

**DECLARATION OF CANDIDATE FOR MEMBER
OF THE SUPERVISORY BOARD OF KGHM POLSKA MIEDŹ S.A.**

I hereby declare that I consent to be a candidate to the Supervisory Board of KGHM Polska Miedź S.A. ("the Company") and that:

- In reference to myself there are no regulatory causes which would disqualify me from being appointed to and serving as a member of the Supervisory Board of KGHM Polska Miedź S.A., in particular those referred to in art. 18 and art. 387 of the Commercial Partnerships and Companies Code.

- I meet / I do not meet* the independence criteria by a Member of the Supervisory Board, as referred to in § 16 paragraph 5 of the Company's Statutes:
 - 1) does not work for the Company, its divisions, or with a related entity of the Company, either as an employee or in any other legal relationship,
 - 2) is not a member of the Supervisory Board or Management Board of an entity related to the Company,
 - 3) is not a partner or shareholder controlling 5% or more of the votes at the General Meeting of the Company or at the General Shareholders Meeting of a related entity,
 - 4) is not a member of the Supervisory Board or Management Board or an employee of an entity controlling 5% or more of the votes at the General Meeting of the Company or at the General Shareholders Meeting of a related entity,
 - 5) is not a direct family member related by blood in an ascending or descending line, a spouse, brother or sister, a parent of a spouse or an adoptee of any of the persons mentioned above in points 1-4.

- I meet / I do not meet* the independence criteria set forth in art. 129 paragraph 3 of the Act on Statutory Auditors, Audit Firms and Public Oversight ²
- I possess knowledge and skills in accounting, as referred to in art. 129 paragraph 1 of the Act on Statutory Auditors, Audit Firms and Public Oversight ²

.....
.....
(please describe education, courses and training completed, certificates held)

- I possess knowledge and skills in auditing financial statements, as referred to in art. 129 paragraph 1 of the Act on Statutory Auditors, Audit Firms and Public Oversight ²

.....
.....
(please describe education, courses and training completed, certificates held)

- I possess / I do not possess** knowledge and skills in the sector in which KGHM Polska Miedź S.A. operates
- I possess / do not possess** qualifications or experience in the field of human resource management
- I have no actual and material relations with a shareholder holding at least 5 % in the total number of votes in the Company (principle 2.3. of Best Practice for GPW Listed Companies 2021) ³
- I engage in / I do not engage in** activities apart from KGHM POLSKA MIEDŹ S.A. which are competitive with the activities of the Company,

.....
(please describe competitive activities engaged in)

- I am involved with / I am not involved with** a company which is competitive with KGHM Polska Miedź S.A. as a partner in a civil law partnership, a partnership or capital company, and I participate / I do not participate** in another other competitive legal entity as a member of their bodies.
- I am listed / I am not listed** in the Register of Insolvent Debtors maintained on the basis of the National Court Register law dated 20 August 1997 (Journal of Laws of 2017 No. 700, with subsequent amendments).

****delete as appropriate***

*****indicate as appropriate***

Legal basis:

²**Criteria as set forth in art. 129 paragraphs 1 and 3 of the Act on Statutory Auditors, Audit Firms and Public Oversight:**

1. The Audit Committee should be comprised of at least 3 members. At least one member of the Audit Committee possesses knowledge and skills in accounting and auditing financial statements.

3. Most of the members of the Audit Committee, including its chairperson, is independent of the given public interest entity. A member of the Audit Committee shall be recognised as independent of the given public interest entity, if the following criteria are met:

1) he/she does not and did not belong to senior management staff, neither he/she is or was a member of the management board or other management body of a given public interest entity or its affiliate in the period of five years from the date of his/her appointment;

2) he/she is not and was not an employee of a given public interest entity or its affiliate in the period of 3 years from the date of his/her appointment, except for situations when a member of the audit committee is an employee not belonging to senior management staff, who was selected to the supervisory board or other supervisory body of a given public interest entity as a representative of employees;

3) does not exercise the control, as defined by Article 3, paragraph 1, item 37, letters a–e of the Act of 29 September 1994 on Accounting and does not represent persons or entities exercising the control over a given public interest entity;

- 4) does not and did not receive a considerable additional remuneration from a given public interest entity or its affiliate, except for a remuneration which he/she received when he/she was a member of the supervisory board or other supervisory body, including the audit committee;
 - 5) he/she does not and did not maintain significant economic relations with a given public interest entity or its affiliate for a period of one year from the date of his/her appointment, directly or by being its owner, partner, shareholder, member of the Supervisory Board or other supervisory body, or a person belonging to senior management staff, including a member of the management board or other management body of an entity maintaining such relations;
 - 6) within a period of 2 years from the date of his/her appointment he/she is not and was not:
 - a) the owner, partner (including a general partner) or a shareholder of the present or previous audit firm auditing financial statements of a given public interest entity or its affiliate, or
 - b) a member of the supervisory board or other supervisory body of the present or previous audit firm auditing financial statements of a given public interest entity, or
 - c) an employee or a person belonging to senior management staff, including a member of the management board or other management body of the present or previous audit firm auditing financial statements of a given public interest entity or its affiliate, or
 - d) other natural person whose services were used or who was supervised by the present or previous audit firm or by the statutory auditor acting on its behalf;
 - 7) is not a member of the management board or other management body of the unit in which a member of the management board or other management body is a member of the supervisory board or other supervisory body of a given public interest entity;
 - 8) has not been a member of the supervisory board or another supervisory body of a given public interest entity for more than 12 years;
 - 9) is not a spouse, a person remaining in cohabitation, a lineal relative or kinsman or a collateral relative or kinsman up to the fourth degree – of a member of the management board or other management body of a given public interest entity, or the person referred to in items 1-8;
 - 10) he/she is not remaining in adoption, care or custody relations with a member of the management board or other management body of a given public interest entity, or with the person referred to in items 1-8.
4. The additional remuneration referred to in paragraph 3, item 4 shall:
- 1) include a share in the stock option plan or other remuneration system;
 - 2) be exclusive of amounts of remuneration received in a fixed amount under the pension scheme, including deferred remuneration for earlier work in a given public interest entity in the case when the condition of payment of such remuneration is not continuation of employment in a given public interest entity.

³ **Criteria pursuant to principle 2.3. Best Practice for GPW Listed Companies 2021:**

2.3. At least two members of the supervisory board meet the criteria of being independent referred to in the Act of 11 May 2017 on Auditors, Audit Firms and Public Supervision, and have no actual and material relations with any shareholder who holds at least 5% of the total vote in the company.

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(First name, surname)

.....
(place, date)

.....
(signature)