

FORM
FOR VOTING THROUGH A PROXY

Use of this form is solely within the prerogative of the shareholder and is not a prerequisite for voting by a proxy. This form contains instructions for the casting of votes by a proxy, and does not supersede the proxy authority granted to a proxy by a shareholder.

The shareholder indicates his instructions by placing an „X” in the appropriate box. If the box marked „Other” is filled in, the shareholder should provide instructions as to the manner of voting by the proxy.

In a case where the shareholder decides to cast their votes in a non-unified manner, the shareholder is requested to indicate in the box provided the number of shares for which the proxy is to cast a vote of „for”, „against” or „abstain”. If no such number is indicated, it will be assumed that the proxy is authorised to vote all of the shares owned by the shareholder in the prescribed manner.

It should be noted that the proposed resolutions included in these instructions may differ from the proposed resolutions voted on at the Ordinary General Meeting. In such a case, in order to avoid doubt as to the manner of voting by the proxy, it is recommended that in the box marked „Other” the manner in which the proxy should act in this situation be described.

The Company also wishes to add that it will not verify whether the manner of voting of a proxy is consistent with the instructions of the shareholder. Consequently, voting instructions need not be provided to the Company.

TO: _____
(name / proxy firm)

SHAREHOLDER _____
(name / shareholder's firm)

FORM
FOR VOTING THROUGH A PROXY

The Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin convened for 18 June 2025, at 11 AM, in Lubin, ul. Marii Skłodowskiej-Curie 48 in Jan Wyżykowski Hall.

1. Point 2 of the agenda.

Proposed resolution

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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. Adoption of resolutions regarding amendments to the Statutes of KGHM Polska Miedź S.A. of a clarifying, editorial and organisational nature as regards the general provisions and those relating to the Company's bodies.
18. Closing of the Ordinary General Meeting.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
	<input type="checkbox"/> Objections raised		
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
	<input type="checkbox"/> Objections raised		
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy’s discretion
	<input type="checkbox"/> Objections raised		
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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 § 2¹ 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
	<input type="checkbox"/> Objections raised		
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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:

Goal	Criterion
<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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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: introduction of amendments to the Statutes of the Company regarding the general provisions and editorial changes

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, resolves as follows:

§ 1

The following amendments are made to the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin" (hereafter: "Statutes"):

- 1) **In § 2 of the Statutes, sec. 2 is added after sec. 1 with the following wording:**
"2. The duration of the Company shall be indefinite."
- 2) **In § 3 sec. 2 of the Statutes after the word "enterprises" the following is removed:**
"(Journal of Laws No. 51, item 298, with later amendments)"
- 3) **§ 4 sec. 1 of the Statutes receives the following wording:**
"1. The Company shall operate on the basis of the Commercial Partnerships and Companies Code, the Act of 30 August 1996 on commercialisation and certain employee entitlements, and the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies, and on other applicable laws."
- 4) **§ 5 sec. 2 of the Statutes receives the following wording:**
"2. The Company may establish branches, plants, representative offices and other organizational entities, both in Poland and abroad."
- 5) **In § 5 of the Statutes sec. 3 and 4 are added after sec. 2 with the following wording:**
"3. The Company may be a shareholder in commercial law companies both in Poland and abroad."

4. *The Company may form companies, as well as create and participate in other organisations provided for under the law.*"
- 6) **§ 12 sec. 1 of the Statutes receives the following wording:**
"1. The Management Board of the Company shall be composed of 1 to 7 persons, appointed to a mutual term of office. The term of office of the Management Board shall be three consecutive financial years."
- 7) **In § 12 sec. 4 of the Statutes after the words "Management Board" the words:**
"of the Company" are removed.
- 8) **In § 12 sec. 4¹ of the Statutes after the words "Management Board" the words:**
"of the Company" are removed.
- 9) **In § 13 sec. 1 of the Statutes after the words "Management Board" the words:**
"of the Company" are removed.
- 10) **§ 18 sec. 1 of the Statutes receives the following wording:**
"1. The Supervisory Board should meet when the situation warrants, but in any case no less than once every two months."
- 11) **§ 19 sec. 1 of the Statutes receives the following wording:**
"1. All members of the Supervisory Board must be invited to participate in the meetings of the Supervisory Board in order for its resolutions to be valid."
- 12) **§ 19 sec. 4 of the Statutes receives the following wording:**
"4. The Supervisory Board may also adopt resolutions in written form or through the use of long-distance means of direct communication. A resolution adopted in this manner shall be valid if all members of the Supervisory Board were informed of the wording of the proposed resolution and at least half of the members of the Supervisory Board took part in the voting."
- 13) **In § 19 of the Statutes, after sec. 4 sec. 5 is added, which receives the following wording:**
"5. A member of the Supervisory Board may participate in a meeting of the Supervisory Board through the use of long-distance means of direct communication. "
- 14) **In § 22 of the Statutes, sections 3 to 5 are removed, and the current sections 6 to 8 are re-numbered respectively as 3 to 5**
- 15) **The title of Chapter V. of the Statutes receives the following wording:**
"V. ORGANISATION OF THE ENTERPRISE AND MANAGEMENT OF THE COMPANY"
- 16) **In § 31 of the Statutes, after the words "Management Board" the words:**
"of the Company" are removed.
- 17) **§ 33 sec. 2 of the Statutes receives the following wording:**

"2. The Company may create and dissolve other special-purpose funds and reserves, at the beginning of, and during, the financial year on the basis of a resolution of the General Meeting."

- 18) **In § 34 sec. 1 of the Statutes, after the words "Management Board" the words:**
"of the Company" are removed.
- 19) **In § 34 of the Statutes, sec. 2 is removed, and the current sections 3 to 4 are re-numbered respectively as 2 to 3.**
- 20) **§ 35 sec. 1 of the Statutes receives the following wording:**
"1. The means of determining how the Company's profit is to be allocated shall be through a resolution of the General Meeting."
- 21) **In § 35 sec. 5 of the Statutes, after the words "Management Board" the words:**
"of the Company" are removed.

§ 2

The Supervisory Board of KGHM Polska Miedź S.A. is hereby authorised to introduce into the text of the Statutes the following editorial changes:

- 1) the introduction of continuous numeration of editorial units of the Statutes and their consistent form,
- 2) coordinating internal references in connection with amendments in the numbering of editorial units of the Statutes,
- 3) standardizing the spelling of the same words used in the text of the Statutes by spelling the same words in each case in a uniform manner,
- 4) elimination of editorial units whose content was removed during prior amendments of the Statutes.

§ 3

This resolution comes into force at the moment of its adoption, with effect from the date of entry of changes in the register of entrepreneurs of the National Court Register.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
	<input type="checkbox"/> Objections raised		
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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: introduction of amendments to the Statutes of the Company regarding
the Management Board and the Supervisory Board**

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, resolves as follows:

§ 1

The following amendments are made to the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin" (hereafter: "Statutes"):

1) § 12 sec. 3 of the Statutes receives the following wording:

"3. The Supervisory Board appoints and recalls the members of the Management Board, including the President of the Management Board and the Vice Presidents of the Management Board. The Supervisory Board appoints the members of the Management Board following the conduct of qualification proceedings, the goal of which is to review and evaluate the qualifications of candidates and to select the best candidate for member of the Management Board, with due regard being given to sec. 5 and sec. 7 to 15 concerning the appointment or recall of an employee-elected member of the Management Board as understood by art. 16 sec. 1 of the Act dated 30 August 1996 on commercialisation and certain employee entitlements:

- 1) The Supervisory Board shall conduct qualification proceedings if circumstances arise which justify the appointment of a member of the Management Board.*
- 2) The Supervisory Board, in commencing qualification proceedings for the position of member of the Management Board, shall determine, by the adoption of a resolution, the detailed principles and manner of these proceedings, including in particular: the position being the subject of the proceedings, the time and place for accepting offers, the time and place for conducting qualification interviews, the scope of subjects to be covered during the qualification interviews and the requirements and manner of evaluation of the candidate.*
- 3) The candidate for the position of member of the Management Board should meet the requirements referred to in sections 4 and 4¹."*

2) § 12 sec. 5 the first sentence of the Statutes receives the following wording:

"5. The members of the Management Board, including any such chosen by the employees, may be recalled by the Supervisory Board prior to the expiration of their term, which in no way shall interfere with their rights arising from the legal relationship relating to their functioning as a member of the Management Board."

3) **§ 16 of the Statutes receives the following wording:**

- "1. The Supervisory Board shall be composed of 7 to 10 members. The term of office of the Supervisory Board is mutual and shall last three full financial years. In the case of elections to the Supervisory Board by group voting, the number of members of the Supervisory Board within the aforesaid limit will be set by the General Meeting.*
- 2. The General Meeting shall appoint and recall members of the Supervisory Board.*
- 3. The recalling, resignation or death of a member of the Supervisory Board elected by the employees of the Company or by employees of its subsidiaries as understood by art. 12 sec. 8 of the Act dated 30 August 1996 on commercialisation and certain employee entitlements, shall result in a supplementary election. Such election shall be ordered by the Supervisory Board within 3 weeks.*
- 4. The particular procedure in which members of the Supervisory Board elected by the employees of the Company or by employees of its subsidiaries as understood by art. 12 sec. 8 of the Act dated 30 August 1996 on commercialisation and certain employee entitlements are to be elected or recalled, shall be determined in an electoral bylaw adopted by the Supervisory Board.*
- 5. At least two members of the Supervisory Board shall meet the criteria for independence described in art. 129 sec. 3 of the Act dated 11 May 2017 on Auditors, Audit Firms and Public Supervision and in Best Practice for GPW Listed Companies, approved by the Supervisory Board of the Warsaw Stock Exchange.*
- 6. An independent member of the Supervisory Board should meet the criteria for independence defined in sec. 5, throughout his/her entire tenure. Should the Supervisory Board or Management Board be informed that an independent member of the Supervisory Board has ceased during his/her tenure to meet the criteria for independence, and should this cause the Company to fail to meet the criteria of having at least two independent members, action should be taken to ensure that the said member of the Supervisory Board submit his/her early resignation or that said member is recalled.*
- 7. Prior to being appointed to the Supervisory Board, a candidate for the position of independent member of the Supervisory Board is required to submit a declaration in writing that he/she meets the criteria for independence defined in sec. 5.*
- 8. A Member of the Supervisory Board should present to the Management Board information respecting his/her connections, of an economic, family or other nature which could have an impact on his/her position, with a shareholder in the possession of shares representing at least 5% of the number of votes at the General Meeting. This information shall be presented following appointment of the member of the Supervisory Board, as well as during his/her tenure, should any change to these circumstances occur."*

4) **§ 17 of the Statutes receives the following wording:**

"1. The first meeting of a newly-appointed Supervisory Board shall be convened no later than within fourteen days following the appointment of the new-term Supervisory Board, by:

1) the Management Board, or

2) the Chairperson of the General Meeting during which the Supervisory Board was appointed, or

3) the senior member of the newly-appointed Supervisory Board.

2. The subject of the agenda of the first meeting of the Supervisory Board is the constitution of the Supervisory Board, including in particular election of the Chairperson and the Deputy Chairperson of the Supervisory Board.

3. The Supervisory Board may dismiss the Chairperson, his/her Deputy and the Secretary at any time."

5) **§ 18 sec. 2 of the Statutes receives the following wording:**

"2. The Chairperson of the Supervisory Board or his/her Deputy shall also be obliged to convene a meeting of the Supervisory Board on the written request of either the Management Board or of a member of the Supervisory Board. The meeting should be held within two weeks of the request containing the proposed agenda being received by the Chairperson."

6) **In § 18 of the Statutes, sec. 3 is added after sec. 2 with the following wording:**

"3. The Supervisory Board may hold a meeting without being formally convened, if all of the members of the Supervisory Board express their consent to this and there are no objections voiced as regards placing individual matters on the agenda."

7) **In § 19 of the Statutes, the current sections 5 and 6 are re-numbered respectively as 6 and 7 and receive the following wording:**

"6. The adoption of a resolution in the manner prescribed in sec. 3 and 4 does not apply to the election of the Chairperson of the Supervisory Board and his/her Deputy, the appointment, recall and suspension of members of the Management Board from their duties and the lifting of such suspension.

7. The Supervisory Board shall adopt bylaws specifying its organisation and the manner in which it is to act."

8) **§ 20 sec. 2 of the Statutes receives the following wording:**

"2. In addition to matters provided for by these Statutes, the following in particular shall be the responsibility of the Supervisory Board:

1) preparing annual reports on the remuneration of members of the Management Board and the Supervisory Board,

2) preparing and submitting to the Ordinary General Meeting for its approval an annual written report for the previous financial year (report of the Supervisory Board),

3) reviewing the evaluation submitted to the Supervisory Board on the effectiveness of the internal control, risk management and compliance systems and of the internal audit function, and the report of the Management Board in this regard.

- 4) *evaluating the separate and consolidated financial statements and the report of the Management Board on the activity of the Company and the Group for the given financial year,*
- 5) *evaluating the proposals of the Management Board with respect to the allocation of profits or coverage of losses,*
- 6) *submitting to the General Meeting an annual written report on the results of the evaluations indicated in points 4 and 5,*
- 7) *submitting to the General Meeting annual requests for approval the performance of duties of the Management Board's members,*
- 8) *auditing and controlling the activity and financial condition of the Company,*
- 9) *choosing an auditing firm to conduct audits of the reports mentioned in point 1 as well as attestation of the sustainability reporting,*
- 10) *suspending from their duties for important reasons some or all of the members of the Management Board,*
- 11) *delegating a member or members of the Supervisory Board to temporarily perform the duties of members of the Management Board who are unable to carry out their duties,*
- 12) *setting the remuneration of members of the Management Board and other conditions of management services contracts, based on principles for setting the remuneration of members of the Management Board adopted by the General Meeting, with due regard to the Act of 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies,*
- 13) *approving the Bylaws of the Management Board,*
- 14) *approving the Company's annual and long-term plans of activity,*
- 15) *stating its opinion on any request of the Management Board addressed to the General Meeting,*
- 16) *expressing its consent to:*
 - a) *the purchase and sale of real estate, of perpetual usufruct or of a stake in real estate (this does not require a resolution of the General Meeting);*
 - b) *the granting of guarantees and loans to commercial entities in which the Company owns less than 1/3 of the voting rights at the General Meeting/Shareholder Meeting of such entities;*
 - c) *establishing and acceding to commercial partnerships and companies;*
 - d) *disposing of shares in subsidiaries of the Company;*
 - e) *establishing branches, companies, representative offices and other organizational or economic entities abroad;*
 - f) *obtaining or acquiring shares of another Company;*
 - g) *the establishment and liquidation of foundations;*
- 17) *appointing and recalling members of the Management Board, with due regard being given to § 12 of the Statutes of the Company,*
- 18) *expressing an opinion on investments by the Company in fixed assets, which meet one of the following conditions:*

- a) *investments having a value of more than 10% of the budget for expenditures on investments in fixed assets of the Company for a given financial year;*
 - b) *investments of more than 5% of the budget for expenditures on investments in fixed assets of the Company for a given financial year, if the investment does not meet the criteria for planned effectiveness in comparison to the accepted rate of return on equity in the Company.*
- 19) *expressing consent as regards determining the manner of voting by a representative of KGHM Polska Miedź S.A. at the Ordinary/Extraordinary General Meetings/Shareholder Meetings of companies in respect of which the Company is a parent entity pursuant to art. 4 point 3 of the Act dated 16 February 2007 on competition and consumer protection, regarding:*
- a) *the founding by a company of another company;*
 - b) *amendments in the statutes or articles of association and in the subject of a company's activities;*
 - c) *the merger, transformation, splitting, dissolution and liquidation of a company;*
 - d) *increasing or decreasing a company's share capital;*
 - e) *the disposal and lease of a company or of an organised part thereof, as well as the attachment of limited property rights to same;*
 - f) *the redemption of shares;*
 - g) *setting the remuneration of members of Management Boards and supervisory boards;*
 - h) *decisions relating to claims for redress of damage suffered during the founding of a company, or from management or supervisory activities;*
 - i) *regarding issues referred to in art. 17 of the Act dated 16 December 2016 on the principles of state assets management, with due regard to § 34 sec. 4.*
- 20) *providing an opinion on the report prepared by the Management Board on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management,*
- 21) *providing an opinion on the principles regulating sponsoring activities and evaluating the effectiveness of the Company's sponsoring activities,*
- 22) *providing an opinion on changes in the principles of disposing of non-current assets, referred to in § 33¹,*
- 23) *approving a group's remuneration policy, and*
- 24) *acceptance of a uniform text of the Company Statutes, prepared by the Management Board."*

§ 2

The Supervisory Board of KGHM Polska Miedź S.A. is hereby authorised to introduce into the text of the Statutes the following editorial changes:

- 1) the introduction of continuous numeration of editorial units of the Statutes and their consistent form,

- 2) coordinating internal references in connection with changes in the numbering of editorial units of the Statutes,
- 3) standardizing the spelling of the same words used in the text of the Statutes by spelling the same words in each case in a uniform manner,
- 4) elimination of editorial units whose content was removed during prior amendments of the Statutes.

§ 3

This resolution comes into force at the moment of its adoption, with effect from the date of entry of amendments in the register of entrepreneurs of the National Court Register.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**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: introduction of amendments to the Statutes of the Company regarding
the General Meeting**

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, resolves as follows:

§ 1

The following amendments are made to the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin" (hereafter: "Statutes"):

1) **§ 23 of the Statutes receives the following wording:**

- "1. The General Meeting may adopt resolutions only on items included on the agenda, subject to any exceptions provided for by law.*
- 2. The agenda shall be determined by the Management Board, subject to any exceptions provided for by law.*
- 3. The State Treasury may convene an Ordinary General Meeting if the Management Board did not convene it within the statutory timeframe and an Extraordinary General Meeting if it considers its convening as warranted.*
- 4. The Supervisory Board and shareholders representing at least 1/20 of the share capital may request the inclusion of certain items on the agenda at the next General Meeting.*
- 5. The request of a shareholder regarding removal of an item from the agenda or failure to consider an issue placed on the agenda, shall be submitted to a vote, but does not require the adoption of a resolution of the General Meeting."*

2) **§ 26 sec. 1 of the Statutes receives the following wording:**

- "1. Resolutions of the General Meeting shall be adopted by an absolute majority of votes cast unless legal provisions or these Statutes provide otherwise."*

3) **§ 27 sec. 1 of the Statutes receives the following wording:**

- "1. Voting shall be open. Secret ballots shall be ordered for elections and on motions for the dismissal of members of the bodies of the Company or liquidators of the*

Company, or for calling them to account, as well as in personal matters. In addition, secret ballots shall be ruled at the request of at least one shareholder present or represented at the General Meeting. The General Meeting may adopt a resolution on suspending secret voting in matters involving the election of a committee appointed by the general meeting."

4) **§ 28 of the Statutes receives the following wording:**

- "1. The General Meeting shall be opened by the Chairperson of the Supervisory Board or his/her Deputy, after which a chairperson shall be elected from among persons authorised to vote.*
- 2. The General Meeting shall adopt bylaws setting forth in detail the procedure in which meetings are to be conducted. The resolution of the General Meeting requires a 3/4 majority of votes cast.*
- 3. Members of the Supervisory Board and members of the Management Board shall be present during the General Meeting, in a composition which enables them to address the items being addressed by the General Meeting and to provide substantive answers to questions asked during the General Meeting.*
- 4. The members of the Management Board present at the Ordinary General Meeting shall present the participants of the General Meeting with the financial results of the Company as well as other important information, including nonfinancial information, contained in the financial statements subject to approval by the General Meeting. The members of the Management Board present at the General Meeting shall discuss the important events which occurred during the past financial year, shall compare the data presented with those of prior years and shall indicate the degree of achievement of the plans of the past year.*
- 5. The Management Board is obligated to ensure the presence of the certified auditor at those General Meetings whose agenda includes a review of Company financial matters."*

5) **§ 29 of the Statutes receives the following wording:**

"1. The following are the responsibilities of the General Meeting:

- 1) reviewing and approving the report of the Management Board on the Company's activities and the financial statements, including the consolidated financial statements of the Group of the Company, for the prior financial year,*
- 2) adopting resolutions on allocation of profits or coverage of losses,*
- 3) approving the performance of duties of members of the bodies of the Company,*
- 4) changing the subject of the Company's activity,*
- 5) amending the Company Statutes,*
- 6) increasing or decreasing the share capital,*
- 7) the manner and conditions for redeeming shares,*
- 8) merging, splitting and transforming the Company,*
- 9) dissolving and liquidating the Company,*
- 10) issuing convertible bonds or senior bonds,*
- 11) consenting to the disposal and lease of a company or of an organised part thereof, as well as the attachment of limited property rights to same,*

- 12) *all decisions relating to claims for redress of damage suffered during the establishment of the Company, or from management or supervisory activities,*
 - 13) *purchase of the Company's own shares, which are to be offered to employees or persons who were employed by the Company or by related companies for a period of at least three years,*
 - 14) *setting the principles for shaping the remuneration of members of the Supervisory Board in accordance with the Act dated 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies,*
 - 15) *setting the principles for shaping the remuneration of members of the Management Board in accordance with the Act dated 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies,*
 - 16) *adoption of the policy of remuneration of members of the Management Board and Supervisory Board in accordance with the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies,*
 - 17) *apart from the matters referred to in sec. 1, resolutions of the General Meeting are required for matters specified in the Commercial Partnerships and Companies Code as well as in the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies.*
2. *With the exception of the responsibilities referred to in sec. 1, point 3 and points 14 and 15, the General Meeting shall carry out the responsibilities referred to in sec. 1 at the request of the Management Board of the Company submitted together with the report or written opinion of the Supervisory Board. The opinion of the Management Board and Supervisory Board should be obtained regarding any request from shareholders in these matters. The absence of the opinion of the Management Board or Supervisory Board shall not prevent a matter from being examined.*
 3. *The matters set forth in sec. 1 points 6, 8 and 13 require a resolution of the General Meeting adopted by a 3/4 majority of votes cast."*
- 6) **§ 33¹ of the Statutes receives the following wording:**
"The General Meeting shall define, by way of resolutions, principles for disposing of components of fixed assets with a value exceeding 0.1% of total assets as defined in the Act dated 29 September 1994 on accounting, determined based on the most recently approved financial statements, unless the value of the assets disposed of does not exceed PLN 20 000."
 - 7) **§ 35 sec. 4 of the Statutes receives the following wording:**
"4. The rights date for dividends and the date for payment of dividends shall be set by the General Meeting and announced by the Management Board. Payment of dividends should be made no later than within two months of the date the resolution on allocation of profits is adopted."

The Supervisory Board of KGHM Polska Miedź S.A. is hereby authorised to introduce into the text of the Statutes the following editorial changes:

- 1) the introduction of continuous numeration of editorial units of the Statutes and their consistent form,
- 2) coordinating internal references in connection with amendments in the numbering of editorial units of the Statutes,
- 3) standardizing the spelling of the same words used in the text of the Statutes by spelling the same words in each case in a uniform manner,
- 4) elimination of editorial units whose content was removed during prior amendments of the Statutes.

§ 3

This resolution comes into force at the moment of its adoption, with effect from the date of entry of changes in the register of entrepreneurs of the National Court Register.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			