

Proposal 1 to point 2 of the agenda

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

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

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

- I.** is hereby elected as Chairman of the Ordinary General Meeting.
- II.** This resolution comes into force upon its adoption.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

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 report of the Management Board on the activities of KGHM Polska Miedź S.A. in financial year 2013 and the financial statements of KGHM Polska Miedź S.A. for financial year 2013.
6. Review of the proposal of the Management Board concerning the appropriation of Company profit for financial year 2013.
7. Review of the Supervisory Board of KGHM Polska Miedź S.A. report on the results of its evaluation of the report of the Management Board on the activities of KGHM Polska Miedź S.A. in financial year 2013 and of the financial statements of KGHM Polska Miedź S.A. for financial year 2013.
8. Presentation by the Supervisory Board of:
 - a) a brief assessment of the standing of KGHM Polska Miedź S.A. for financial year 2013, including an evaluation of the internal control system and the Company's significant risk management system,
 - b) a report on the activities of the Supervisory Board of KGHM Polska Miedź S.A. for financial year 2013.
9. Adoption of resolutions:
 - a) on approval of the Report of the Management Board on the activities of KGHM Polska Miedź S.A. in financial year 2013,

b) on approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2013,

c) on the appropriation of Company profit for financial year 2013.

10. Adoption of resolutions:

a) on approval of the performance of duties of members of the Management Board in financial year 2013,

b) on approval of the performance of duties of members of the Supervisory Board in financial year 2013.

11. Review of the report of the Management Board on the activities of the KGHM Polska Miedź S.A. Group in financial year 2013 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2013.

12. Review of the Supervisory Board report on the results of its evaluation of the report of the Management Board on the activities of the KGHM Polska Miedź S.A. Group in financial year 2013 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2013.

13. Adoption of resolutions:

a) on approval of the Report of the Management Board on the activities of the KGHM Polska Miedź S.A. Group in financial year 2013,

b) on approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2013.

14. Appointment of members of the Supervisory Board of KGHM Polska Miedź S.A. for the new, 9th term.

15. Closing of the General Meeting.

II. This resolution comes into force upon its adoption.

Proposal 3 to point 9a of the agenda

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the Report of the Management Board on the activities of
KGHM Polska Miedź S.A. in financial year 2013.**

The 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:

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Report of the Management Board on the activities of KGHM Polska Miedź S.A. in financial year 2013.

II. This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2013.

The 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:

I. 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 2013, consisting of:

- a) the statement of financial position prepared as at 31 December 2013, which shows total assets and total equity and liabilities of **PLN 29 038 million**,
- b) the statement of profit or loss for the period from 1 January to 31 December 2013 which shows the profit for the period of **PLN 3 058 million**,
- c) the statement of comprehensive income for the period from 1 January to 31 December 2013 which shows total comprehensive income of **PLN 3 335 million**,
- d) the statement of changes in equity which shows equity at 31 December 2013 in the amount of **PLN 23 298 million**, and an increase in equity for the period from 1 January to 31 December 2013 in the amount of **PLN 1 375 million**,
- e) the statement of cash flows which shows a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2013 of **PLN 581 million**, and cash and cash equivalents at 31 December 2013 of **PLN 123 million**,
- f) the accounting policies and other explanatory information to the financial statements.

II. This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

regarding: the appropriation of Company profit for financial year 2013.

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

I. Following review of the proposal of the Management Board concerning appropriation of profit for financial year 2013, the General Meeting hereby resolves that:

the profit of KGHM Polska Miedź S.A. for financial year 2013 in the amount of **PLN 3 058 280 469.87**, shall be appropriated in the following manner:

- as a shareholder dividend **PLN 1 000 000 000.00**,
representing **PLN 5** per share,
- to the Company's reserve capital **PLN 2 058 280 469.87**

II. The General Meeting hereby sets the following dates:

- right to dividend date: **8 July 2014**,
- dividend payment dates:
1st instalment of 2.5 PLN/share: **18 August 2014**
2nd instalment of 2.5 PLN/share: **18 November 2014**.

III. This resolution comes into force upon its adoption.

JUSTIFICATION

In recommending a dividend of PLN 1 billion, the Management Board took into consideration the specific conditions in which the Company operates. These primarily include:

- the situation on the commodity market and the level of volatility of prices,
- the high sensitivity of the Company's results to market conditions,
- safe debt ratios level,
- the nature of the investment program carried out (long-term investing process), and
- the expenditures necessary in the Group to realise the development program.

In particular, taking into account the investment plan of the KGHM Group, the recommendation regarding the funds to be allocated to reserve capital, in the opinion of the Management Board, will allow the Company to maintain a safe level of borrowing, one which does not expose the Company to excessive financial liquidity risk.

The level of dividend recommended by the Management Board was positively evaluated by the Supervisory Board of KGHM Polska Miedź S.A.

The proposed period between the right to dividend date and the dividend payment date is longer than the 15 working days recommended by the Code of Best Practice for Warsaw Stock Exchange-listed Companies.

Setting a longer period between these dates is justified by the need to execute taxpayer obligations by KGHM with respect to the flat-rate corporate income tax on dividends paid in a timely manner and in accordance with laws in force.

Beginning from 1 January 2011, there has been a change to the Corporate Income Tax Act dated 15 February 1992, among others with respect to tax exemptions. Additionally, art. 6 sec. 1 of the updated law exempted from taxation joint investment bodies and pension funds acting on the basis of law on the organisation and operation of pension funds, having their head office in an EU member country other than the Republic of Poland or in another country belonging to the European Economic Area, under condition that they meet all of a variety of specified criteria, requiring documentation pursuant to laws in force.

The aforementioned changes to the laws place on the Company and Brokerage Firms additional obligations to collect documents which must be obtained from shareholders and verified prior to the dividend payment date.

Under the current obligatory process of setting the net amount of dividend payment set forth in the „Detailed Rules of Operation of the National Depository for Securities”, the Issuer, i.e. KGHM Polska Miedź S.A., receives from Participants (Brokerage Firms) shareholders data, including data on the right to the dividend, tax residency certificates, and also since 2011, declarations arising from the updated Corporate Income Tax Act, as mentioned above. These documents should be collected by Brokerage Firms within four working days from the right to dividend date.

The rights to dividend date proposed by the Management Board and dividend payment dates were positively evaluated by the Supervisory Board.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2013.**

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

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Marcin Chmielewski – a member of the Management Board of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

Proposal 7 to point 10a of the agenda

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2013.**

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

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Jacek Kardela - a member of the Management Board of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2013.**

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

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Wojciech Kędzia - a member of the Management Board of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2013.**

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

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Włodzimierz Kiciński - a member of the Management Board of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2013.**

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

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Jarosław Romanowski - a member of the Management Board of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2013.**

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

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Adam Sawicki - a member of the Management Board of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2013.**

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

- I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Herbert Wirth – a member of the Management Board of KGHM Polska Miedź S.A.
- II. This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2013.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Dorota Włoch – a member of the Management Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force upon its adoption.

Proposal 14 to point 10b of the agenda

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Paweł Białek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Krzysztof Kaczmarczyk – a member of the Supervisory Board of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

Proposal 16 to point 10b of the agenda

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Andrzej Kidyba – a member of the Supervisory Board of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Dariusz Krawczyk – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Aleksandra Magaczewska – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Krzysztof Opawski – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force upon its adoption.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Marek Panfil – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force upon its adoption.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Ireneusz Piecuch – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Jacek Poświata – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force upon its adoption.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Bogusław Szarek – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2013.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2013 of Iwona Zatorska-Pańtak – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force upon its adoption.

**Resolution No./2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the Report of the Management Board on the activities
of the KGHM Polska Miedź S.A. Group in financial year 2013.**

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

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Report of the Management Board on the activities of the KGHM Polska Miedź S.A. Group in financial year 2013.

II. This resolution comes into force upon its adoption.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2013.

The 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:

I. 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 2013, consisting of:

- a) the consolidated statement of financial position prepared as at 31 December 2013, which shows total assets and total equity and liabilities of **PLN 34 465 million**,
- b) the consolidated statement of profit or loss for the period from 1 January to 31 December 2013 which shows the profit for the period of **PLN 3 033 million**,
- c) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2013 which shows total comprehensive income of **PLN 3 082 million**,
- d) the consolidated statement of changes in equity which shows equity at 31 December 2013 in the amount of **PLN 23 064 million**, and an increase in equity for the period from 1 January to 31 December 2013 in the amount of **PLN 1 150 million**,
- e) the consolidated statement of cash flows which shows a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2013 of **PLN 1 767 million**, and cash and cash equivalents at 31 December 2013 of **PLN 864 million**,
- f) the accounting policies and other explanatory information to the consolidated financial statements.

II. This resolution comes into force upon its adoption.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

regarding: appointment of a member of the Supervisory Board.

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

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

II. This resolution comes into force upon its adoption.

JUSTIFICATION

On the day the Ordinary General Meeting of KGHM Polska Miedź S.A. that approves the Financial Statements of KGHM Polska Miedź S.A. for financial year 2013 is held, the mandates of members of the current Supervisory Board of KGHM Polska Miedź S.A. expire. In accordance with Resolution No. 33/2011 of the Ordinary General Meeting regarding setting of the number of members of the Supervisory Board of KGHM Polska Miedź S.A. dated 15 June 2011, the General Meeting set the number of members of the Supervisory Board at 10 persons.

**Resolution No. /2014
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 23 June 2014**

regarding: appointment of a member of the Supervisory Board.

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

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

II. This resolution comes into force upon its adoption.

JUSTIFICATION

On the day the Ordinary General Meeting of KGHM Polska Miedź S.A. that approves the Financial Statements of KGHM Polska Miedź S.A. for financial year 2013 is held, the mandates of members of the current Supervisory Board of KGHM Polska Miedź S.A. expire. In accordance with article 14 sec. 1 point 2 of the Act on commercialisation and privatisation dated 30 August 1996, three members of the Supervisory Board of KGHM Polska Miedź S.A. are elected by the employees of the Company. From 14 to 15 May 2014 elections were held for members of the Supervisory Board elected by the employees of the Company. In accordance with the results of the elections to the Supervisory Board, the following persons will join the 9th-term Supervisory Board: Józef Czyczerski, Leszek Hajdacki, Bogusław Szarek. The Supervisory Board confirmed the validity of the elections held. Information on persons elected to the Supervisory Board by employees of the Company and the Protocols from the election of members of the Supervisory Board of KGHM Polska Miedź S.A. elected by the employees of the Company will be available on the website, www.kghm.pl, in the section *Investors / General Meeting*.

Translation from the original Polish version.

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