

FORM
FOR VOTING THROUGH A PROXY

taking into account the change in the agenda requested by the State Treasury, a shareholder

Use of this form is solely within the prerogative of the shareholder and is not a prerequisite for voting by a proxy. This form contains instructions for the casting of votes by a proxy, and does not supersede the proxy authority granted to a proxy by a shareholder.

The shareholder indicates his instructions by placing an „X” in the appropriate box. If the box marked „Other” is filled in, the shareholder should provide instructions as to the manner of voting by the proxy.

In a case where the shareholder decides to cast their votes in a non-unified manner, the shareholder is requested to indicate in the box provided the number of shares for which the proxy is to cast a vote of „for”, „against” or „abstain”. If no such number is indicated, it will be assumed that the proxy is authorised to vote all of the shares owned by the shareholder in the prescribed manner.

It should be noted that the proposed resolutions included in these instructions may differ from the proposed resolutions voted on at the Ordinary General Meeting. In such a case, in order to avoid doubt as to the manner of voting by the proxy, it is recommended that in the box marked „Other” the manner in which the proxy should act in this situation be described.

The Company also wishes to add that it will not verify whether the manner of voting of a proxy is consistent with the instructions of the shareholder. Consequently, voting instructions need not be provided to the Company.

TO: _____
(name / proxy firm)

SHAREHOLDER _____
(name / shareholder's firm)

**FORM
FOR VOTING THROUGH A PROXY**

The Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin convened for 15 June 2011, at 11 AM, in Lubin, ul. Marii Skłodowskiej-Curie 48 in Jan Wyżykowski Hall.

I. Point 2 of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

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 on the date it is taken.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

II. Point 4 of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

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

The Ordinary General Meeting 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 on the activities of KGHM Polska Miedź S.A. in financial year 2010 and the financial statements of KGHM Polska Miedź S.A. for financial year 2010.
- 6) Review of the proposal of the Management Board concerning the appropriation of Company profit for financial year 2010.
- 7) Review of the Supervisory Board of KGHM Polska Miedź S.A. report on the results of its evaluation of the report on the activities of KGHM Polska Miedź S.A. in financial year 2010 and of the financial statements of KGHM Polska Miedź S.A. for financial year 2010.
- 8) Presentation by the Supervisory Board of:
 - a) a brief assessment of the Company's standing, 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 together with the evaluation of its work.
- 9) Adoption of resolutions:
 - a) on approval of the report on the activities of KGHM Polska Miedź S.A. in financial year 2010,
 - b) on approval of the financial statements of KGHM Polska Miedź S.A. for financial year 2010,
 - c) on the appropriation of Company profit for financial year 2010.
- 10) Adoption of resolutions:
 - a) on approving the performance of duties of members of the Management Board in financial year 2010,
 - b) on approving the performance of duties of members of the Supervisory Board in financial year 2010.

- 11) Review of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2010.
- 12) Review of the Supervisory Board report on the results of its evaluation of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2010.
- 13) Adoption of resolutions:
 - a) on approval of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010,
 - b) on approval of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2010.
- 14) Adoption of a resolution on changes to the composition of the Supervisory Board of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.
- 15) Appointment of members of the Supervisory Board of KGHM Polska Miedź S.A. for a new term:
 - a) adoption of a resolution on confirmation of the validity of the elections of members of the Supervisory Board chosen by the employees of the Company,
 - b) adoption of a resolution on setting the number of members of the Supervisory Board of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin,
 - c) adoption of resolutions on appointment of the Supervisory Board members.
- 16) Adoption of a resolution on changes to the principles of remuneration of Supervisory Board members.
- 17) Closing of the General Meeting.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

III. Point 9 a) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the Report on the activities of KGHM Polska Miedź S.A.
in financial year 2010.**

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

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Report on the activities of KGHM Polska Miedź S.A. in financial year 2010.

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

<input type="checkbox"/> For # of shares	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised # of shares	<input type="checkbox"/> Abstain # of shares	<input type="checkbox"/> proxy's discretion # of shares
<input type="checkbox"/> Other			

IV. Point 9 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2010.

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the evaluation by the Supervisory Board of KGHM Polska Miedź S.A. of the financial statements, 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 2010, consisting of:

- a) the statement of financial position prepared as at 31 December 2010, which shows total assets and total equity and liabilities of **PLN 19 829 296 thousand**,
- b) the statement of comprehensive income for the period from 1 January to 31 December 2010 which shows:
 - the profit for the period from 1 January to 31 December 2010 of **PLN 4 568 589 thousand**,
 - the other comprehensive income for the period from 1 January to 31 December 2010 of **PLN 83 931 thousand**,
 - the total comprehensive income for the period from 1 January to 31 December 2010 of **PLN 4 652 520 thousand**,
- c) the statement of changes in equity which shows equity at 31 December 2010 in the amount of **PLN 14 456 477 thousand**, and an increase in equity for the period from 1 January to 31 December 2010 in the amount of **PLN 4 052 520 thousand**,
- d) the statement of cash flows which shows a net increase in cash and cash equivalents for the period from 1 January to 31 December 2010 of **PLN 1 615 351 thousand**, and cash and cash equivalents at 31 December 2010 of **PLN 2 595 529 thousand**,
- e) the accounting policies and other explanatory information to the financial statements.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

V. Point 9 c) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: the appropriation of Company profit for financial year 2010.

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 2010, the General Meeting hereby resolves that:

the profit of KGHM Polska Miedź S.A. for financial year 2010 in the amount of **PLN 4 568 589 440.93** or four billion, five hundred sixty-eight million, five hundred eighty-nine thousand, four hundred forty and ninety-three one-hundredths PLN, shall be appropriated in the following manner:

- as a shareholder dividend **PLN 1 600 000 000.00**,
representing **PLN 8** per share,
- to reserve capital **PLN 2 968 589 440.93**

II. The General Meeting hereby sets the following dates:

- right to dividend date: **11 July 2011**,
- dividend payment date: **12 August 2011**.

III. This resolution comes into force on the date it is taken.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Rother			

VI. Point 10 a) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2010.

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 2010 of Ryszard Janeczek – a member of the Management Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

VII. Point 10 a) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2010.

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 2010 of Wojciech Kędzia - a member of the Management Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

VIII. Point 10 a) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2010.

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 2010 of Maciej Tybura - a member of the Management Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

IX. Point 10 a) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2010.**

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 2010 of Herbert Wirth - a member of the Management Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

X. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2010.**

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 2010 of Józef Czaczyński – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For # of shares	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised # of shares	<input type="checkbox"/> Abstain # of shares	<input type="checkbox"/> proxy's discretion # of shares
<input type="checkbox"/> Other			

XI. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2010.**

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 2010 of Marcin Dyl – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XII. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2010.**

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 2010 of Leszek Hajdacki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XIII. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2010.**

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 2010 of Arkadiusz Kawecki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XIV. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2010.**

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 2010 of Jacek Kuciński – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XV. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2010.**

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 2010 of Ryszard Kurek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XVI. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2010.

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 2010 of Marek Panfil – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XVII. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2010.**

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 2010 of Jan Rymarczyk – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XVIII. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2010.**

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 2010 of Marek Trawiński – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XIX. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2010.**

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 2010 of Marzenna Weresa – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XX. Point 13 a) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: approval of the Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010.

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

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXI. Point 13 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2010.

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the results of the evaluation by the Supervisory Board of KGHM Polska Miedź S.A. of the financial statements, 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 2010, consisting of:

- a) the consolidated statement of financial position prepared as at 31 December 2010, which shows total assets and total equity and liabilities of **PLN 21 177 323 thousand**,
- b) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2010 which shows:
 - profit for the period from 1 January to 31 December 2010 of **PLN 4 714 863 thousand**,
 - other comprehensive income for the period from 1 January to 31 December 2010 of **PLN 83 520 thousand**,
 - total comprehensive income for the period from 1 January to 31 December 2010 of **PLN 4 798 383 thousand**,
- c) the consolidated statement of changes in equity which shows equity at 31 December 2010 in the amount of **PLN 14 891 779 thousand**, and an increase in equity for the period from 1 January to 31 December 2010 in the amount of **PLN 4 316 440 thousand**,
- d) the consolidated statement of cash flows which shows a net increase in cash and cash equivalents for the period from 1 January to 31 December 2010 of **PLN 1 883 655 thousand**, and cash and cash equivalents at 31 December 2010 of **PLN 3 086 957 thousand**,
- e) the accounting policies and other explanatory information to the consolidated financial statements.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXII. Point 14 of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: dismissal from the Supervisory Board.

Based on art. 385 § 1 of the Commercial Partnerships and Companies Code and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the following is resolved:

- I. is dismissed from the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is taken.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXIII. Point 15 a) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: confirmation of the validity of the elections of members of the Supervisory Board elected by the employees of the KGHM Polska Miedź S.A.

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

I. The General Meeting hereby confirms the validity of the elections held in the Company on 11-12 May 2011, as a result of which the employees of KGHM Polska Miedź S.A. elected three members to the Supervisory Board.
Protocol from the elections of members to the 8th Term Supervisory Board of KGHM Polska Miedź S.A. dated 13 May 2011, represents an appendix to the resolution.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXIV. Point 15 b) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: setting of the number of members of the Supervisory Board of KGHM Polska Miedź S.A.

The General Meeting, acting on the basis of § 16 sec. 1 of the Statutes of KGHM Polska Miedź S.A., resolves the following:

- I. The General Meeting hereby sets the number of members of the Supervisory Board at 10 persons.

- II. This resolution comes into force on the date it is taken.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXV. Point 15 c) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: appointment to the Supervisory Board for a new term of persons elected by the employees of the Company.

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

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

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXVI. Point 15 c) of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: appointment to the Supervisory Board

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

I. is hereby appointed to the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXVII. Point 16 of the agenda.

Proposed resolution

**Resolution No. /2011
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 15 June 2011**

regarding: changes in the principles of remuneration of members of the Supervisory Board.

On the basis of art. 392 of the Commercial Partnerships and Companies Code and on § 21 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the following is resolved:

- I. The following principles are hereby established for the remuneration of members of the Supervisory Board:
 1. The monthly remuneration of members of the Supervisory Board, with the exception of the Chairman and Deputy Chairman of the Supervisory Board, shall be equal to the average monthly gross wages and salaries in the enterprise sector, excluding payment from profit, for the final month of the prior quarter, multiplied by a factor of
 2. The monthly remuneration of the Chairman of the Supervisory Board shall be equal to the average monthly gross wages and salaries in the enterprise sector, excluding payment from profit, for the final month of the prior quarter, multiplied by a factor of
 3. The monthly remuneration of the Deputy Chairman of the Supervisory Board shall be equal to the average monthly gross wages and salaries in the enterprise sector, excluding payment from profit, for the final month of the prior quarter, multiplied by a factor of
 4. In the case of a change of a member of the Supervisory Board acting as the Chairman or Deputy Chairman following expiration of their term or during their term, during the period from the holding of the General Meeting to the establishment of the Supervisory Board, the principle of remuneration as described in sub-point 1 of this resolution shall apply.
 5. Members of the Supervisory Board shall receive such remuneration as described in sub-points 1, 2 and 3, regardless of the frequency of formally-held meetings.
 6. Remuneration shall not be granted for any month in which a member of the Supervisory Board was absent from all formally-held meetings, for unjustified reasons. The Supervisory Board shall decide in the form of a resolution as to whether or not any such absence was justified.
 7. Remuneration as described in sub-points 1, 2 and 3 shall be calculated as the proportional number of days of service, in those cases where appointment to the Supervisory Board or expiry of mandate falls within a calendar month.
 8. Remuneration as described in sub-points 1, 2 and 3 shall be paid following execution of service, by the 10th day of each month. Remuneration shall be charged to Company costs.
 9. The Company shall also cover or reimburse costs connected with Supervisory Board-related work, and in particular with the round-trip cost of travel between

one's place of residence and the meeting site of the Supervisory Board as well as room and board.

10. The Company, pursuant to the law dated 26 July 1991 on personal income taxation, calculates and collects the tax on that remuneration described in sub-points 1, 2 and 3, as well as on other benefits of the Company for the Supervisory Board member which are taxable under this law.

II. The previous principles of remuneration of Supervisory Board members as described in Resolution No. 15 of the Ordinary General Meeting of KGHM Polska Miedź S.A. dated 29 May 2003, are hereby superceded.

III. This resolution comes into force on the date it is taken.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

This form is a direct translation from the original Polish version. In the event of differences resulting from the translation, reference should be made to the Polish version.