

**Resolution No. ____/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

**regarding: election of the Chairman of the Extraordinary General Meeting of
KGHM Polska Miedź S.A.**

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

§ 1

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

§ 2

This resolution comes into force upon its adoption.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

**regarding: acceptance of the agenda of the Extraordinary General Meeting
of KGHM Polska Miedź S.A. with its registered head office in Lubin**

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

§ 1

The following agenda is hereby accepted:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Confirmation of the legality of convening the Extraordinary General Meeting and its capacity to adopt resolutions.
4. Acceptance of the agenda.
5. Adoption of resolutions on amending the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin".
6. Adoption of resolutions on:
 - a) the disposal of non-current assets,
 - b) principles and procedures for the disposal of non-current assets,
 - c) rules of procedure when concluding agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management,
 - d) the obligation to submit a report on the application of best practices,
 - e) implementation of the principles stipulated in the Act on the principles of state assets management in companies in which the Company is the parent entity.
7. Adoption of resolutions on changes to the composition of the Supervisory Board of the Company KGHM Polska Miedź S.A.
8. Closing of the General Meeting.

§ 2

This resolution comes into force upon its adoption.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: amending § 12 sec. 3 of the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin"

The Extraordinary 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 4 is given the following wording:

" 4) The announcement on the qualification proceedings shall be published on the Company's website and in the Public Information Bulletin of the Ministry of State Assets."

2. point 5 is deleted with the following wording "The date for accepting offers may not be shorter than 14 days from the date of publication of the announcement on the qualification proceedings."

§ 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.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: amending § 20 of the “Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin”

The Extraordinary 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”:

1. § 20 sec. 2 point 6) is given the following wording:

“6) choosing an auditing firm to audit the statements referred to in point 1,”.

2. In § 20 sec. 2 point 9), “(Journal of Laws of 2016, item 1202 with subsequent amendments)” is deleted.

3. In § 20 sec. 2, in point 13, the following is deleted: “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);”.

4. In § 20 sec. 2 point 16), “(Journal of Laws from 2017 item 229)” is deleted.

5. § 20 sec. 2 point 17) is given the following wording:

“17) approval of the reports 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, as well as a report on the application of best practices defined by article 7 section 3 of the Act of 16 December 2016 on the principles of state assets management,”.

6. § 20 sec. 3 point 1) is given the following wording:

“1) conclusion of agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, if the total expected remuneration for providing such services in the agreement or other agreements entered into with the same entity exceeds the net amount of PLN 500 000 per year,”.

7. § 20 sec. 3 points 3) – 5) are given the following wording:

“3) conclusion of agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, in which the maximum amount of remuneration is not determined,
4) conclusion of donation agreements or other agreements with similar implications, with a value exceeding PLN 20 000 or 0.1% of total assets pursuant to the Accounting Act of 29 September 1994, determined based on the most recently approved financial statements,
5) conclusion of debt discharge agreements or other agreements with similar implications, with a value exceeding PLN 50 000 or 0.1% of total assets pursuant to the Accounting Act of 29 September 1994, determined based on the most recently approved financial statements.”.

8. In § 20 sec. 3 points 6) - 9) are added, with the following wording:

“6) disposing of the components of non-current assets pursuant to the provisions of the Accounting Act of 29 September 1994, classified as intangible assets, property, plant and equipment or long-term investments, including their use as a contribution to a company or cooperative, if the market value of such components exceeds PLN 50 000 000 or 5% of the value of total assets pursuant to the Accounting Act established on the basis of the most recently approved financial statements, as well as making such components available for use by another entity for a period longer than 180 days in a calendar year, on the basis of a legal act, if the market value of the subject of the legal act exceeds PLN 1 000 000 or 5% of the total value of assets, with the proviso that making an asset available for use in the case of:

a) rental agreements, lease agreements and other agreements making an asset available for use by other entities for consideration – the market value of the subject of a legal act shall be understood as the value of benefits for:

- one year – if an asset is made available for use on the basis of agreements entered into for an unspecified period of time,

- the whole term of an agreement – for agreements entered into for a specified period of time,

b) commodate agreements and other agreements making an asset available for use, free of charge by other entities – the market value of the subject of a legal act shall be understood as the equivalent of benefits which would be available in the case of entering into a rental or lease agreement for:

- one year – if an asset is made available for use on the basis of an agreement entered into for an unspecified period of time,
 - the whole term of an agreement – for agreements entered into for a specified period of time,
- 7) acquiring components of non-current assets pursuant to the Accounting Act of 29 September 1994 whose value exceeds:
- a) PLN 50 000 000, or
 - b) 5% of the value of total assets pursuant to the Accounting Act of 29 September 1994 established on the basis of the most recently approved financial statements,
- 8) subscribing for or acquiring shares in another company whose value exceeds:
- a) PLN 50 000 000, or
 - b) 10% of the value of total assets pursuant to the Accounting Act of 29 September 1994 established on the basis of the most recently approved financial statements,
- 9) disposing of shares in another company whose market value exceeds:
- a) PLN 50 000 000, or
 - b) 10% of the value of total assets pursuant to the Accounting Act of 29 September 1994 established on the basis of the most recently approved financial statements.”.

§ 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.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: amending § 29 of the “Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin”

The Extraordinary 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 § 29 sec. 5 is added, with the following wording:

“5. The acquisition and disposal of real estate, of perpetual usufruct or of a stake in real estate does not require a resolution of the General Meeting. Subject to § 20 section 3 point 6 or 7, the acquisition and disposal of real estate, of perpetual usufruct or of a stake in real estate requires a resolution of 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.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: amending § 33¹ of the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin"

The Extraordinary 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":

§ 33¹ is given the following wording:

"§ 33¹

1. The disposal by the Company of non-current assets, pursuant to the Accounting Act of 29 September 1994, with a market value exceeding 0.1% of total assets, determined based on the most recently approved financial statements, shall be carried out by way of a tender or an auction, unless the market value of the assets disposed of does not exceed PLN 20 000.
2. The Company may dispose of non-current assets without carrying out a tender or an auction, if:
 - 1) the subject of the agreement are shares or other non-current financial assets or licenses, patents or other industrial property rights or know-how, if a resolution of the Supervisory Board sets the conditions and the terms of sale other than by a public tender or an auction,
 - 2) disposal is made as part of liquidation proceedings, on terms set by a resolution of the General Meeting with due regard to individual provisions,
 - 3) the subject of the disposal is housing owned by the company, and sale is made for a price not lower than 50 % of its market value, to a tenant or to a person closely related to pursuant to art. 4 point 13 of the Act of 21 August 1997 on property management and permanently cohabiting with said tenant; the price shall be set with due regard to the fact that the subject of the sale is occupied housing; the value of improvements carried out by the tenant shall be counted against the price of the housing,

- 4) in other justified instances, at the request of the Management Board, for the price and on terms set by a resolution of the Supervisory Board,
 - 5) disposal is made to subsidiaries,
 - 6) the subject of the disposal are rights to the emission of CO₂ and their equivalents.
3. Non-current assets shall be disposed of using the following procedure:
- 1) An announcement of a tender or an auction shall be placed in the Public Information Bulletin on the official website of the Ministry of State Assets, on the website of the Company, in a visible, publically-available place at the Company's head office and in other places which are customarily used for such announcements.
 - 2) The tender or an auction may be held no sooner than 14 days from the date the tender or the auction is announced.
 - 3) The following may not participate as bidders in a tender or an auction:
 - a) Members of the Company's Management Board and Supervisory Board,
 - b) the business entity conducting the tender or the auction and Members of its Management Board and Supervisory Board,
 - c) persons responsible for handling the tender or the auction process,
 - d) spouses, children, parents and siblings of the persons mentioned in points a-c,
 - e) persons who are in such a legal or factual relationship with the person conducting the tender or the auction, that legitimate doubts could be raised as to the impartiality of the person conducting the tender or the auction.
 - 4) A condition for participating in the tender or the auction shall be a security deposit of at least 5% of the asking price of the non-current assets being sold. The rules referred to in sec. 7 may call for a higher security deposit.
 - 5) Prior to the tender or the auction the Company shall set an asking price which may not be lower than the market value set by experts; if this value cannot be determined, the price may not be lower than the net carrying amount.
 - 6) The Company may refrain from estimating the value of the non-current assets by the expert if:
 - a) the cost of the estimation clearly exceeds the asset's market value,
 - b) the non-current asset has a set market price.

7) The rules setting forth the principles and manner of conducting the tender or the auction, the wording of the announcement, the form and the conditions of the tender or the auction shall be set by the Company.

8) The organisers of the tender or the auction retain the right to terminate the tender or the auction without selecting any of the bids, without providing reasons thereto.

9) The tender or the auction shall be won by the bidder offering the highest price.”.

§ 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.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

Proposal 7 to point 5 of the agenda

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: amending § 34 sec. 3 and 4 of the “Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin”

The Extraordinary 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”:

§ 34 sec. 3 and 4 are given the following wording:

“3. Together with the report on the activities of the Company for the previous financial year, the Management Board shall submit reports to the Supervisory Board regarding:

- a) representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management,
- b) the application of best practices as defined by the President of the Council of Ministers based on art. 7 sec. 3 of the Act on the principles of state assets management.

4. The Management Board is obligated to implement in those companies in which the Company is the parent entity, pursuant to art. 4 point 3 of the Competition and Consumer Protection Act of 16 February 2007, in connection with art. 17 sec. 7, art. 18 sec. 2, art. 20, art. 23, taking into account art. 18a and

23a of the Act on the principles of state assets management, the principles set forth in the Act on the principles of state assets management.”.

§ 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.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: disposal of non-current assets

Acting on the basis of art. 17 sec. 1 of the Act of 16 December 2016 on the principles of state assets management, the General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin (Company) resolves the following:

§ 1

The following requires consent of the Supervisory Board:

- 1) disposing of the components of non-current assets pursuant to the provisions of the Accounting Act of 29 September 1994, classified as intangible assets, property, plant and equipment or long-term investments, including their use as a contribution to a company or cooperative, if the market value of such components exceeds PLN 50 000 000 or 5% of the value of total assets pursuant to the Accounting Act established on the basis of the most recently approved financial statements, as well as making such components available for use by another entity for a period longer than 180 days in a calendar year, on the basis of a legal act, if the market value of the subject of the legal act exceeds PLN 1 000 000 or 5% of the total value of assets, with the proviso that making an asset available for use in the case of:
 - a) rental agreements, lease agreements and other agreements making an asset available for use by other entities for consideration – the market value of the subject of a legal act shall be understood as the value of benefits for:
 - one year – if an asset is made available for use on the basis of agreements entered into for an unspecified period of time,
 - the whole term of an agreement – for agreements entered into for a specified period of time,
 - b) commodate agreements and other agreements making an asset available for use, free of charge by other entities – the market value of the subject of a legal act shall be understood as the equivalent of benefits which would be available in the case of entering into a rental or lease agreement for:

- one year – if an asset is made available for use on the basis of an agreement entered into for an unspecified period of time,
 - the whole term of an agreement – for agreements entered into for a specified period of time,
- 2) acquiring components of non-current assets pursuant to the Accounting Act of 29 September 1994 whose value exceeds:
 - a) PLN 50 000 000, or
 - b) 5% of the value of total assets pursuant to the Accounting Act of 29 September 1994 established on the basis of the most recently approved financial statements,
 - 3) subscribing for or acquiring shares in another company whose value exceeds:
 - a) PLN 50 000 000, or
 - b) 10% of the value of total assets pursuant to the Accounting Act of 29 September 1994 established on the basis of the most recently approved financial statements,
 - 4) disposing of shares in another company whose market value exceeds:
 - a) PLN 50 000 000, or
 - b) 10% of the value of total assets pursuant to the Accounting Act of 29 September 1994 established on the basis of the most recently approved financial statements.”.

§ 2

This resolution comes into force on the date it is adopted.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: principles and procedures for disposal of non-current assets

Acting on the basis of art. 17 sec. 4 of the Act of 16 December 2016 on the principles of state assets management, the General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin (Company) resolves the following:

§ 1

1. The disposal by the Company of non-current assets, pursuant to the Accounting Act of 29 September 1994, with a market value exceeding 0.1% of total assets, determined based on the most recently approved financial statements, shall be carried out by way of a tender or an auction, unless the market value of the assets disposed of does not exceed PLN 20 000.
2. The Company may dispose of non-current assets without carrying out a tender or an auction, if:
 - 1) the subject of the agreement are shares or other non-current financial assets or licenses, patents or other industrial property rights or know-how, if a resolution of the Supervisory Board sets the conditions and the terms of sale other than by a public tender or an auction,
 - 2) disposal is made as part of liquidation proceedings, on terms set by a resolution of the General Meeting with due regard to individual provisions,
 - 3) the subject of the disposal is housing owned by the company, and sale is made for a price not lower than 50 % of its market value, to a tenant or to a person closely related to pursuant to art. 4 point 13 of the Act of 21 August 1997 on property management and permanently cohabiting with said tenant; the price shall be set with due regard to the fact that the subject of the sale is occupied housing; the value of improvements carried out by the tenant shall be counted against the price of the housing,
 - 4) in other justified instances, at the request of the Management Board, for the price and on terms set by a resolution of the Supervisory Board,

- 5) disposal is made to subsidiaries,
- 6) the subject of the disposal are rights to the emission of CO₂ and their equivalents.

§ 2

Non-current assets shall be disposed of using the following procedure:

- 1) An announcement of a tender or an auction shall be placed in the Public Information Bulletin on the official website of the Ministry of State Assets, on the website of the Company, in a visible, publically-available place at the Company's head office and in other places which are customarily used for such announcements.
- 2) The tender or an auction may be held no sooner than 14 days from the date the tender or the auction is announced.
- 3) The following may not participate as bidders in a tender or an auction:
 - a) Members of the Company's Management Board and Supervisory Board,
 - b) the business entity conducting the tender or the auction and Members of its Management Board and Supervisory Board,
 - c) persons responsible for handling the tender or the auction process,
 - d) spouses, children, parents and siblings of the persons mentioned in points a-c,
 - e) persons who are in such a legal or factual relationship with the person conducting the tender or the auction, that legitimate doubts could be raised as to the impartiality of the person conducting the tender or the auction.
- 4) A condition for participating in the tender or the auction shall be a security deposit of at least 5% of the asking price of the non-current assets being sold. The rules referred to in sec. 7 may call for a higher security deposit.
- 5) Prior to the tender or the auction the Company shall set an asking price which may not be lower than the market value set by experts; if this value cannot be determined, the price may not be lower than the net carrying amount.
- 6) The Company may refrain from estimating the value of the non-current assets by the expert if:
 - a) the cost of the estimation clearly exceeds the asset's market value,
 - b) the non-current asset has a set market price.

- 7) The rules setting forth the principles and manner of conducting the tender or the auction, the wording of the announcement, the form and the conditions of the tender or the auction shall be set by the Company.
- 8) The organisers of the tender or the auction retain the right to terminate the tender or the auction without selecting any of the bids, without providing reasons thereto.
- 9) The tender or the auction shall be won by the bidder offering the highest price.

§ 3

This resolution comes into force on the date it is adopted.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: rules of procedure when concluding agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management

Acting on the basis of art. 17 sec. 2 of the Act of 16 December 2016 on the principles of state assets management, the General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin (Company) resolves the following:

§ 1

The Supervisory Board's consent is required for conclusion of agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, if the total expected remuneration for providing such services in the agreement or other agreements entered into with the same entity exceeds the net amount of PLN 500 000 per year.

§ 2

This resolution comes into force on the date it is adopted.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: obligation to submit a report on the application of best practices

Acting on the basis of art. 17 sec. 6 of the Act of 16 December 2016 on the principles of state assets management, the General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin (Company) resolves the following:

§ 1

The Management Board of the Company, together with the report of the management body on the activities of the Company for the previous financial year, submits to the General Meeting a report on the application of best practices referred to in art. 7 sec. 3 of the Act of 16 December 2016 on the principles of state assets management.

§ 2

The Supervisory Board is obligated to provide its opinion on a report on the application of best practices prepared by the Management Board.

§ 3

This resolution comes into force on the date it is adopted.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: implementation of the principles stipulated in the Act on the principles of state assets management in companies in which the Company is the parent entity

Acting on the basis of art. 17 sec. 7, art. 18 sec. 2, art. 20 and art. 23 of the Act of 16 December 2016 on the principles of state assets management, the General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin resolves the following:

§ 1

The Management Board is obligated to implement in companies in which the Company is the parent entity, pursuant to art. 4 point 3 of the Competition and Consumer Protection Act of 16 February 2007, in connection with art. 17 sec. 7, art. 18 sec. 2, art. 20, art. 23, taking into account art. 18a and 23a of the Act on the principles of state assets management, the principles set forth in the Act on the principles of state assets management.

§ 2

This resolution comes into force on the date it is adopted.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: changes to the composition of the Supervisory Board

Acting on the basis of art. 385 § 1 of the Commercial Partnerships and Companies Code and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the General Meeting of the Company KGHM Polska Miedź S.A. resolves the following:

§ 1

The Extraordinary General Meeting dismisses from the composition of Supervisory Board of the Company KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

**Resolution No. ___/2019
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 December 2019**

regarding: changes to the composition of the Supervisory Board

Acting on the basis of art. 385 § 1 of the Commercial Partnerships and Companies Code and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the General Meeting of the Company KGHM Polska Miedź S.A. resolves the following:

§ 1

The Extraordinary General Meeting appoints to the composition of Supervisory Board of the Company KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

The justification for the resolution was provided by the State Treasury as a Shareholder and may be found in its request, dated 17 October 2019, to convene an Extraordinary General Meeting of the Company.

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