

Paweł Gruza
Undersecretary of State
DSS.5221.23.2016

Radosław Domagalski-Łabędzki
President of the Management Board
KGHM Polska Miedź S.A.

I, the undersigned Paweł Gruza – Undersecretary of State in the Ministry of the State Treasury, acting under the proxy authority granted to me on 22 September 2016 by Henryk Kowalczyk as the acting Minister of the State Treasury, in accordance with Notary Act Repertorium A No. 21288/2016 prepared by Michał Błaszczak, Notary Public, in Warsaw as head of the Notary Office at the address Plac Bankowy 1, acting on behalf of the State Treasury as shareholder, in compliance with art. 400 § 1 of the Commercial Partnerships and Companies Code, hereby request the immediate calling of an Extraordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin, and to place the following points in the agenda:

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 changes in the composition of the Supervisory Board.
6. Adoption of resolutions on changes in the principles for setting remuneration for members of the Management Board of the Company.
7. Adoption of resolutions on setting remuneration for members of the Supervisory Board of the Company.
8. Closing of the General Meeting.

Justification

The placing in the agenda of the EGM of KGHM Polska Miedź S.A. of a point on changes in the composition of the Supervisory Board of the Company arises from the duties and rights of the General Meeting to dismiss and appoint the members of the Supervisory Board and is aimed at strengthening the Supervisory Board's oversight of the Company's activities.

The placing in the agenda of the EGM of KGHM Polska Miedź S.A. of points on resolutions regarding the principles for setting remuneration for members of the Management Board of the Company and regarding setting remuneration for members of the Supervisory Board of the Company arises from art. 2 sec. 1 of the Act dated 9 June 2016 on the *Rules of Remunerating Persons Who Manage Certain Companies* (Journal of Laws 2016 item 1202) according to which the Minister of the State Treasury, as an entity authorised to exercise shareholder rights in the company KGHM Polska Miedź S.A., is obligated to undertake actions aimed at shaping and applying in the Company principles for setting remuneration for members of the management body and for members of the supervisory body, as set forth in the aforementioned Act, no later than by the date of the Ordinary General Meeting, the subject of which will be to review and approve the report on the activities of the company and the financial statements for the financial year beginning in 2016.

	[signature and stamp] UNDERSECRETARY OF STATE Paweł Gruza
<u>Attached:</u> Draft resolutions	