

## **Announcement of a change in the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. convened for 21 June 2017**

The Management Board of KGHM Polska Miedź S.A. announces that on 30 May 2017 the State Treasury, as an entitled shareholder of the Company, represented by the Minister of Energy, acting on the basis of art. 401 § 1 of the Commercial Partnerships and Companies Code, submitted a request to add a point regarding changes to the composition of the Supervisory Board of the Company to the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin convened for 21 June 2017.

The request to add a point to the agenda concerning the change in the composition of the Supervisory Board arises from the powers of the General Meeting to dismiss and appoint members of the Supervisory Board and is aimed at strengthening the Supervisory Board's supervision over the Company's activities.

The Management Board of the Company, taking into account the aforementioned request, amends the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. by adding a point with the following wording "16. Adoption of a resolution on changes to the composition of the Supervisory Board of the Company KGHM Polska Miedź S.A." and hereby presents the new agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A., which will take place on 21 June 2017, beginning at 11:00 a.m. at the head office of the Company in Lubin, at the address ul. Marii 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.
5. Review of the annual statements and report:
  - a) the financial statements of KGHM Polska Miedź S.A. for 2016,
  - b) the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2016, and
  - c) the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016.
6. Review of the proposal of the Management Board on covering the loss for financial year 2016.
7. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. on dividend payout from prior years' profits, setting the dividend date and the dividend payment date.
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 2016, consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2016 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016 and

the evaluation of the Management Board of KGHM Polska Miedź S.A.'s proposal on covering the loss for financial period 2016 and dividend payout.

9. Presentation by the Supervisory Board of:
  - a) an assessment of the standing of KGHM Polska Miedź S.A. for financial year 2016, 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 Miedź S.A. in financial year 2016.
10. Adoption of resolutions on:
  - a) approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2016,
  - b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2016,
  - c) approval of the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016,
  - d) covering the loss for financial year 2016,
  - e) dividend payout from prior years' profits, setting the dividend date and the dividend payment date.
11. Adoption of resolutions on:
  - a) the performance of duties of members of the Management Board of KGHM Polska Miedź S.A. in financial year 2016,
  - b) the performance of duties of members of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2016.
12. Adoption of the resolution regarding the amendment of „The Statutes of KGHM Polska Miedź S.A.”.
13. Adoption of resolutions on the following issues:
  - a) disposal of non-current assets;
  - b) rules of procedure when concluding agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, as well as amendments to such agreements,
  - c) rules of procedure when concluding agreements by the Company on donations, discharge of debt or other agreements with similar implications,
  - d) principles and procedures for disposal of non-current assets,
  - e) the obligation to submit 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,
  - f) determining the requirements for a candidate for the position of member of the Company's Management Board,
  - g) appointment of a member of the Management Board and the qualification procedure for the position of member of the Management Board,
  - h) concerning the fulfilment of the obligations arising from Article 17 section 7, article 18 section 2, article 20 and article 23 of the Act on the principles of state assets management.
14. Adoption of a resolution on amending the resolution no. 8/2016 of the Extraordinary General Meeting dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Management Board.

15. Adoption of a resolution on amending the resolution no. 9/2016 of the Extraordinary General Meeting dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Supervisory Board.
16. Adoption of a resolution on changes to the composition of the Supervisory Board of the Company KGHM Polska Miedź S.A.
17. Closing of the General Meeting.

The Management Board of the Company hereby provides the proposed resolution regarding acceptance of the agenda of the Ordinary General Meeting of the Company reflecting the aforementioned change to the agenda. The wording of the remaining published proposed resolutions of the Ordinary General Meeting is unchanged.

**Resolution No. .... /2017  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 21 June 2017  
regarding: acceptance of the agenda of the Ordinary General Meeting.**

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

**I. 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 2016,
  - b) the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2016, and
  - c) the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016.
6. Review of the proposal of the Management Board on covering the loss for financial year 2016.
7. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. on dividend payout from prior years' profits, setting the dividend date and the dividend payment date.
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 2016, consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2016 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016 and the evaluation of the Management Board of KGHM Polska Miedź S.A.'s proposal on covering the loss for financial period 2016 and dividend payout.

9. Presentation by the Supervisory Board of:
  - a) an assessment of the standing of KGHM Polska Miedź S.A. for financial year 2016, 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 Miedź S.A. in financial year 2016.
10. Adoption of resolutions on:
  - a) approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2016,
  - b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2016,
  - c) approval of the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016,
  - d) covering the loss for financial year 2016,
  - e) dividend payout from prior years' profits, setting the dividend date and the dividend payment date.
11. Adoption of resolutions on:
  - a) the performance of duties of members of the Management Board of KGHM Polska Miedź S.A. in financial year 2016,
  - b) the performance of duties of members of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2016.
12. Adoption of the resolution regarding the amendment of „The Statutes of KGHM Polska Miedź S.A.”.
13. Adoption of resolutions on the following issues:
  - a) disposal of non-current assets;
  - b) rules of procedure when concluding agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, as well as amendments to such agreements,
  - c) rules of procedure when concluding agreements by the Company on donations, discharge of debt or other agreements with similar implications,
  - d) principles and procedures for disposal of non-current assets,
  - e) the obligation to submit 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,
  - f) determining the requirements for a candidate for the position of member of the Company's Management Board,
  - g) appointment of a member of the Management Board and the qualification procedure for the position of member of the Management Board,
  - h) concerning the fulfilment of the obligations arising from Article 17 section 7, article 18 section 2, article 20 and article 23 of the Act on the principles of state assets management.

14. Adoption of a resolution on amending the resolution no. 8/2016 of the Extraordinary General Meeting dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Management Board.
15. Adoption of a resolution on amending the resolution no. 9/2016 of the Extraordinary General Meeting dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Supervisory Board.
16. Adoption of a resolution on changes to the composition of the Supervisory Board of the Company KGHM Polska Miedź S.A.
17. Closing of the General Meeting.

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

The complete proposed resolutions and the form for voting through a proxy, including the changes proposed by the State Treasury as a shareholder, may be found on the Company's website: [www.kghm.com](http://www.kghm.com) in the section Investors/Corporate Governance/General Meeting/AGM 2017

*Translation from the original Polish version.*

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