

Report no. 23/2009: Proposed Resolution for the Ordinary General Meeting

2009-06-05

The Management Board of KGHM Polska Miedź S.A., in connection with current report no. 19/2009 dated 15 May 2009, hereby provides the proposed resolution regarding the appropriation of Company profit for financial year 2008 to be passed at the Ordinary General Meeting convened for 16 June 2009.

Proposal /5/ to point 9c of the agenda

Resolution No. .... / 2009

of the Ordinary General Meeting of KGHM Polska Miedź S.A.

with its registered head office in Lubin dated 16 June 2009

regarding: the appropriation of Company profit for financial year 2008.

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 regarding appropriation of profit for financial year 2008, the General Meeting hereby resolves that:

the profit of KGHM Polska Miedź S.A. for financial year 2008 in the amount of PLN 2 920 378 381.04 or two billion, nine hundred twenty million, three hundred seventy-eight thousand, three hundred and eighty-one and four one-hundredths PLN, shall be appropriated in the following manner:

- as a shareholders dividend PLN 1 432 000 000.00,

representing PLN 7.16 per share,

- to reserve capital PLN 1 488 378 381.04.

II. The General Meeting hereby sets the following dates:

- right to dividend date: 16 July 2009,

- dividend payment date: 6 August 2009.

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

#### JUSTIFICATION

Due to an improvement in macroeconomic conditions and to the more favourable financial position of the Company than that assumed in the Budget for 2009, the Management Board recommends the payment of a dividend in an amount consistent with the existing Dividend Policy, i.e. in the amount of PLN 1 432 000 000.00, or PLN 7.16 per share.

The remaining part of profit in the amount of PLN 1 488 378 381.04 will be allocated to the reserve capital of the Company, and will be used to realise investment projects assumed in the Company Budget and to stabilise its financial position in a situation characterised by highly variable macroeconomic parameters.

The Management Board will submit its proposal to the Supervisory Board of KGHM Polska Miedź S.A. The results of the evaluation of the Supervisory Board will be announced on the Company's website.

Legal basis: § 38 sec. 1 point 3 of the Decree of the Minister of Finance dated 19 February 2009 regarding current and periodic information published by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (Journal of Laws from 2009 No. 33, item 259)

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