

Proposal /1/ to point 2 of the agenda

**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.

**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.

Proposal /3/ to point 9a of the agenda

**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.

**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.

**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.

**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.

**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.

Proposal /8/ to point 10a of the agenda

**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.

Proposal /9/ to point 10a of the agenda

**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.

Proposal /10/ to point 10b of the agenda

**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 Czyczerski – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is taken.

Proposal /11/ to point 10b of the agenda

**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.

Proposal /12/ to point 10b of the agenda

**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.

Proposal /13/ to point 10b of the agenda

**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.

Proposal /14/ to point 10b of the agenda

**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.

**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.

**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.

Proposal /17/ to point 10b of the agenda

**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.

Proposal /18/ to point 10b of the agenda

**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.

**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.

**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.

**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.

Proposal /22/ to point 14 of the agenda

**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.

**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.

PROTOCOL

from the election of members to the 8th-term Supervisory Board of KGHM Polska Miedź S.A.

The Election Committee of KGHM Polska Miedź S.A., appointed by Resolution No. 40/VII/2011 of the Management Board of KGHM Polska Miedź S.A. dated 4 April 2011, composed of:

1. Marek Aleksandrowicz
2. Piotr Bronowicki
3. Waldemar Brus
4. Agnieszka Florczyk
5. Jacek Franczuk
6. Róża Graca
7. Grzegorz Haręża
8. Andrzej Juda
9. Sławomir Kaczanowski
10. Barbara Pietras
11. Wiesław Powązka
12. Tomasz Rajman
13. Jerzy Rzepka
14. Dariusz Satuła
15. Szymon Sosnowski
16. Magdalena Szymańska-Gieroń

on 13 May 2011, upon the conclusion of voting and the collection of results from the Divisional Election Committees, hereby declares the following:

1. Number of those entitled to vote in the Company 18 546
2. Number of those who voted in the Company 9 706
3. Turnout 52.33%
4. Number of valid votes cast, by candidate

<i>Item</i>	<i>First name, surname</i>	<i>Number of votes</i>	representing
1.	Józef Czyczerski	5 895	27.99 %
2.	Mieczysław Grzybowski	2 172	10.31 %
3.	Leszek Hajdacki	3 903	18.53 %
4.	Wiesław Karaś	985	4.68 %
5.	Ryszard Kurek	3 800	18.04 %
6.	Maciej Łaganowski	846	4.02 %
7.	Bogusław Szarek	3 463	16.44 %

5. The Election Committee of the Company hereby declares that the elections to the Supervisory Board of KGHM Polska Miedź S.A. were conducted in accordance with the „Regulations for the election and dismissal of members of the Supervisory Board of KGHM Polska Miedź S.A. elected by the employees of the Company”.

The Committee hereby declares that the elections are legally binding.

6. The Election Committee of the Company hereby declares that the following representatives were elected by the employees to the 8th-term Supervisory Board of KGHM Polska Miedź S.A.:

- 1. **Józef Czyczerski**
- 2. **Leszek Hajdacki**
- 3. **Ryszard Kurek**

7. Signatures of the Election Committee of the Company

- 1)
- 2)
- 3)
- 4)
- 5)
- 6)
- 7)
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- 9)
- 10)
- 11)
- 12)
- 13)
- 14)
- 15)
- 16)

Proposal /24/ to point 15b of the agenda

**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.

Proposal /25/ to point 15c of the agenda

**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.

**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.

**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.

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