

*Proposal 1 to point 2 of the agenda*

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: election of the Chairman of the Ordinary General Meeting.**

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

§ 1.

..... is hereby elected as Chairman of the Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with § 28 sec. 1 of the Statutes of the Company, the General Meeting is opened by the Chairman of the Supervisory Board or his deputy, after which a chairman is elected from among persons authorised to vote.

**Resolution No. .... /2018**  
**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**  
**with its registered head office in Lubin dated 26 June 2018**

**regarding: acceptance of the agenda of the Ordinary General Meeting.**

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

§ 1.

The following agenda 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.
5. Review of the annual statements and report:
  - a) the financial statements of KGHM Polska Miedź S.A. for 2017,
  - b) the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2017, 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 2017 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning the appropriation of profit for financial year 2017.
7. Submission of a Report on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management in 2017 – and the opinion of the Supervisory Board of KGHM Polska Miedź S.A.
8. Review of the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the financial statements of KGHM Polska Miedź S.A. for financial year 2017, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2017 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2017, as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska

Miedz S.A. Group for 2017 and the proposal of the Management Board of KGHM Polska Miedz S.A. concerning appropriation of profit for financial year 2017.

9. Presentation by the Supervisory Board of:
  - a) an assessment of the standing of KGHM Polska Miedz S.A. for financial year 2017, including an evaluation of the internal control, risk management and compliance systems and the internal audit function,
  - b) a report on the activities of the Supervisory Board of KGHM Polska Miedz S.A. in financial year 2017.
10. Adoption of resolutions on:
  - a) approval of the Financial Statements of KGHM Polska Miedz S.A. for financial year 2017,
  - b) approval of the Consolidated Financial Statements of the KGHM Polska Miedz S.A. Group for financial year 2017,
  - c) approval of the Management Board's report on the activities of KGHM Polska Miedz S.A. and the KGHM Polska Miedz S.A. Group in 2017 as well as the non-financial report of KGHM Polska Miedz S.A. and the KGHM Polska Miedz S.A. Group for 2017,
  - d) appropriation of the Company's profit for financial year 2017,
11. Adoption of resolutions on:
  - a) approval of the performance of duties of members of the Management Board of KGHM Polska Miedz S.A. in financial year 2017,
  - b) approval of the performance of duties of members of the Supervisory Board of KGHM Polska Miedz S.A. in financial year 2017.
12. Appointment of members of the Supervisory Board of KGHM Polska Miedz S.A. for the new, 10th term.
13. Adoption of resolutions on amendments to the Statutes of the Company KGHM Polska Miedz S.A.
14. Closing of the General Meeting.

§ 2.

This resolution comes into force upon its adoption.

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for  
financial year 2017.**

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the evaluation of the financial statements by the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

§ 1.

Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Financial Statements of KGHM Polska Miedź S.A. for financial year 2017, consisting of:

- a) the statement of profit or loss for the period from 1 January to 31 December 2017 showing a profit for the period in the amount of PLN 1 323 million,
- b) the statement of comprehensive income for the period from 1 January to 31 December 2017 showing total positive comprehensive income of PLN 1 556 million,
- c) the statement of cash flows showing a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2017 by PLN 224 million, and cash and cash equivalents as at 31 December 2017 of PLN 234 million,
- d) the statement of financial position prepared as at 31 December 2017 showing total assets and total equity and liabilities of PLN 30 947 million,
- e) the statement of changes in equity showing equity as at 31 December 2017 in the amount of PLN 17 256 million and an increase in equity for the period from 1 January to 31 December 2017 by PLN 1 356 million,
- f) explanatory notes to the financial statements.

§ 2.

This resolution comes into force upon its adoption.

## **Justification**

In accordance with article 52 section 2 of the Accounting Act of 29 September 1994 (Journal of Laws 2018.395), the Financial Statements of KGHM Polska Miedź S.A. for financial year 2017 were adopted by a resolution of the Management Board of the Company, no. 45/IX/2018 dated 13 March 2018.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution no. 18/IX/18 dated 13 March 2018, positively evaluated the Financial Statements of KGHM Polska Miedź S.A. for financial year 2017 and requested their approval by the Ordinary General Meeting of KGHM Polska Miedź S.A.

In accordance with article 395 § 2 point 1 of the Commercial Partnerships and Companies Code, the aforementioned Financial Statements of KGHM Polska Miedź S.A. for financial year 2017 are subject to review and approval by the General Meeting of the Company.

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2017.**

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the results of the evaluation of the financial statements by the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

§ 1.

Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2017, consisting of:

- a) the consolidated statement of profit or loss for the period from 1 January to 31 December 2017 showing a profit for the period in the amount of PLN 1 525 million,
- b) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2017 showing a total positive comprehensive income of PLN 2 073 million,
- c) the consolidated statement of cash flows showing a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2017 by PLN 268 million, and cash and cash equivalents as at 31 December 2017 of PLN 586 million,
- d) the consolidated statement of financial position prepared as at 31 December 2017 showing total assets and total equity and liabilities of PLN 34 122 million,
- e) the consolidated statement of changes in equity showing equity as at 31 December 2017 in the amount of PLN 17 785 million and an increase in equity for the period from 1 January to 31 December 2017 by PLN 1 874 million,
- f) explanatory notes to the consolidated financial statements.

§ 2.

This resolution comes into force upon its adoption.

## **Justification**

In accordance with article 63c section 3 of the Accounting Act of 29 September 1994 (Journal of Laws 2018.395), the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2017 were adopted by resolution of the Management Board of the Company no. 46/IX/2018 dated 13 March 2018.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution no. 19/IX/18 dated 13 March 2018, positively evaluated the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2017 and requested their review and approval by the Ordinary General Meeting of KGHM Polska Miedź S.A.

In accordance with article 395 § 5 of the Commercial Partnerships and Companies Code, the aforementioned Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2017 are subject to review and approval by the General Meeting of the Company.

**Resolution No. ..../2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**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 2017 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017.**

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the evaluation of the report by the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

§ 1.

Following its review, 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 2017 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with article 49 section 1 and article 49b section 9 of the Accounting Act of 29 September 1994 (Journal of Laws 2018.395), the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2017 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017 was adopted by resolution of the Management Board of the Company no. 47/IX/2018 dated 13 March 2018.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution no. 20/IX/18 dated 13 March 2018, positively evaluated the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2017 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017.



In accordance with article 395 § 2 point 1 of the Commercial Partnerships and Companies Code, the aforementioned Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2017 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017 is subject to review and approval by the General Meeting of the Company.

*Proposal 6 to point 10d of the agenda*

**Resolution No. ..../2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: appropriation of the Company's profit for financial year 2017.**

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

§ 1.

Following review of the proposal of the Management Board on the appropriation of profit for financial year 2017, the Ordinary General Meeting hereby resolves to transfer the entirety of the profit, in the amount of **PLN 1 323 766 788.38 million**, to the Company's reserve capital.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In developing the recommendation on transferring the entirety of profit for financial year 2017 to reserve capital, the Company took into consideration mainly the current and forecasted financial condition of the KGHM Polska Miedź S.A. Group, with special consideration paid to the planned cash expenditures and the high level of debt of the KGHM Polska Miedź S.A. Group.

In accordance with article 395 § 2 point 2 of the Commercial Partnerships and Companies Code, the resolution on appropriation of profit for the prior financial year is adopted by the General Meeting of the Company.

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Radosław Domagalski - Łabędzki - a President of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

*Proposal 8 to point 11a of the agenda*

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Ryszard Jaśkowski – a Vice President of the Management Board of KGHM Polska Miedź S.A.

**§ 2.**

This resolution comes into force upon its adoption.

**Justification**

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

*Proposal 9 to point 11a of the agenda*

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Michał Jezioro – a Vice President of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

*Proposal 10 to point 11a of the agenda*

**Resolution No. ..../2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Rafał Pawełczak – a Vice President of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

*Proposal 11 to point 11a of the agenda*

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Jacek Rawecki – a Vice President of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

*Proposal 12 to point 11a of the agenda*

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Stefan Świątkowski – a Vice President of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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



*Proposal 13 to point 11a of the agenda*

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Piotr Walczak – a Vice President of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

*Proposal 14 to point 11b of the agenda*

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Michał Czarnik – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Józef Czyczerski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

*Proposal 16 to point 11b of the agenda*

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Leszek Hajdacki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

**Resolution No. ..../2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Dominik Hunek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Janusz Kowalski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

*Proposal 19 to point 11b of the agenda*

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Wojciech Andrzej Myślecki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

*Proposal 20 to point 11b of the agenda*

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Marek Pietrzak – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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



**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Bogusław Szarek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

**Resolution No. ..../2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Agnieszka Winnik-Kalemba – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

**Resolution No. ..../2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2017.**

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 in the financial year ended 31 December 2017 of Jarosław Witkowski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

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

**Resolution No. ..../2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: appointment of a member of the Supervisory Board for the  
10th term.**

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

§ 1.

The Ordinary General Meeting hereby appoints ..... to the 10th term Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 386 in connection with art. 369 § 4 of the Commercial Partnerships and Companies Code, the mandates of members of the current-term Supervisory Board of KGHM Polska Miedź S.A. expire on the day of convening the Ordinary General Meeting of KGHM Polska Miedź S.A. approving the Financial Statements of KGHM Polska Miedź S.A. for financial year 2017.

**Resolution No. .... /2018  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 26 June 2018**

**regarding: appointment of a member of the Supervisory Board for the 10th term.**

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

§ 1.

The Ordinary General Meeting hereby appoints ....., elected by the employees of the KGHM Polska Miedź S.A. Group, to the 10th term Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 386 in connection with art. 369 § 4 of the Commercial Partnerships and Companies Code, the mandates of members of the current-term Supervisory Board of KGHM Polska Miedź S.A. expire on the day of convening the Ordinary General Meeting of KGHM Polska Miedź S.A. approving the Financial Statements of KGHM Polska Miedź S.A. for financial year 2017. In accordance with art. 14 sec. 1 point 2 of the Act on commercialisation and certain employee rights dated 30 August 1996, three members of the Supervisory Board of KGHM Polska Miedź S.A. are elected by the Company's employees.

**Resolution No. .... /2018  
of the Ordinary General Meeting  
of the Company KGHM Polska Miedź Spółka Akcyjna  
with its registered head office in Lubin dated 26 June 2018**

**regarding: amendments to § 12 sec. 3 of „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”**

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 the Company, resolves the following:

§ 1

The following amendments are made to „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

In § 12 sec. 3:

- 1) point 5) is hereby removed,
- 2) current point 6) shall become point 5).

§ 2

This resolution comes into force on the date it is adopted, effective from the date of entry of these amendments to the register of entrepreneurs of the National Court Register.

**Resolution No. .... /2018  
of the Ordinary General Meeting  
of the Company KGHM Polska Miedź Spółka Akcyjna  
with its registered head office in Lubin dated 26 June 2018**

**regarding: amendments to § 20 sec. 2 of „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”**

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 the Company, resolves the following:

§ 1

The following amendments are made to „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

In § 20 sec. 2 after point 20), point 21) is added with the following wording:

21) acceptance of a uniform text of the Company Statutes, prepared by the Management Board.

§ 2

This resolution comes into force on the date it is adopted, effective from the date of entry of these amendments to the register of entrepreneurs of the National Court Register.

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