

**Resolution No. 100/XI/2025
of the Management Board of KGHM Polska Miedź S.A. dated 25 March 2025**

regarding: acceptance of the separate financial statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024

Acting on the basis of § 20 sec. 2 point 1 of the Statutes of KGHM Polska Miedź S.A. with its registered head office in Lubin as well as § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with points 4 and 15 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the following is resolved:

§ 1

The Management Board of KGHM Polska Miedź S.A. accepts the separate financial statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024, prepared in accordance with the adopted accounting policy, comprised 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 showing a gain on total comprehensive income in the amount 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

The Management Board of KGHM Polska Miedź S.A. submits the financial statements referred to in § 1 to the evaluation of the Supervisory Board of KGHM Polska Miedź S.A.

§ 3

This resolution comes into force upon its adoption.

Management Board of KGHM Polska Miedź S.A.

relevant signatures on the original

Resolution No. 101/XI/2025
of the Management Board of KGHM Polska Miedź S.A. dated 25 March 2025

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

Acting on the basis of § 20 sec. 2 point 1 of the Statutes of KGHM Polska Miedź S.A. with its registered head office in Lubin as well as § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with points 4 and 15 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the following is resolved:

§ 1

The Management Board of KGHM Polska Miedź S.A. accepts the consolidated financial statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024, prepared in accordance with the adopted accounting policy, comprised 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 showing a gain on total comprehensive income in the amount 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

The Management Board of KGHM Polska Miedź S.A. submits the financial statements referred to in § 1 to the evaluation of the Supervisory Board of KGHM Polska Miedź S.A.

§ 3

This resolution comes into force upon its adoption.

Management Board of KGHM Polska Miedź S.A.

relevant signatures on the original

**Resolution No. 102/XI/2025
of the Management Board of KGHM Polska Miedź S.A. dated 25 March 2025**

**regarding: acceptance 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**

Acting on the basis of § 20 sec. 2 point 1 of the Statutes of KGHM Polska Miedź S.A. with its registered office in Lubin and § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with sections 4 and 15 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the Management Board of KGHM Polska Miedź S.A. resolves as follows:

§ 1

The Management Board of KGHM Polska Miedź S.A. accepts the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2024, in the wording of the appendix to this resolution.

§ 2

The Management Board presents to the Supervisory Board the report aforementioned in § 1 for its evaluation by the Supervisory Board.

§ 3

This resolution comes into force upon its adoption.

Management Board of KGHM Polska Miedź S.A.

relevant signatures on the original

Resolution No. 130/XI/2025
of the Management Board of KGHM Polska Miedź S.A. dated 15 April 2025

regarding: acceptance of the „Report of the Management Board of KGHM Polska Miedź S.A. on representation expenses, expenses incurred on legal services, marketing services, public relations services, social communication services, and advisory services associated with management prepared for 2024” submitted to the Supervisory Board of KGHM Polska Miedź S.A. for its opinion and its submission to the General Meeting of KGHM Polska Miedź S.A.

Acting on the basis of:

- 1) § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with points 4 and 34 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A.,
- 2) § 1 sec. 1 point 2 of Resolution No. 120/XI/22 of the Supervisory Board of KGHM Polska Miedź S.A. dated 21 December 2022 on the manner and schedule for the Management Board to provide information specified in art. 380¹ of the Corporate Partnerships and Companies Code to the Supervisory Board in conjunction with point 5 of Appendix no. 1 to Resolution No. 120/XI/22 of the Supervisory Board of KGHM Polska Miedź S.A. dated 21 December 2022 on the manner and schedule for the Management Board to provide information specified in art. 380¹ of the Corporate Partnerships and Companies Code,
- 3) § 34 sec. 3 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin,

the following is resolved:

§ 1

The Management Board of KGHM Polska Miedź S.A. accepts the document called *„Report of the Management Board of KGHM Polska Miedź S.A. on representation expenses, expenses incurred on legal services, marketing services, public relations services, social communication services, and advisory services associated with management prepared for 2024”* being **an appendix** to this resolution, and presents it to the Supervisory Board of KGHM Polska Miedź S.A. for its opinion.

§ 2

The Management Board of KGHM Polska Miedź S.A., following the providing of an opinion by the Supervisory Board of KGHM Polska Miedź S.A. on the document referred to in § 1, shall submit it to the General Meeting of KGHM Polska Miedź S.A.

§ 3

This resolution comes into force upon its adoption.

Management Board of KGHM Polska Miedź S.A.

relevant signatures on the original

**Resolution No. 151/XI/2025
of the Management Board of KGHM Polska Miedź S.A. dated 8 May 2025**

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

Acting on the basis of § 4 sec. 2 of the Regulations of the Management Board of KGHM Polska Miedź S.A. in conjunction with points 3, 4 and 6 of Appendix no. 1 to the Regulations of the Management Board of KGHM Polska Miedź S.A. the following is resolved:

§ 1

The Management Board of KGHM Polska Miedź S.A. resolves to accept the amendments to the *"Remuneration Policy for the Members of the Management and Supervisory Boards of KGHM Polska Miedź S.A."* adopted by Resolution No. 31/2024 of the Ordinary General Meeting of KGHM Polska Miedź S.A. dated 5 July 2024 in the wording of the **appendix** to this resolution.

§ 2

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

- 1) the Remuneration Committee of the Supervisory Board of KGHM Polska Miedź S.A.
– for its recommendation as regards its review and opinion by the Supervisory Board of KGHM Polska Miedź S.A.;
- 2) the Supervisory Board of KGHM Polska Miedź S.A. – for its review and opinion by the General Meeting of KGHM Polska Miedź S.A.

§ 3

This resolution comes into force upon its adoption.

Management Board of KGHM Polska Miedź S.A.

Relevant signatures on the original

Resolution No. 173/XI/2025
of the Management Board of KGHM Polska Miedź S.A. dated 15 May 2025

regarding: submission of the proposal of the Management Board of KGHM Polska Miedź S.A. to the Ordinary General Meeting of KGHM Polska Miedź S.A. regarding the allocation of profit for 2024

Acting on the basis of § 20 sec. 2 point 2 of the Statutes of KGHM Polska Miedź S.A. with its registered office in Lubin and § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with points 2 and 4 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the Management Board of KGHM Polska Miedź S.A. resolves as follows:

§ 1

The Management Board of KGHM Polska Miedź S.A. hereby submits a proposal to the Ordinary General Meeting of KGHM Polska Miedź S.A. with the following wording:

*„It is proposed that a resolution be adopted on the allocation of profit for 2024 in the amount of **PLN 2 787 596 997.52** by transferring the entire amount of profit to the Company's reserve capital”.*

§ 2

Prior to the presentation of this proposal to the Ordinary General Meeting of KGHM Polska Miedź S.A., the Management Board shall submit this proposal to the Supervisory Board of KGHM Polska Miedź S.A. for its opinion.

§ 3

This resolution comes into force upon its adoption.

Management Board of KGHM Polska Miedź S.A.

relevant signatures on the original

Resolution No. 178/XI/2025
of the Management Board of KGHM Polska Miedź S.A. dated 22 May 2025

regarding: announcement of the Ordinary General Meeting of KGHM Polska Miedź S.A.

Acting on the basis of art. 399 § 1 of the Commercial Partnerships and Companies Code, § 23 sec. 2 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin as well as § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with point 1 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the following is resolved:

§ 1

The Management Board of KGHM Polska Miedź S.A. convenes an Ordinary General Meeting of KGHM Polska Miedź S.A. for **18 June 2025** at 11:00 a.m. CEST, which will be held at the head office of KGHM Polska Miedź S.A. in Lubin, at the address ul. M. Skłodowskiej-Curie 48 (in Jan Wyżykowski Hall) with the following agenda:

- 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

A precise description of the procedures regulating participation in the Ordinary General Meeting of KGHM Polska Miedź S.A. and the execution of voting rights, pursuant to art. 402² of the Commercial Partnerships and Companies Code, will be placed in the announcement

on the convening of the Ordinary General Meeting of KGHM Polska Miedź S.A., representing an **appendix** to this resolution.

§ 3

This resolution comes into force upon its adoption.

Management Board of KGHM Polska Miedź S.A.

relevant signatures on the original

Resolution No. 193/XI/2025
of the Management Board of KGHM Polska Miedź S.A. dated 30 May 2025

regarding: announcement of changes to the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. convened on 18 June 2025

Acting on the basis of art. 401 § 1 and 2 of the Commercial Partnerships and Companies Code as well as § 23 sec. 2 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin as well as § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with point 34 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the following is resolved:

§ 1

The Management Board of KGHM Polska Miedź S.A., as a result of the request of an entitled shareholder of the company – the State Treasury – on including in the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin convened on 18 June 2025 the following point:

„Adoption of resolutions regarding changes to the Statutes of KGHM Polska Miedź S.A. of a clarifying, editorial and organizational nature as regards the general provisions and with reference to the Company's bodies.”

hereby updates the agenda of the meeting by including the aforementioned point and announces a new agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. convened on **18 June 2025** at 11:00 a.m. CEST, which will be held at the Head Office of KGHM Polska Miedź S.A. in Lubin, at the address ul. M. Skłodowskiej-Curie 48 (in Jan Wyżykowski Hall):

- 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 on introducing changes to the Statutes of KGHM Polska Miedź S.A. of a clarifying, editorial and organizational nature as regards the general provisions and with reference to the Company's bodies.
- 18) Closing of the Ordinary General Meeting.

§ 2

The announcement of a change in the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. convened on 18 June 2025 represents an **appendix** to this resolution.

§ 3

This resolution comes into force upon its adoption.

Management Board of KGHM Polska Miedź S.A.

relevant signatures on the original