

Announcement of the Management Board of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin on convening an Extraordinary General Meeting

Date, time and place of the General Meeting and detailed agenda.

The Management Board of KGHM Polska Miedź Spółka Akcyjna, with its registered head office in Lubin, at ul. Marii Skłodowskiej-Curie 48, entered to the Register of Entrepreneurs of the National Court Register by the Wrocław Fabryczna Regional Court, Section IX (Economic) in the National Court Register, entry number KRS 0000023302, tax identification number (NIP) 692-000-00-13, total share capital: PLN 2.000.000.000, of which PLN 2.000.000.000 is paid, acting in accordance with art. 399 § 1 in connection with art. 400 § 1 of the Commercial Partnerships and Companies Code, hereby announces the convening of an Extraordinary General Meeting of KGHM Polska Miedź S.A., which will take place on **9 December 2009**, beginning at 11.00 AM at the head office of the Company in Lubin, at ul. Marii Skłodowskiej-Curie 48 (in Jan Wyżykowski Hall).

Agenda:

- 1) Opening of the Extraordinary General Meeting.
- 2) Election of the Chairman of the Extraordinary General Meeting.
- 3) Verification of the legality of convening the Extraordinary General Meeting and its authority to adopt resolutions.
- 4) Acceptance of the agenda.
- 5) Adoption of a resolution on changes in the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.
- 6) Closing of the General Meeting.

Date of registration of participation at the General Meeting

The date of registration of participation at the Extraordinary General Meeting is **23 November 2009** („Date of Registration”).

Right of shareholders to participate in the General Meeting

The only persons having the right to participate in the Extraordinary General Meeting are those persons being shareholders of KGHM Polska Miedź S.A. at the Date of Registration, i.e. those persons who:

- a) have registered shares of the Company on a securities account sixteen days prior to the date of the Extraordinary General Meeting (i.e. **23 November 2009**); and
- b) during the period between **7 November 2009** and **24 November 2009** (inclusive) submit a request, for the issuance of a registered certificate confirming the rights to participate in the Extraordinary General Meeting, to the entity which maintains the securities account on which the Company's shares are registered.

It is recommended that shareholders obtain the above-mentioned certificate confirming the rights to participate and have it with themselves on the day of the Extraordinary General Meeting.

The Company will prepare the list of shareholders entitled to participate in the Extraordinary General Meeting based on the list provided to the Company by the National Depository for Securities (KDPW), and prepared based on the registered certificates confirming the rights to participate in the General Meeting issued by entities maintaining securities accounts.

Three weekdays prior to the date of the Extraordinary General Meeting, i.e. on **4th** , **7th** , **8th** **December 2009**, from 7.30 AM until 3.30 PM, the list of shareholders entitled to participate in

the Extraordinary General Meeting will be available for review at the head office of the Company (ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin).

Shareholders may request that the above-mentioned shareholder list be sent free of charge by email, by providing the email address to which the list should be sent. Requests for the shareholder list should be submitted to the head office of the Company or to the email address wza@kghm.pl, or by fax using the number (48 76) 747 85 05. The request should be prepared in written form and signed by the shareholder or their representative and, in the case of:

- a) shareholders being individuals – should attach a copy of the document confirming the identity of the shareholder (if the request is provided in electronic form),
- b) shareholders being legal entities and partnerships – should confirm the authorisation to act on behalf of the entity by attaching a valid extract from the National Court Register or other register,
- c) requests made through a proxy – should attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority) along with a copy of the document confirming the identity of the person signing the request, and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

Right of shareholders to request the inclusion of certain items in the agenda of a General Meeting

A shareholder or shareholders representing at least 1/20 of the share capital have the right to request the inclusion of certain items in the agenda of an Extraordinary General Meeting of the Company. This request should be submitted to the Management Board of the Company no later than 21 days prior to the date of the Extraordinary General Meeting, i.e. by **18 November 2009**. The request should include a justification or proposed resolution on the proposed point of the agenda. The request may be submitted in writing at the head office of the Company at the address ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, or in electronic form sent to the following email address of the Company: wza@kghm.pl.

The shareholder/shareholders should provide proof of ownership of the appropriate number of shares as at the date the request is submitted, attaching to the request a deposit certificate/certificates or certificate confirming the rights to participate in the General Meeting, and in the case of:

- a) shareholders being individuals – attach a copy of the document confirming the identity of the shareholder (if the request is provided in electronic form),
- b) shareholders being legal entities and partnerships – confirm the authorisation to act on behalf of the entity by attaching a valid extract from the National Court Register or other register,
- c) requests made through a proxy – attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority) along with a copy of the document confirming the identity of the person signing the request, and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

Right of shareholders to present proposed resolutions

A shareholder or shareholders of the Company representing at least 1/20 of the share capital have the right to submit in writing at the head office of the Company at the address ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, or in electronic form sent to the following email

address: wza@kghm.pl, prior to the date of the Extraordinary General Meeting, proposed resolutions regarding items included in the agenda of the Extraordinary General Meeting, or items which are to be included in the agenda.

The shareholder/shareholders should provide proof of ownership of the appropriate number of shares as at the date the request is submitted, attaching to the request a deposit certificate or certificate confirming the rights to participate in the General Meeting, and in the case of:

- a) shareholders being individuals – attach a copy of the document confirming the identity of the shareholder (if the request is provided in electronic form),
- b) shareholders being legal entities and partnerships – confirm the authorisation to act on behalf of the entity by attaching a valid extract from the National Court Register or other register,
- c) requests made through a proxy – attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority) along with a copy of the document confirming the identity of the person signing the request, and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

In addition, all shareholders entitled to participate in the Extraordinary General Meeting may, during the said General Meeting, present proposed resolutions respecting items included in the agenda of the General Meeting.

Electronic communication by shareholders with KGHM Polska Miedź S.A.

Within the scope provided for by the Commercial Partnerships and Companies Code, shareholders may contact the Company using electronic means of communication.

Shareholders may communicate with KGHM Polska Miedź S.A. in electronic form through the e-mail address wza@kghm.pl

The shareholder bears the sole burden for any risk associated with the use of electronic means of communication.

Together with documents originally prepared in a language other than Polish sent by the shareholder in electronic form, the shareholder provides a Polish translation.

All documents sent in electronic form by shareholders to KGHM Polska Miedź S.A., as well as by KGHM Polska Miedź S.A. to shareholders, should be scanned in the PDF or JPEG format.

Means of exercising voting rights by proxies

A shareholder may participate in the Extraordinary General Meeting and exercise their right to vote either in person or through a proxy/proxies.

The authority to vote through a proxy should be granted in writing or in electronic form. The granting of proxy authority in electronic form does not require the providing of a secure electronic signature.

Forms for voting through a proxy are available on the Company's website, www.kghm.pl, in the section *Investors Zone / General Meeting*.

Shareholders are required to send to the Company information on the granting of proxy authority in electronic form to the email address wza@kg hm.pl no later than one day prior to the date of the Extraordinary General Meeting (i.e. by 3.30 PM on **8 December 2009**). A scan of the proxy document granted on the form provided by the Company (or prepared by the shareholder, containing at least the same data and information) must be attached to the information on the granting of proxy authority in electronic form, as well as:

- a) in the case of shareholders being individuals - a copy of the document confirming the identity of the shareholder,
- b) in the case of shareholders being legal entities and partnerships - confirm the authorisation to act on behalf of the entity, attaching a copy of valid extract from appropriate register or other document confirming the right of the individual (individuals) to represent the shareholder at the General Meeting (e.g. continuous proxy authority).

In the case of proxy authority being granted to a further proxy, continuous proxy authority must be submitted along with documentation indicating the authority to act on behalf of previous proxies.

KGHM Polska Miedź S.A. will take appropriate steps to determine the identity of a shareholder and a proxy in order to verify the validity of proxy authority granted in electronic form. Verification may include in particular questions addressed to the shareholder and/or proxy in electronic form or by telephone in order to confirm the actual granting of proxy authority and its scope. The Company hereby provides due notice, however, that in such a case the failure to answer questions asked in the course of verification shall be treated as a failure to verify the granting of proxy authority, and shall represent the basis to refuse admittance of the proxy to participate in the Extraordinary General Meeting.

The above-mentioned principles regarding the means of granting proxy authority also have application with reference to revoking proxy authority granted in electronic form.

Admission to participation in the Extraordinary General Meeting

Shareholders will be admitted to participation in the Extraordinary General Meeting upon presentation of proof of identity, and proxies:

- a) in case of proxy authority granted in written - upon presentation of proof of identity and valid proxy authority granted in written,
- b) in case of proxy authority granted in electronic form - upon presentation of proof of identity.

Representatives of legal entities and partnerships should also present a valid extract from an appropriate register, listing those persons authorised to represent the said entities as well as other documents confirming the authority of the said individual (individuals) to represent the shareholder at the Extraordinary General Meeting (e.g. continuous proxy authority).

In a case wherein copies of the above-mentioned documents are provided, these should be certified by a notary or on each page for conformity with the original by a legal adviser or a lawyer.

Proxy authority and other required documents confirming the right of the shareholder or their representative to participation in the Extraordinary General Meeting will be attached by the Company to the minutes of the meeting.

Please remember to have proof of identity on the day of the Extraordinary General Meeting to be allowed to participate in meeting.

Possibility and means of participating in the General Meeting through the use of electronic means of communication

The Company does not allow participation in or the expressing of one's opinion at the General Meeting through the use of electronic means of communication.

The exercising of voting rights through correspondence or through the use of electronic means of communication

The Company does not allow for the exercising of voting rights through correspondence or through the use of electronic means of communication.

Access to documentation

Persons entitled to participate in the Extraordinary General Meeting may obtain the full text of documentation which is to be presented at the Extraordinary General Meeting, as well as of proposed resolutions, at the head office of the Company at the address ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, or on the Company's website, www.kghm.pl in the section "*Investors Zone / General Meeting*".

The Company will provide all information regarding the Extraordinary General Meeting on the Company's website, www.kghm.pl in the section "*Investors Zone / General Meeting*".

Projected changes to the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin

Pursuant to art. 402 § 2 of the Commercial Partnerships and Companies Code, following are the proposed changes to the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin:

- 1) In § 23 of the Statutes, sec. 2¹ is introduced after sec. 2 with the following wording:
„The State Treasury may convene an Ordinary General Meeting if the Management Board did not convene it within the statutory timeframe and an Extraordinary General Meeting if it considers its convening as warranted.”
- 2) In § 25 sec.1 of the Statutes:
The existing wording:
„Subject to any exceptions provided for by law, the General Meeting may adopt resolutions if at least 1/3 of the share capital is represented.”
is hereby superseded by the following:
„Subject to any exceptions provided for by law, the General Meeting may adopt resolutions if at least 1/4 of the share capital is represented.”
- 3) In § 28 sec.2 of the Statutes:
The existing wording:
„The General Meeting shall adopt a bylaw setting forth in detail the procedure in which meetings are to be conducted.”

is hereby superseded by the following:

„The General Meeting shall adopt a bylaw setting forth in detail the procedure in which meetings are to be conducted. The resolution of the General Meeting requires a $\frac{3}{4}$ majority of votes cast.”

4) In § 29 of the Statutes sec. 4 is introduced after sec. 3 with the following wording:

„The matters set forth in sec. 1 points 6), 8) and 13) require a resolution of the General Meeting adopted by a $\frac{3}{4}$ majority of votes cast.”

5) In § 30 of the Statutes:

The existing wording:

“Provided appropriate legal provisions are complied with, the subject of the Company's activity may be changed without the obligation to purchase shares in compliance with art. 417 § 4 of the Commercial Partnerships and Companies Code.”

is hereby superseded by the following:

„The subject of the Company's activity may be changed without the obligation to purchase shares if a resolution of the General Meeting is adopted by a $\frac{3}{4}$ majority of votes cast in the presence of persons representing at least half of the share capital.”

6) In § 35 of the Statutes, the following sections are introduced after sec.4:

„5. The Management Board of the Company is authorised to adopt resolutions in the matter of an interim payment to shareholders on the anticipated dividend at the end of the financial year, if the Company is in the possession of sufficient funds for said payment. The payment of an interim dividend requires the approval of the Supervisory Board.

6. The Company may make an interim payment on the anticipated dividend, if its approved financial statements for the prior financial year show a profit. The interim dividend may represent at most half of the profit earned since the end of the prior financial year, as shown in the financial statements audited by a certified auditor, and increased by the reserve capitals created from profit, which, for the purpose of payment of the interim dividend, may be appropriated by the Management Board, and decreased by uncovered losses and treasury shares.”

In order to begin the Extraordinary General Meeting punctually, the registration of shareholders will take place an hour before the beginning of the Extraordinary General Meeting.

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