

**Announcement of a change in the agenda of the Ordinary General Meeting of  
KGHM Polska Miedź S.A. convened for 7 June 2019**

The Management Board of KGHM Polska Miedź S.A. announces that on 16 May 2019 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 and § 23 sec. 3 of the Statutes of the Company, requested the addition of the following points to the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin, convened for 7 June 2019:

1. Adoption of a resolution on determining the terms of setting the remuneration of Members of the Management Board and repealing the resolution no. 8/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Management Board and the resolution no. 44/2017 of the Ordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 21 June 2017 regarding amending the resolution no. 8/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Management Board.
2. Adoption of a resolution on determining the terms of setting the remuneration of Members of the Supervisory Board and repealing the resolution no. 9/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding determining the terms of setting the remuneration of Members of the Supervisory Board and the resolution no. 45/2017 of the Ordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 21 June 2017 regarding amending the resolution no. 9/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Supervisory Board.
3. Adoption of resolutions on amending the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin".

The Management Board of KGHM Polska Miedź S.A. hereby presents the following justification contained in the request of the shareholder to add points to the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A.

### **Justification**

#### **Re 1**

Addition of this point to the agenda is aimed at clarifying the current terms of setting the remuneration of members of the Management Board of KGHM Polska Miedź S.A. to generally applicable law and introduction of a unified text of the resolution, which will be in force from the date of its adoption.

Moreover, the Minister of Energy is aware of the necessity of updating the general catalogue of Management Targets, which were set in 2016.

Management Targets set by the General Meeting will be applicable after being made more specific by the Company's Supervisory Board in the following years, starting from 2020.

#### **Re 2**

Addition of this point to the agenda is aimed at clarifying the current terms of setting the remuneration of members of the Supervisory Board of KGHM Polska Miedź S.A. to generally applicable law and introduction of a unified text of the resolution, which will be in force from the date of its adoption.

#### **Re 3**

As a result of amending the Act of 16 December 2016 on the principles of state assets management, it is necessary to amend the provisions introduced to the Company's Statutes in 2017.

The amended Act clarified some provisions that raised doubts as to their interpretation, which appeared after the Act came into force. Among others, it concerns article 17 section 2 point 1 of the Act where it was specified that agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, will require the consent of the supervisory body, if the total expected remuneration for providing such services in the agreement or any other agreements concluded with the same entity exceeds the net amount of PLN 500 000 per year. The aim is to prevent the avoidance of concluding

agreements exceeding this threshold by dividing the remuneration into several agreements concluded with the same entity. The article 17 section 4 of the Act, which relates to the disposal of non-current assets by way of a tender or an auction and exceptions to the obligation to apply them, it was clarified that the threshold set at PLN 20 000 refers to the market value.

The aforementioned changes will be reflected in § 20 of the Statutes and § 33<sup>1</sup> of the Statutes.

Moreover, the amended Act allows for the possibility of assigning duties referred to in article 17 section 1 of the Act of 16 December 2016 on the principles of state assets management to the Supervisory Board of the Company. Considering the above, it is justified to introduce appropriate amendments to § 20 section 3 of the Statutes with respect to the management of non-current assets.

In addition, the proposed changes concern the Management Board's obligation introduced by the Act to prepare a report on the application of best practices defined by the President of the Council of Ministers pursuant to article 7 section 3 of the Act on the principles of state assets management in the area of corporate governance, corporate social responsibility and sponsorship. The Act of 21 February 2019 on amending the Act on the principles of state assets management and certain other acts allowed for the possibility of submitting reports referred to in article 17 section 6 of the Act on the principles of state assets management to the supervisory body instead of to the general meeting. Other changes are of editorial nature.

Proposed resolutions on the aforementioned topics will be submitted without undue delay by the shareholder of the Company – the State Treasury represented by the Minister of Energy, and subsequently they will be announced by the Management Board of KGHM Polska Miedź S.A.

The Management Board of the Company, taking into account the aforementioned requested change, hereby supplements the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. by additional points and presents the new agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A., which will take place on 7 June 2019, 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:
  - a) the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018,
  - b) the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018, and
  - c) the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning the appropriation of profit for the year ended 31 December 2018.
7. Submission of 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 in 2018 – and the opinion of the Supervisory Board of KGHM Polska Miedź S.A.
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 the year ended 31 December 2018, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018, as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018,
9. Review of the Report of the Supervisory Board on the results of its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning appropriation of profit for the year ended 31 December 2018.
10. Submission by the Supervisory Board of:

- a) an Assessment of the standing of KGHM Polska Miedź S.A. for the year ended 31 December 2018, 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. for the year ended 31 December 2018.

11. Adoption of resolutions on:

- a) approval of the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018,
- b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018,
- c) approval of the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018,
- d) appropriation of the Company's profit for the year ended 31 December 2018.

12. Adoption of resolutions on:

- a) approval of the performance of duties of members of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018,
- b) approval of the performance of duties of members of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018.

13. Adoption of a resolution on determining the terms of setting the remuneration of Members of the Management Board and repealing the resolution no. 8/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Management Board and the resolution no. 44/2017 of the Ordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 21 June 2017 regarding amending the resolution no. 8/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Management Board.

14. Adoption of a resolution on determining the terms of setting the remuneration of Members of the Supervisory Board and repealing the resolution no. 9/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding determining the terms of setting the remuneration of Members of the Supervisory

Board and the resolution no. 45/2017 of the Ordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 21 June 2017 regarding amending the resolution no. 9/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Supervisory Board.

15. Adoption of resolutions on amending the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin".

16. Closing of the General Meeting.

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

*Proposal 2 to point 4 of the agenda*

**Resolution No. \_\_\_/2019**

**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**

**with its registered head office in Lubin dated 7 June 2019**

**regarding: acceptance of the agenda of the Ordinary General Meeting.**

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

§ 1.

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:
  - a) the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018,
  - b) the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018, and

- c) the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning the appropriation of profit for the year ended 31 December 2018.
7. Submission of 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 in 2018 – and the opinion of the Supervisory Board of KGHM Polska Miedź S.A.
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 the year ended 31 December 2018, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018, as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018,
9. Review of the Report of the Supervisory Board on the results of its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning appropriation of profit for the year ended 31 December 2018.
10. Submission by the Supervisory Board of:
  - a) an Assessment of the standing of KGHM Polska Miedź S.A. for the year ended 31 December 2018, 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. for the year ended 31 December 2018.
11. Adoption of resolutions on:
  - a) approval of the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018,
  - b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018,
  - c) approval of the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018,
  - d) appropriation of the Company's profit for the year ended 31 December 2018.
12. Adoption of resolutions on:
  - a) approval of the performance of duties of members of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018,
  - b) approval of the performance of duties of members of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018.

13. Adoption of a resolution on determining the terms of setting the remuneration of Members of the Management Board and repealing the resolution no. 8/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Management Board and the resolution no. 44/2017 of the Ordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 21 June 2017 regarding amending the resolution no. 8/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Management Board.
14. Adoption of a resolution on determining the terms of setting the remuneration of Members of the Supervisory Board and repealing the resolution no. 9/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding determining the terms of setting the remuneration of Members of the Supervisory Board and the resolution no. 45/2017 of the Ordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 21 June 2017 regarding amending the resolution no. 9/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Supervisory Board.
15. Adoption of resolutions on amending the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin".
16. Closing of the General Meeting.

§ 2.

This resolution comes into force upon its adoption.

The complete proposed resolutions and the form for voting through a proxy, including the changes proposed by the shareholder of the Company – the State Treasury represented by the Minister of Energy, may be found on the Company's website: [www.kghm.com](http://www.kghm.com) in the section Investors/Corporate Governance/ General Meeting/AGM 2019.

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