

**Announcement by the Management Board of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin on the convening of an Extraordinary General Meeting**

**1. Date, time and place of the General Meeting and detailed agenda**

The Management Board of KGHM Polska Miedź Spółka Akcyjna, with its registered head office in Lubin, at ul. Marii Skłodowskiej-Curie 48 entered into the Register of Entrepreneurs of the National Court Register by the Wrocław Fabryczna Regional Court, Section IX (Economic) of the National Court Register, entry number KRS 0000023302, tax identification number (NIP) 692-000-00-13, share capital: PLN 2 000 000 000, of which PLN 2 000 000 000 is paid, acting in accordance with art. 399 § 1 in connection with art. 400 § 1 of the Commercial Partnerships and Companies Code, hereby convenes an Extraordinary General Meeting of KGHM Polska Miedź S.A., which will take place on **18 January 2016**, beginning at 12:00 p.m. at the head office of the Company in Lubin, at the address ul. Marii Skłodowskiej-Curie 48 (in Jan Wyżykowski Hall).

**2. Agenda:**

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation of the legality of convening the General Meeting and its capacity to adopt binding resolutions.
4. Acceptance of the agenda.
5. Adoption of resolutions on changes to the composition of the Supervisory Board.
6. Closing of the General Meeting.

**3. Date of registration of participation in the General Meeting**

The date of registration of participation in the Extraordinary General Meeting is **02 January 2016** ("Date of Registration").

#### **4. Shareholders' right to participate in the General Meeting**

Only persons that were shareholders of KGHM Polska Miedź S.A. as at the Date of Registration have the right to participate in the Extraordinary General Meeting, i.e. those persons who:

- a) have registered shares of the Company on a securities account sixteen days prior to the date of the Extraordinary General Meeting (i.e. on **02 January 2016**); and
- b) no earlier than after the announcement on convening the Extraordinary General Meeting and no later than by **04 January 2016** (inclusive) request the entity which maintains their securities account to issue a registered certificate confirming the right to participate in the Extraordinary General Meeting.

It is recommended that shareholders obtain the above-mentioned certificate confirming the right to participate and have it with themselves on the day of the Extraordinary General Meeting.

#### **5. List of shareholders**

The Company shall determine the list of shareholders entitled to participate in the Extraordinary General Meeting based on the specification provided to the Company by the National Depository for Securities (KDPW).

The above-mentioned specification is prepared based on the information provided by entities maintaining shareholders securities accounts, on the basis of issued registered certificates confirming the right to participate in the General Meeting.

For three days prior to the date of the Extraordinary General Meeting, i.e. on **13,14 and 15 January 2016**, from 7.30 a.m. until 3.30 p.m., the list of shareholders entitled to participate in the Extraordinary General Meeting will be displayed for view at the Company's head office (ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, building D-4, room number 213).

Shareholders may request that the list of shareholders entitled to participate in the Extraordinary General Meeting be sent to them free of charge by e-mail by providing the

e-mail to which the list should be sent. Requests for the list of shareholders should be submitted to the head office of the Company or sent to the e-mail address: wza@kghm.com, or by fax using the number (48 76) 747 88 87. The request should be prepared in written form and signed by the shareholder or their representative and, in the case of:

- a) shareholders being individuals – should attach a copy of the registered certificate confirming the right to participate in the General Meeting,
- b) shareholders being legal entities and organisational units without legal personality, which were granted legal capacity under the law – should confirm the authorisation to act on behalf of the entity by attaching a copy of a current extract from an appropriate register or other document confirming the authority of an individual (or individuals) to represent the shareholder in the General Meeting (e.g. a continuous proxy authority), and if a proxy authority was granted by persons that are no longer registered in the current register by attaching a copy of a full extract from the register or other document authorising the granting of proxy authority by the aforementioned persons, e.g. a resolution of a shareholder's body. If a shareholder is not required to be entered into the register, his/her representatives should present other documentation confirming the existence of a principal.
- c) requests made through a proxy – should attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority), and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

## **6. Shareholders' right to request the inclusion of certain issues in the agenda of the General Meeting**

A shareholder or shareholders representing at least 1/20 of the share capital have the right to request the inclusion of certain issues in the agenda of the Extraordinary General Meeting of the Company. This request should be submitted to the Management Board of the Company no later than 21 days prior to the date of the Extraordinary

General Meeting, i.e. by **28 December 2015**. The request should include a justification or proposed resolution on the proposed point of the agenda. The request may be submitted in writing, addressed as "the General Meeting of KGHM Polska Miedź S.A." using the mailing address of the head office of the Company: ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, or in electronic form sent to the following e-mail address of the Company: [wza@kghm.com](mailto:wza@kghm.com). The Shareholder/Shareholders should provide proof of ownership of the appropriate number of shares as at the date the request is submitted, attaching to the request a registered certificate confirming the right to participate in the Extraordinary General Meeting or other document which is equivalent to the certificate, and in the case of:

- a) shareholders being individuals – should attach a copy of the registered certificate confirming the right to participate in the General Meeting,
- b) shareholders being legal entities and organisational units without legal personality, which were granted legal capacity under the law – should attach the authorisation to act on behalf of the entity by attaching a copy of a current extract from an appropriate register or other document confirming the authority of an individual (or individuals) to represent the shareholder in the General Meeting (e.g. a continuous proxy authority). If a shareholder is not required to be entered into the register, his/her representatives should attach other documentation confirming the existence of a principal.
- c) requests made through a proxy – should attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority), and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

## **7. Shareholders' right to submit proposed resolutions**

A shareholder or shareholders of the Company representing at least 1/20 of the share capital have the right to submit in writing, addressed as "the General Meeting of KGHM Polska Miedź S.A." using the mailing address of the head office of the Company: ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, or in electronic form sent to the following e-mail:

wza@kghm.com, prior to the date of the Extraordinary General Meeting, proposed resolutions regarding issues included in the agenda of the Extraordinary General Meeting, or issues which are to be included in the agenda.

The Shareholder/Shareholders should provide proof of ownership of the appropriate number of shares as at the date the request is submitted, attaching to the request a registered certificate confirming the right to participate in the Extraordinary General Meeting or other document, which is equivalent to the certificate and in the case of:

- a) shareholders being individuals – should attach a copy of the registered certificate confirming the right to participate in the General Meeting,
- b) shareholders being legal entities and organisational units without legal personality, which were granted legal capacity under the law – should attach the authorisation to act on behalf of the entity by attaching a copy of a current extract from an appropriate register or other document confirming the authority of an individual (or individuals) to represent the shareholder in the General Meeting (e.g. a continuous proxy authority). If a shareholder is not required to be entered into the register, his/her representatives should attach other documentation confirming the existence of a principal.
- c) requests made through a proxy – should attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority), and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

In addition, each of shareholders entitled to participate in the Extraordinary General Meeting may, during the said General Meeting, submit proposed resolutions respecting issues included in the agenda of the General Meeting.

## **8. Electronic communication by shareholders with KGHM Polska Miedź S.A.**

Within the scope provided for by the Commercial Partnerships and Companies Code, shareholders may contact the Company using electronic means of communication.

Shareholders may communicate with KGHM Polska Miedź S.A. in electronic form through the e-mail address: [wza@kgbm.com](mailto:wza@kgbm.com).

The shareholder bears the risk associated with the use of electronic means of communication.

Together with documents provided by a shareholder in electronic form, which were originally prepared in a language other than Polish, the shareholder should provide a Polish translation of these documents.

*All documents sent in electronic form by shareholders to KGHM Polska Miedź S.A., as well as by KGHM Polska Miedź S.A. to shareholders, should be scanned in the PDF or JPEG format.*

## **9. Means of exercising voting rights by a proxy**

Shareholders may participate in the Extraordinary General Meeting and exercise their right to vote either in person or through a proxy/proxies.

The authority to vote through a proxy should be granted in written form or in electronic form. The granting of proxy authority in electronic form does not require to provide of a secure electronic signature.

Forms for voting through a proxy are placed on the Company's website, [www.kghm.com](http://www.kghm.com), in the section Investors / Corporate Governance/ General Meeting. The Company does not require use of the above-mentioned forms for granting proxy authority.

The Management Board of the Company also announces that, in a case wherein proxy authority is granted by a shareholder together with voting instructions, the Company will not verify as to whether the given proxy has voted according to the voting instructions received from the shareholder. Consequently, the Management Board of the Company hereby announces that voting instructions should be given solely to the said proxy.

Shareholders are required to send to the Company information on the granting of proxy authority in electronic form to the e-mail address: [wza@kghm.com](mailto:wza@kghm.com) by **3:00 p.m. on 16 January 2016**. A scan of the proxy document granted on the form provided by the Company (or prepared by the shareholder, containing at least the same data and information) must be attached to the information on the granting of proxy authority in electronic form, and in the case of:

- a) shareholders being individuals - should attach a copy of the registered certificate confirming the right to participate in the General Meeting,
- b) shareholders being legal entities and organisational units without legal personality, which were granted legal capacity under the law – should confirm the authorisation to act on behalf of the entity by attaching a copy of a current extract from an appropriate register or other document confirming the authority of an individual (or individuals) to represent the shareholder in the General Meeting (e.g. a continuous proxy authority), and if a proxy authority was granted by persons that are no longer registered in the current register, a copy of a full extract from the register or other document authorising to grant the proxy authority by the aforementioned persons, e.g. a resolution of a shareholder's body should be included. If a shareholder is not required to be entered into the register, his/her representatives should present other documentation confirming the existence of a principal.

In the case of proxy authority being granted to a further proxy, continuous proxy authority must be submitted along with documentation indicating the authority to act on behalf of previous proxies.

The principles described above do not release the proxy from the requirement to present documents used to identify the said proxy during the preparation of the attendance roster of persons entitled to participate in the General Meeting.

## **10. Verification of the validity of proxy authority and shareholder and proxy identification**

KGHM Polska Miedź S.A. will take appropriate steps to determine the identity of a shareholder and a proxy in order to verify the validity of proxy authority granted in electronic form. Verification may include in particular questions addressed to the shareholder and/or proxy in electronic form or by telephone in order to confirm the granting of proxy authority and its scope. The Company hereby provides due notice, however, that in such a case the failure to answer questions asked in the course of verification shall be treated as a failure to verify the validity of proxy authority, and shall represent the basis to refuse admittance of the proxy to participate in the Extraordinary General Meeting.

The above-mentioned principles regarding the means of granting proxy authority also have application with reference to revoking proxy authority granted in electronic form.

## **11. Admission to participation in the Extraordinary General Meeting**

Shareholders will be admitted to participation in the Extraordinary General Meeting upon presentation of proof of identity, and proxies:

- a) in the case of proxy authority granted in written form - upon presentation of proof of identity and valid proxy authority granted in written form,
- b) in the case of proxy authority granted in electronic form - upon presentation of proof of identity.

Representatives of legal entities and organisational units without legal personality should also present current extracts from appropriate registers, listing persons authorised to represent the said entities as well as other documents confirming the authority of the said individual (individuals) to represent the shareholder at the Extraordinary General Meeting (e.g. continuous proxy authority).

Proxy authorities and other required documents confirming the right of the shareholder or their representative to participation in the Extraordinary General Meeting will be attached by the Company to the book of minutes.

## **12. Possibility and means of participating in the General Meeting through the use of electronic means of communication**

The Company does not provide for the possibility of participation in or the expression of one's opinion during the General Meeting through the use of electronic means of communication.

## **13. The exercise of voting rights through correspondence or through the use of electronic means of communication**

The Company does not provide for the possibility of exercising voting rights through correspondence or through the use of electronic means of communication.

## **14. Access to documentation**

Persons entitled to participate in the Extraordinary General Meeting may obtain the full text of documentation which is to be presented to the Extraordinary General Meeting, as well as of proposed resolutions, on the Company's website, [www.kghm.com](http://www.kghm.com) - in the section Investors/ Corporate Governance/ General Meeting, or in printed form at the request of an entitled person at the head office of the Company at the address: ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, during the period from the date of the announcement to **17 January 2016**, from 8:00 a.m. to 3:00 p.m.

The Company will provide all information regarding the Extraordinary General Meeting on the Company's website, [www.kghm.com](http://www.kghm.com) in the section Investors/ Corporate Governance/ General Meeting.

## **15. Administrative information**

The registration of shareholders will take place two hours before the beginning of the Extraordinary General Meeting, i.e. from 10:00 a.m.

Please remember to have proof of identity on the day of the Extraordinary General Meeting to be allowed to participate in the meeting.

We kindly request entities which represent large amounts of shareholders to grant, where possible, proxy authority in electronic form, and to forward the scanned documents to the address: [wza@kghm.com](mailto:wza@kghm.com).

It is recommended that scanned documents representing the basis for the registration of participants at the Extraordinary General Meeting, or at least a listing of shareholders represented by the proxy, be sent, in alphabetical order, to the address: [wza@kghm.com](mailto:wza@kghm.com).

Neither the transmission of scanned proxy documents nor the sending of information to the Company, as provided for in point 9 of the Announcement, shall result in any negative consequences of a legal or corporate nature for persons entitled to participate in the Extraordinary General Meeting or their proxies – in the case of a later change in factual circumstances.

In order to improve the registration process, we also request the preparation, to the extent possible, of a list specifying those entities represented by the proxy in alphabetical order, showing the number of votes to which they are entitled.

## **16. Other information**

The Management Board of the Company hereby announces that issues not covered by this announcement shall be subject to the Commercial Partnerships and Companies Code, the Statutes of the Company and the Bylaws of the General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin, and therefore requests that the shareholders of the Company familiarise themselves with these regulations. In the case of questions or doubts related to participation in the General Meeting, please contact the Company at: tel. (+48 76) 74 78 381, or by email: [wza@kghm.com](mailto:wza@kghm.com).

Legal basis: § 38 sec. 1 point 1 of the Decree of the Minister of Finance dated 19 February 2009 regarding current and periodic information published by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (unified text: Journal of Laws 2014.133)

*Translation from the original Polish version.*

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