed at elimination of unjustifiable differences in pay as a result of the measurement of pay gap,
  - b) goal: equality in employment of women and men  
criterion: share of women and men on individual levels of the organisational structure at recommended levels and gender equality in promotions.

#### **CHAPTER XI. INDICATIONS FOR AND THE MANNER OF TEMPORARILY REFRAINING FROM THE APPLICATION OF THE POLICY BY THE SUPERVISORY BOARD, AND ELEMENTS IN RESPECT OF WHICH SUCH REFRAINMENT MAY BE APPLIED. ACCEPTABILITY OF AMENDMENTS TO THE POLICY.**

1. The Company does not foresee the possibility of temporarily refraining from the application of the Remuneration Policy.
2. It is acceptable to amend the Policy in terms of the amount of Fixed Remuneration of a Member of the Management Board, if there are extraordinary circumstances for such a change, concerning the company or the market in which it operates, and in particular if the company:
  - 1) advances a consolidation program of group companies, which results in a significant change in the structure of its assets or revenues,
  - 2) advances an investment program which significantly exceeds the value of its non-current assets,
  - 3) advances a restructuring program with at least a 3-year time horizon, which results in a significant change in the structure of the company's assets or revenues.

#### **CHAPTER XII. FINAL PROVISIONS.**

1. The Supervisory Board is hereby authorised to elaborate those elements of the Remuneration Policy specified in art. 90d sec. 3 point 1, sec. 4 point 1 and 4 and in sec. 5 of the Act on public offerings, within the limits imposed by the Remuneration Policy.
2. Resolutions of the General Meeting on the opinion on the report on the remuneration of the Management Board and Supervisory Board Members of KGHM Polska Miedź S.A. are taken into account when amending the wording of the Remuneration Policy.