

FORM
FOR VOTING THROUGH A PROXY

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 9 December 2009, at 11 AM, in Lubin, ul. Marii Skłodowskiej-Curie 48 in Jan Wyżykowski Hall.

I. Point 2 of the agenda.

Proposed resolution

**Resolution No. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

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

On the basis of art. 409 § 1 of the Commercial Partnerships and Companies Code, § 28 sec. 1 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin and § 5 sec. 3 of the Bylaws of the General Meeting of KGHM Polska Miedź S.A., the following is resolved:

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

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 Company's activities in financial year 2009 and the financial statements of the Company for financial year 2009.
- 6) Review of the proposal of the Management Board concerning the appropriation of Company profit for financial year 2009.
- 7) Review of the Supervisory Board report on the results of its evaluation of the report on the Company's activities in financial year 2009, the financial statements of the Company for financial year 2009 and the proposal of the Management Board concerning the appropriation of Company profit for financial year 2009.
- 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) 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 Company's activities in financial year 2009,
 - b) on approval of the financial statements of the Company for financial year 2009,
 - c) on the appropriation of Company profit for financial year 2009.
- 10) Adoption of Resolutions:

- a) on approving the performance of duties of members of the Management Board in financial year 2009,
 - b) on approving the performance of duties of members of the Supervisory Board in financial year 2009.
- 11) Review of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2009 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2009.
 - 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 2009 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2009.
 - 13) Adoption of Resolutions:
 - a) on approval of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2009,
 - b) on approval of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2009.
 - 14) Approval of the new Bylaws of the General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin.
 - 15) Adoption of a Resolution on changes in the composition of the Supervisory Board of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.
 - 16) 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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

**regarding: approval of the Report on the activities of KGHM Polska Miedź S.A.
in financial year 2009.**

On the basis of art. 393 point 1 and art. 395 § 2 point 1 of the Commercial Partnerships and Companies Code in connection with art. 49 section 1 and art. 53 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws from 2009, No. 152, item 1223 with subsequent amendments) and on the basis of § 29 section 1 point 1) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, with due regard being given to the evaluation by the Supervisory Board of KGHM Polska Miedź S.A. of the Report, the following is resolved:

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves of the Report on the activities of KGHM Polska Miedź S.A. in financial year 2009.

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			

IV. Point 9 b) of the agenda.

Proposed resolution

**Resolution No. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the Financial Statements of the Company for financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 1 of the Commercial Partnerships and Companies Code in connection with art. 53 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws from 2009, No. 152, item 1223 with subsequent amendments) and on the basis of § 29 section 1 point 1) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, with due regard being given to the evaluation by the Supervisory Board of KGHM Polska Miedź S.A. of the financial statements, the following is resolved:

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2009, consisting of:

- the statement of financial position prepared as at 31 December 2009, which shows total assets and total equity and liabilities of **PLN 13 953 030 thousand**,

- the statement of comprehensive income comprising:

- the income statement for the period from 1 January to 31 December 2009, which shows a profit for the period of **PLN 2 540 185 thousand**,
- the other comprehensive income for the period from 1 January to 31 December 2009 which shows a decrease in other comprehensive income by **PLN 391 520 thousand**,

- the statement of changes in equity which shows equity at 31 December 2009 in the amount of **PLN 10 403 957 thousand**, and a decrease in equity for the period from 1 January to 31 December 2009 in the amount of **PLN 187 335 thousand**,

- the statement of cash flows which shows a net decrease in cash and cash equivalents for the period from 1 January to 31 December 2009 of **PLN 802 880 thousand**, and cash and cash equivalents at 31 December 2009 of **PLN 975 198 thousand**,

- 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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: the appropriation of Company profit for financial year 2009.

On the basis of art. 395 § 2 point 2 and art. 348 § 3 of the Commercial Partnerships and Companies Code and on § 29 section 1 point 2 and § 35 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. Following review of the proposal of the Management Board concerning appropriation of profit for financial year 2009, the General Meeting hereby resolves that:

the profit of KGHM Polska Miedź S.A. for financial year 2009 in the amount of **PLN 2 540 185 319.47** or two billion, five hundred forty million, one hundred eighty-five thousand, three hundred and nineteen and forty-seven one-hundredths PLN, shall be appropriated in the following manner:

- as a shareholders dividend **PLN 600 000 000.00,**
representing **PLN 3.00** per share,
- to reserve capital **PLN 1 940 185 319.47**

II. The General Meeting hereby sets the following dates:

- right to dividend date: **17 June 2010,**
- dividend payment date: **8 July 2010.**

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2009.**

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2009 of Ryszard Janeczek, Member of the Management Board, who fulfilled the function of Vice President of the Management Board of the Company during the period from 24 August 2009 to 31 December 2009.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2009.**

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2009 of Mirosław Krutin, Member of the Management Board, who fulfilled the function of President of the Management Board of the Company during the period from 1 January 2009 to 16 June 2009.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2009 of Maciej Tybura, Member of the Management Board, who during the period:

- from 01 January 2009 to 24 August 2009 fulfilled the function of Vice President of the Management Board of the Company,
- from 24 August 2009 to 31 December 2009 fulfilled the function of I Vice President of the Management Board of the Company.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2009 of Herbert Wirth, Member of the Management Board, who during the period:

- from 01 January 2009 to 16 June 2009 fulfilled the function of I Vice President of the Management Board of the Company,
- from 16 June 2009 to 20 July 2009 was Acting President of the Management Board of the Company,
- from 20 July 2009 to 31 December 2009 fulfilled the function of President of the Management Board of the Company.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties of Józef Czyczerski – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2009 during the period in which he fulfilled this function from 01 January 2009 to 31 December 2009.

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			

XI. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties of Marcin Dyl – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2009 during the period in which he fulfilled this function from 01 January 2009 to 31 December 2009.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties of Leszek Hajdacki – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2009 during the period in which he fulfilled this function from 01 January 2009 to 31 December 2009.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties of Arkadiusz Kawecki – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2009 during the period in which he fulfilled this function from 01 January 2009 to 31 December 2009.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties of Jacek Kuciński – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2009 during the period in which he fulfilled this function from 01 January 2009 to 31 December 2009.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties of Ryszard Kurek – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2009 during the period in which he fulfilled this function from 01 January 2009 to 31 December 2009.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties of Marek Panfil – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2009 during the period in which he fulfilled this function from 01 January 2009 to 31 December 2009.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2009.**

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties of Marek Trawiński – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2009 during the period in which he fulfilled this function from 01 January 2009 to 31 December 2009.

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. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2009.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties of Marzenna Weresa – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2009 during the period in which she fulfilled this function from 01 January 2009 to 31 December 2009.

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 13 a) of the agenda.

Proposed resolution

**Resolution No. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2009.

On the basis of art. 395 § 5 of the Commercial Partnerships and Companies Code in connection with art. 55 sec. 2 and art. 63c section 4 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws from 2009, No. 152, item 1223 with subsequent amendments) and on the basis of § 29 section 1 point 1) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, and with due regard being given to the results of the evaluation by the Supervisory Board of KGHM Polska Miedź S.A. of the Report, the following is resolved:

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves of the Report on the activities of the KGHM Polska Miedź S.A. Group in the financial year 2009.

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 b) of the agenda.

Proposed resolution

**Resolution No. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2009.

On the basis of art. 395 § 5 of the Commercial Partnerships and Companies Code in connection with art. 63c section 4 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws from 2009, No. 152, item 1223 with subsequent amendments) and on the basis of § 29 section 1 point 1) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, 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, the following is resolved:

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2009, consisting of:

- the consolidated statement of financial position prepared as at 31 December 2009, which shows total assets and total equity and liabilities of **PLN 14 897 425 thousand**,
- the consolidated statement of comprehensive income comprised of:
 - the income statement for the period from 1 January to 31 December 2009, which shows a profit for the period of **PLN 2 359 170 thousand**,
 - other comprehensive income for the period from 1 January to 31 December 2009 which shows a decrease in other comprehensive income of **PLN 391 155 thousand**,
- the consolidated statement of changes in equity which shows equity at 31 December 2009 in the amount of **PLN 10 623 827 thousand**, and a decrease in equity for the period from 1 January to 31 December 2009 in the amount of **PLN 359 038 thousand**,
- the consolidated statement of cash flows which shows a net decrease in cash and cash equivalents for the period from 1 January to 31 December 2009 of **PLN 852 748 thousand**, and cash and cash equivalents at 31 December 2009 of **PLN 1 197 077 thousand**,
- 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			

XXI. Point 14 of the agenda.

Proposed resolution

**Resolution No. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

**regarding: approval of the Bylaws of the General Meeting of KGHM Polska
Miedź S.A., with its registered head office in Lubin**

On the basis of § 28 section 2 of the Statutes of KGHM Polska Miedź Spółka Akcyjna the following is resolved :

I. The General Meeting hereby approves the Bylaws of the General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin, with its wording representing an appendix to this resolution and an integral part of the minutes.

II. The Bylaws shall have effect from the next General Meeting.

III. The existing Bylaws of the General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin, approved by a Resolution of the Ordinary General Meeting of KGHM Polska Miedź S.A. - notary act repertory A, No. 3872/2003 dated 29 May 2003 (with subsequent amendments), hereby cease to be in force.

IV. 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 15 of the agenda.

Proposed resolution

**Resolution No. / 2010
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 17 May 2010**

regarding: appointment to the Supervisory Board

On the basis of art. 385 § 1 of the Commercial Partnerships and Companies Code and § 16 sec. 2 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

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			

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.