

MINISTRY OF TREASURY
DEPARTMENT OF OWNERSHIP SUPERVISION AND PRIVATISATION II
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DNWiP2-PZ-520-3/09
(DNWiP2/III/1893/09)

Warsaw, 14 May 2009

Mirosław Krutin
President of the Management Board
KGHM POLSKA MIEDŹ S.A.
with its registered head office in Lubin
ul. Marii Skłodowskiej-Curie 48
59-301 Lubin
fax.(76) 747 85 05

Dear Mr. President,

With respect to the convening for 16 June 2009 of an Ordinary General Meeting of the Company, and with regard to the placement in the agenda of a point respecting the passage of a resolution on changes in the Statutes of KGHM PM S.A., I hereby urgently request a detailed justification of the proposed changes in the Statutes of the Company.

Respectfully yours,

DIRECTOR
Department of Ownership Supervision
and Privatisation II

Jerzy Góra (with signature)

KGHM POLSKA MIEDŹ S.A.

Lubin, 19 May 2009
PZ/070/73/2009

KGHM Polska Miedź
Spółka Akcyjna

z siedzibą w Lubinie

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Jerzy Góra
Director of the Department of
Ownership Supervision and
Privatisation II
Ministry of Treasury
ul. Krucza 36 / Wspólna 6
00 - 522 Warsaw

Re: letter no. DNWiP2-PZ-520-3/09 (DNWiP2/III/1893/09) dated 14 May 2009

Dear Mr. Director,

In answer to your letter, please find below the justifications for the changes, proposed by the Management Board of KGHM Polska Miedź S.A. and positively reviewed by the Supervisory Board of KGHM Polska Miedź S.A., to the Statutes („Statutes”) of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.

In accordance with art. 428 § 4 of the Commercial Partnerships and Companies Code, the Management Board of KGHM Polska Miedź S.A. will also present this information to the other shareholders at the Ordinary General Meeting of the Company.

*Członkowie Zarządu
KGHM POLSKA MIEDŹ S.A.:*

Mirosław Krutin
Prezes Zarządu

Herbert Wirth
I Wiceprezes Zarządu

Maciej Tybura
Wiceprezes Zarządu

§ 4 sec. 1 of the Statutes

Change dictated by a change in the name of the Law and in the number of the Journal of Laws.

§ 6 sec. 1 of the Statutes

Change dictated mainly by the Decree of the Council of Ministers dated 24 December 2007 on the Polish Classification of Activities (PKD) and by the justified needs of the Divisions of KGHM Polska Miedź S.A. A detailed description of these changes may be found in annex no. 1 to this letter.

§ 9 sec. 2 of the Statutes

This provision was transferred from the existing § 10.

§ 10 of the Statutes

Paragraph 29 sec. 1 point 7) of the existing Statutes states that „the manner and conditions for redeeming shares are the responsibility of the General Meeting”. This provision, which has been in force for years, provided for the General Meeting of KGHM Polska Miedź S.A. to be granted the right to redeem the shares. However, the existing Statutes of KGHM Polska Miedź S.A. lack detailed provisions to execute this right. The proposed changes to § 10 of the Statutes, which solely provide for the

Zarejestrowana pod nr
KRS 000023302
w Sądzie Rejonowym
dla Wrocławia Fabrycznej,
IX Wydział Gospodarczy
Krajowego Rejestru Sądowego,
gdzie przechowywana jest
dokumentacja spółki

Kapitał zakładowy:
2.000.000.000 zł
(z czego wpłacono 2.000.000.000 zł)

voluntary (i.e. with the consent of the shareholder), and not the forced and automatic, redemption of shares, grant the shareholder the possibility to take advantage of this legal institution.

§ 12 of the Statutes

Sec. 4 was removed due to its discriminatory character. In **sec. 6** a detailed provision was introduced which is in accordance with art. 369 § 4 of the Commercial Partnerships and Companies Code.

§ 14 sec. 1 and 2 of the Statutes

These provisions were reconciled to the wording of art. 373 § 1 of the Commercial Partnerships and Companies Code, which does not restrict declarations solely to declarations of will.

§ 15 sec. 1 and 2 of the Statutes

These provisions were reconciled to the wording of art. 379 § 1 of the Commercial Partnerships and Companies Code.

§ 16 sec. 8 of the Statutes

This provision reflects and describes in detail point III.2. of the Code of Best Practice for WSE Listed Companies.

§ 22 sec. 2 – 5 of the Statutes

These changes were dictated by the coming into force, as at 3 August 2009, of the law amending the Commercial Partnerships and Companies Code; the updated provisions will precisely regulate the questions described in these provisions. Failure to amend the existing provisions would cause, after 3 August 2009, nonconformity between the Statutes and the amended provisions of the Commercial Partnerships and Companies Code.

§ 23 sec. 2 - 4 of the Statutes

In **sec. 2** the words „of the Company” were removed after the words „Management Board”. In the Statutes, the words „Management Board” appear more frequently than the phrase „Management Board of the Company”. The change to **sec. 3** is dictated by the coming into force, as at 3 August 2009, of the law amending the Commercial Partnerships and Companies Code, and conforms to the Commercial Partnerships and Companies Code currently in force. Failure to make changes in this section would cause, after 3 August 2009, nonconformity between the Statutes and the amended provisions of the Commercial Partnerships and Companies Code. The removal of **sec. 4** is dictated by the circumstances brought about by sec. 3.

§ 25 sec. 3 of the Statutes

Changes dictated by the coming into force, as at 3 August 2009, of the law amending the Commercial Partnerships and Companies Code; the updated provisions will precisely regulate the questions described in these provisions. Failure to amend the existing provisions would cause, after 3 August 2009, nonconformity between the Statutes and the amended provisions of the Commercial Partnerships and Companies Code.

§ 27 sec. 2 of the Statutes

Provision reconciled to the wording of art. 416 § 3 the Commercial Partnerships and Companies Code.

§ 33 sec. 2 of the Statutes

Change dictated by the need to adapt the name of the body – General Meeting , and not General Shareholders' Meeting.

§ 36 of the Statutes

Change dictated by the coming into force, as at 3 August 2009, of the law amending the Commercial Partnerships and Companies Code; the updated provisions will precisely regulate the questions described in these provisions. Failure to amend the existing provisions would cause, after 3 August 2009, nonconformity between the Statutes and the amended provisions of the Commercial Partnerships and Companies Code.

Respectfully,

Annex no. 1: Detailed description of changes to the subject of activities.

This letter, together with Annex no. 1, to be provided to:

1. Addressee x 1 – fax and registered letter
2. Copy - ____ - aa.

Annex no. 1. Subject of activities of the Company per PKD 2007 added to the draft Statutes.

Item	PKD 2007	Description	Explanation
1)	07.29.Z	Mining of other non-ferrous metals ore	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 13.20.A, 13.20.C)
2)	08.12.Z	Excavation of gravel and sand; excavation of clay and kaolin	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 14.21.Z)
3)	08.93.Z	Excavation of salt	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 14.40.Z)
4)	20.11.Z	Production of technical gases	Added per request of the Głogów Smelter Division – respects the production of compressed air
5)	20.13.Z	Production of other primary inorganic chemicals	Added per request of the Legnica Smelter Division – respects the production of copper sulphate with anticoagulant
6)	24.41.Z	Production of precious metals	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 27.41.Z)
7)	24.43.Z	Production of lead, zinc and tin	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 27.43.Z)
8)	24.44.Z	Production of copper	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 27.44.A, 27.44.B)
9)	24.45.Z	Production of other non-ferrous metals	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 27.45.Z)
10)	24.54.A	Casting of copper and copper alloys	In the Głogów Smelter Division is a Form and Caisson Section, in which anode forms and copper caissons are cast
11)	24.54.B	Casting of other non-ferrous metals, if not elsewhere classified	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 27.54.B)
12)	25.50.Z	Forging, pressing, stamping and roll forming of metal: powder metallurgy	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 28.40.Z)

13)	33.12.Z	Repair and conservation of machinery	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 72.50.Z)
14)	33.14.Z	Repair and conservation of electrical equipment	Services rendered on behalf of subcontractors*
15)	33.20.Z	Installation of industrial machinery, equipment and fittings	Services rendered on behalf of subcontractors *
16)	35.11.Z	Generation of electricity	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 40.10.A)
17)	35.12.Z	Transmission of electricity	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 40.10.C)
18)	35.13.Z	Distribution of electricity	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 40.10.C)
19)	35.14.Z	Trade in electricity	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 40.10.C)
20)	35.21.Z	Manufacture of gaseous fuels	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 40.20.A)
21)	35.22.Z	Distribution of gaseous fuels through mains	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 40.20.B)
22)	35.23.Z	Trade of gaseous fuels through mains	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 40.20.B)
23)	35.30.Z	Generation and supply of steam, hot water and air for air conditioners	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 40.30.A, 40.30.B)
24)	36.00.Z	Collection, purification and distribution of water	Activities performed by the Legnica and Głogów Smelter Divisions on behalf of external entities (incl. „Energetyka” sp. z o.o.)
25)	37.00.Z	Discharge and treatment of waste	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 90.00.A, 90.00.B)

26)	38.11.Z	Collection of non-hazardous waste	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 90.00.A, 90.00.B)
27)	38.12.Z	Collection of hazardous waste	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 90.00.A, 90.00.B)
28)	38.21.Z	Treatment and removal of non-hazardous waste	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 90.00.A, 90.00.B)
29)	38.22.Z	Treatment and purification of hazardous waste	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 90.00.A, 90.00.B)
30)	38.31.Z	Disassembly of used products	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 37.10.Z)
31)	38.32.Z	Recovery of raw materials from aggregate	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 37.10.Z, 37.20.Z)
32)	39.00.Z	Activities related to recultivation, and other service activities related to waste management	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 90.00.A, 90.00.B)
33)	43.21.Z	Installation of electrical equipment	Added per request of the Data Center (COPI) – expansion in terms of possible servicing of external entities
34)	46.12.Z	Activities of agents selling fuels, ores, metals and industrial chemicals	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 51.1)
35)	46.72.Z	Wholesale sales of metals and metal ores	These points enable trade in internally and externally manufactured products.
36)	46.75.Z	Wholesale sales of chemical products	
37)	46.77.Z	Wholesale sales of waste and scrap	
38)	47.30.Z	Retail sales of automotive fuel at fueling stations	Sales realised by the divisions on behalf of subcontractors *
39)	47.91.Z	Retail sales through mailing houses or the Internet	Added per request of the COPI – expansion in terms of possible servicing of external entities

40)	47.99.Z	Other retail sales apart from network stores, stalls and open-air markets	Added per request of COPI – expansion in terms of possible servicing of external entities
41)	49.31.Z	Ground transport of passengers, urban and non-urban	Added due to the need to maintain records of taxable payment by employees for transport. These payments are treated in the same manner as ticket sales.
42)	52.10.B	Warehousing and preservation of other goods	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 63.12.A, 63.12.B, 63.12.C)
43)	55.20.Z	Overnight tourist facilities and short-term quatering venues	KGHM owns and makes available recreational facilities in Leśna Dolina and in Rokitki
44)	56.29.Z	Other gastronomic-related service activities	Services rendered by the divisions on behalf of subcontractors – sales of regenerative meals*
45)	61.10.Z	Cable-based telecom activities	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 64.20.A, 64.20.C, 64.20.G)
46)	61.90.Z	Other telecom activities	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 64.20.G)
47)	62.01.Z	Activities related to software	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 72.20.Z, 72.40.Z)
48)	62.03.Z	Activities related to managing IT equipment	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 72.30.Z)
49)	62.09.Z	Other services related to computers and information technology	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 72.20.Z, 72.60.Z)
50)	63.11.Z	Data processing; management of Internet sites (hosting) and related activities	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 72.30.Z, 72.40.Z)
51)	63.12.Z	Internet portal activities	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 72.40.Z)
52)	64.20.Z	Financial holding activities	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 65.2, 74.15.Z)

53)	64.91.Z	Financial leasing	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 65.2)
54)	64.92.Z	Other forms of granting credit	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 65.2)
55)	64.99.Z	Other financial service activities, if not elsewhere classified, except for insurance and pension funds	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 65.2)
56)	68.10.Z	Personal purchase and sale of real estate	It is necessary to add these points due to the property management performed by KGHM
57)	68.20.Z	Rental and management of personally-owned or leased real estate	
58)	69.20.Z	Accounting; tax consulting	Added in terms of the possible rendering of services by the Accounting Services Center (CUK) of financial-accounting services to external entities
59)	70.10.Z	Head office and holding activities, except for financial holdings	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 74.15.Z)
60)	70.22.Z	Other business and management consulting	Added in terms of the possible rendering of consulting services to external entities.
61)	71.12.Z	Engineering and related technical consulting	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 74.20.B)
62)	72.19.Z	Scientific research and development work related to other natural and technical science	Added in terms of the possible acquisition of EU funds to provide development work for KGHM, as well as in cooperation with scientific centers. This entry in the subject of activities is preferred by the Polish Agency for Enterprise Development
63)	77.33.Z	Rental and lease of office equipment and machinery, including computers	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 71.33.Z)
64)	77.39.Z	Rental and lease of other machinery, equipment and material goods, if not elsewhere classified	Services rendered by the divisions on behalf of subcontractors *
65)	80.20.Z	Security activities related to the servicing of security systems	Added per request of COPI – expansion in terms of possible rendering of new services

66)	84.25.Z	Fire prevention	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 75.25.Z)
67)	85.59.B	Other non-school forms of education, if not elsewhere classified	Alteration of existing subject of activities from PKD 2004 to PKD 2007 (previously: 80.42.Z)
68)	01.19.Z	Farming of other than perennial plants	<p>Points 68 - 73 added per request of the Głogów Smelter Division. The Głogów Smelter Division, in accordance with the law, should have the possibility to appropriately manage and maintain in a proper condition the agricultural and forested terrain which it owns.</p> <ul style="list-style-type: none"> ▪ On an area of approx. 911 ha, in accordance with a decision of the Voivode, in 2005 forested terrain was opened in which rational forestry management is carried out, in accordance with the forestry law, ▪ On an area of approx. 605 ha, in accordance with a Decree of the Voivode, in 2005 an ecological zone called „Łęgi Głogowskie” was established, on which land management is carried out in accordance with the law on environmental protection, ▪ On an area of approx. 515 ha agricultural activities are performed (lease and rental contracts with individuals and corporate entities) <p>Expanding the scope of the Company’s activities to include agriculture and forestry simplifies the pursuit of an ecological policy by the Company. This also makes it possible to obtain both EU funds (subsidies) and domestic funds to carry out these tasks.</p>
69)	01.29.Z	Farming of other perennial plants	
70)	02.10.Z	Forestry and related activities, excluding the harvesting of forest products	
71)	02.20.Z	Collecting wood	
72)	02.30.Z	Collecting wild forest products, excluding wood	
73)	02.40.Z	Service activities related to forestry	

* in accordance with the Act on the Goods and Services Tax, VAT cannot be offset. Therefore, the contribution of the Company to the services rendered by subcontractors (e.g. power, transport, etc.) may not decrease the value of the contract, and should be shown as a separate service.

Information on types of activities registered under the existing Company Statutes (per PKD 2004), which were not recognised in the submitted draft Statutes.

Item	PKD 2004	Description	Explanation
1)	27.53.Z	The casting of light metals	<p>Due to alteration of the point according to PKD 2007 (24.53.Z), in accordance with the definition of the Central Statistical Office (GUS) this subclass comprises:</p> <ul style="list-style-type: none"> - the casting of semi-products from aluminium, magnezium, tytanium, etc., - the casting of parts from light metals. <p>There were no activities, or plans to carry out such activities, identified in the Company, in the scope described above.</p>
2)	45.21.E	General construction activities with respect to mining and production facilities	<p>Due to alteration of the point according to PKD 2007 (42.99.Z), in accordance with the definition of GUS this subclass comprises work related to the construction of:</p> <ul style="list-style-type: none"> • industrial facilities (excluding buildings), such as refineries and chemical plants, • sport facilities designed for outdoor sport, <p>and</p> <ul style="list-style-type: none"> • land divisions for the purpose of improvement (e.g. to expand roads, public use infrastructure, etc.). <p>There were no activities, or plans to carry out such activities, identified in the Company, in the scope described above.</p>
3)	74.30.Z	technical research and analysis	<p>Due to alteration of the point according to PKD 2007 (71.20.B), in accordance with the definition of GUS this subclass comprises:</p> <ul style="list-style-type: none"> • the performance of physical, chemical and other types of research and measurement, and the analysis of all types of materials and goods, • the issuance of attestation for motor vehicles, ships, aircraft, pressurised containers, nuclear power plants etc., • the performance of periodic technical reviews of motor vehicles, • the performance of testing using models or mock-ups (e.g. aircraft, ships, dams etc.), • police laboratories. <p>There were no activities, or plans to carry out such activities, identified in the Company, in the scope described above.</p>

4)	62.10.Z	scheduled air transport	The Company does not hold the requisite licenses to provide airline services. Aircraft are used solely for internal purposes. There were no activities, or plans to carry out such activities, identified in the Company, in the scope described above.
5)	62.20.Z	non-scheduled air transport	
6)	22.33.Z	reproduction of computer media	Company services responsible for IT activities (the Data Center) have precisely described those areas in which activities are performed or planned. The points indicated on the left were not reflected in this list.
7)	72.10.Z	hardware consultancy	