

**Resolutions adopted by the Ordinary General Meeting
of KGHM Polska Miedź S.A. on 21 June 2017**

**Resolution No. 1/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

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

The General Meeting of KGHM Polska Miedź S.A. resolves the following:

- I. Andrzej Leganowicz is hereby elected as Chairman of the Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna.
- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 049 representing 57.277% of the share capital.

*Total number of valid votes – 114 554 049,
including votes “for” – 114 554 049, “against” – 0 and “abstaining” – 0*

Resolution No. 2/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: acceptance of the agenda of the Ordinary General Meeting.

The General Meeting of KGHM Polska Miedź S.A. 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 annual statements and report:
 - a) the financial statements of KGHM Polska Miedź S.A. for 2016,
 - b) the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2016, and
 - c) the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016.
6. Review of the proposal of the Management Board on covering the loss for financial year 2016.
7. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. on dividend payout from prior years' profits, setting the dividend date and the dividend payment date.
8. Review of the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the financial statements of KGHM Polska Miedź S.A. for financial year 2016, consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2016 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016 and the evaluation of the Management Board of KGHM Polska Miedź S.A.'s proposal on covering the loss for financial period 2016 and dividend payout.
9. Presentation by the Supervisory Board of:
 - a) an assessment of the standing of KGHM Polska Miedź S.A. for financial year 2016, including an evaluation of the internal control, risk management and compliance systems and the internal audit function,
 - b) a report on the activities of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2016.

10. Adoption of resolutions on:

- a) approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2016,
- b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2016,
- c) approval of the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016,
- d) covering the loss for financial year 2016,
- e) dividend payout from prior years' profits, setting the dividend date and the dividend payment date.

11. Adoption of resolutions on:

- a) the performance of duties of members of the Management Board of KGHM Polska Miedź S.A. in financial year 2016,
- b) the performance of duties of members of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2016.

12. Adoption of the resolution regarding the amendment of „The Statutes of KGHM Polska Miedź S.A.”.

13. Adoption of resolutions on the following issues:

- a) disposal of non-current assets;
- b) rules of procedure when concluding agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, as well as amendments to such agreements,
- c) rules of procedure when concluding agreements by the Company on donations, discharge of debt or other agreements with similar implications,
- d) principles and procedures for disposal of non-current assets,
- e) the obligation to submit a report on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management,
- f) determining the requirements for a candidate for the position of member of the Company's Management Board,
- g) appointment of a member of the Management Board and the qualification procedure for the position of member of the Management Board,

- h) concerning the fulfilment of the obligations arising from Article 17 section 7, article 18 section 2, article 20 and article 23 of the Act on the principles of state assets management.
14. Adoption of a resolution on amending the resolution no. 8/2016 of the Extraordinary General Meeting dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Management Board.
 15. Adoption of a resolution on amending the resolution no. 9/2016 of the Extraordinary General Meeting dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Supervisory Board.
 16. Adoption of a resolution on changes to the composition of the Supervisory Board of the Company KGHM Polska Miedź S.A.
 17. Closing of the General Meeting.

II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 548 092 representing 57.274% of the share capital.

*Total number of valid votes – 114 548 092,
including votes “for” – 114 548 092, “against” – 0 and “abstaining” – 0*

Resolution No. 3/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2016.

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the evaluation of the financial statements by the Supervisory Board of KGHM Polska Miedź S.A., 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 2016, consisting of:
 - a) the statement of profit or loss for the period from 1 January to 31 December 2016 showing the loss for the period in the amount of **PLN 4 085 million**,
 - b) the statement of comprehensive income for the period from 1 January to 31 December 2016 showing a total negative comprehensive income of **PLN 4 079 million**,
 - c) the statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2016 by **PLN 293 million**, and cash and cash equivalents as at 31 December 2016 of **PLN 482 million**,
 - d) the statement of financial position prepared as at 31 December 2016 showing total assets and total equity and liabilities of **PLN 30 100 million**,
 - e) the statement of changes in equity showing equity as at 31 December 2016 in the amount of **PLN 15 900 million** and a decrease in equity for the period from 1 January to 31 December 2016 by **PLN 4 379 million**,
 - f) explanatory notes to the financial statements.
- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 048 representing 57.277% of the share capital.

Total number of valid votes – 114 554 048,

including votes “for” – 114 554 048, “against” – 0 and “abstaining” – 0

Resolution No. 4/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2016.

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the results of the evaluation of the financial statements by the Supervisory Board of KGHM Polska Miedź S.A., 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 2016, consisting of:
 - a) the consolidated statement of profit or loss for the period from 1 January to 31 December 2016 showing a loss for the period in the amount of **PLN 4 449 million**,
 - b) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2016 showing a total negative comprehensive income of **PLN 4 210 million**,
 - c) the consolidated statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2016 by **PLN 397 million**, and cash and cash equivalents as at 31 December 2016 of **PLN 860 million**,
 - d) the consolidated statement of financial position prepared as at 31 December 2016 showing total assets and total equity and liabilities of **PLN 33 442 million**,
 - e) the consolidated statement of changes in equity showing equity as at 31 December 2016 in the amount of **PLN 15 911 million** and a decrease in equity for the period from 1 January to 31 December 2016 by **PLN 4 503 million**,
 - f) explanatory notes to the consolidated financial statements.

II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

Total number of valid votes – 114 553 988,

including votes “for” – 114 553 988, “against” – 0 and “abstaining” – 0

Resolution No. 5/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: approval of the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016.

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the evaluation of the report by the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

- I. The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 048 representing 57.277% of the share capital.

*Total number of valid votes – 114 554 048,
including votes "for" – 114 554 048, "against" – 0 and "abstaining" – 0*

Resolution No. 6/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: covering the loss for financial year 2016.

The General Meeting of KGHM Polska Miedź S.A. resolves the following:

- I. Following review of the proposal of the Management Board on covering the loss for financial year 2016, the General Meeting hereby resolves that the loss of KGHM Polska Miedź S.A. for financial year 2016 in the amount of **PLN 4 084 550 199.31** shall be covered from the reserve capital of KGHM Polska Miedź S.A.
- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast - 114 554 048 representing 57.277% of the share capital.

Total number of valid votes - 114 554 048,

including votes "for" - 114 554 048, "against" - 0 and "abstaining" - 0

Resolution No. 7/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: dividend payout from prior years' profits, setting the dividend date and the dividend payment date.

The General Meeting of KGHM Polska Miedź S.A. resolves the following:

- I. Following review of the proposal of the Management Board concerning the dividend payout from prior years' profits, the General Meeting hereby resolves that:

A shareholder dividend will be paid in the amount of **PLN 200 000 000.00** from prior years' profits of KGHM Polska Miedź S.A., representing **PLN 1.00** per share.

- II. The General Meeting hereby sets the following dates:

1. a dividend date/the day on which the right to dividend is set/ of **14 July 2017**,
2. dividend payment dates of:
 - **17 August 2017** - 1st instalment of PLN 100 000 000.00 (0.50 PLN/share),
 - **16 November 2017** - 2nd instalment of PLN 100 000 000.00 (0.50 PLN/share).

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

Number of shares on which valid votes were cast - 114 554 049 representing 57.277% of the share capital.

Total number of valid votes - 114 554 049,

including votes "for" - 114 554 048, "against" - 1 and "abstaining" - 0

**Resolution No. 8/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2016.**

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 2016 of Mirosław Biliński – a member of the Management Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 048 representing 57.277% of the share capital.

*Total number of valid votes – 114 554 048,
including votes “for” – 99 667 029, “against” – 13 690 185 and “abstaining” – 1 196 834*

Resolution No. 10/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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 2016 of Radosław Domagalski-Łabędzki – a member of the Management Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 533 649 representing 57.267% of the share capital.

Total number of valid votes – 114 533 649,

including votes “for” – 89 673 294, “against” – 23 677 605 and “abstaining” – 1 182 750

Resolution No. 11/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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 2016 of Michał Jezioro – a member of the Management Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 049 representing 57.277% of the share capital.

*Total number of valid votes – 114 554 049,
including votes “for” – 89 540 564, “against” – 23 817 495 and “abstaining” – 1 195 990*

Resolution No. 13/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2016.**

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 2016 of Mirosław Laskowski – a member of the Management Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 049 representing 57.277% of the share capital.

*Total number of valid votes – 114 554 049,
including votes “for” – 89 553 664, “against” – 23 795 134 and “abstaining” – 1 205 251*

Resolution No. 14/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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 2016 of Jacek Rawecki – a member of the Management Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 049 representing 57.277% of the share capital.

*Total number of valid votes – 114 554 049,
including votes “for” – 89 553 664, “against” – 23 795 134 and “abstaining” – 1 205 251*

Resolution No. 16/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2016.**

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 2016 of Krzysztof Skóra – a member of the Management Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 045 representing 57.277% of the share capital.

*Total number of valid votes – 114 554 045,
including votes “for” – 89 547 868, “against” – 23 800 931 and “abstaining” – 1 205 246*

Resolution No. 17/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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 2016 of Stefan Świątkowski – a member of the Management Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 048 representing 57.277% of the share capital.

*Total number of valid votes – 114 554 048,
including votes “for” – 89 553 668, “against” – 23 795 129 and “abstaining” – 1 205 251*

Resolution No. 18/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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 2016 of Piotr Walczak – a member of the Management Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 050 representing 57.277% of the share capital.

*Total number of valid votes – 114 554 050,
including votes “for” – 89 546 454, “against” – 23 815 530 and “abstaining” – 1 192 066*

**Resolution No. 20/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Radosław Barszcz – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 043 representing 57.277% of the share capital.

Total number of valid votes – 114 554 043,

including votes “for” – 114 175 210, “against” – 49 018 and “abstaining” – 329 815

Resolution No. 21/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Tomasz Cyran – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 043 representing 57.277% of the share capital.

*Total number of valid votes – 114 554 043,
including votes “for” – 114 117 659, “against” – 49 018 and “abstaining” – 387 366*

Resolution No. 22/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Michał Czarnik – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 043 representing 57.277% of the share capital.

Total number of valid votes – 114 554 043,

including votes “for” – 114 117 659, “against” – 107 418 and “abstaining” – 328 966

Resolution No. 23/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 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 adopted.

Number of shares on which valid votes were cast – 114 554 043 representing 57.277% of the share capital.

Total number of valid votes – 114 554 043,

including votes “for” – 114 162 664, “against” – 49 013 and “abstaining” – 342 366

Resolution No. 24/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Bogusław Stanisław Fiedor – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 554 043 representing 57.277% of the share capital.

Total number of valid votes – 114 554 043,

including votes “for” – 114 103 410, “against” – 49 018 and “abstaining” – 401 615

Resolution No. 25/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Cezary Godziuk – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 548 027 representing 57.274% of the share capital.

Total number of valid votes – 114 548 027,

including votes “for” – 114 112 458, “against” – 48 263 and “abstaining” – 387 306

Resolution No. 26/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 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 adopted.

Number of shares on which valid votes were cast – 114 548 028 representing 57.274% of the share capital.

Total number of valid votes – 114 548 028,

including votes “for” – 114 111 704, “against” – 107 413 and “abstaining” – 328 911

Resolution No. 27/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 of Dominik Hunek – a member of the Supervisory Board of KGHM Polska Miedź S.A., in the financial year ended 31 December 2016, including the period from 6 September 2016 to 28 October 2016, during which he was delegated to temporarily carry out the duties of a member of the Management Board – the Vice President of the Management Board (Development).

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 223 721 representing 57.112% of the share capital.

Total number of valid votes – 114 223 721,

including votes “for” – 91 568 013, “against” – 65 410 and “abstaining” – 22 590 298

Resolution No. 28/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2016.

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 2016 of Andrzej Kidyba – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

Total number of valid votes – 114 553 988,

including votes “for” – 114 137 359, “against” – 49 023 and “abstaining” – 367 606

Resolution No. 29/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Marcin Moryń – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 464 703 representing 57.232% of the share capital.

Total number of valid votes – 114 464 703,

including votes “for” – 113 774 830, “against” – 49 023 and “abstaining” – 640 850

Resolution No. 30/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Wojciech Andrzej Myślecki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

*Total number of valid votes – 114 553 988,
including votes “for” – 114 065 468, “against” – 159 614 and “abstaining” – 328 906*

Resolution No. 31/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Marek Pietrzak – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

*Total number of valid votes – 114 553 988,
including votes “for” – 114 065 559, “against” – 159 523 and “abstaining” – 328 906*

Resolution No. 32/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Jacek Poświata – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

Total number of valid votes – 114 553 988,

including votes “for” – 114 064 710, “against” – 49 023 and “abstaining” – 440 255

Resolution No. 33/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Miłosz Stanisławski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

Total number of valid votes – 114 553 988,

including votes “for” – 113 804 020, “against” – 49 013 and “abstaining” – 700 955

Resolution No. 34/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Bogusław Szarek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 990 representing 57.277% of the share capital.

Total number of valid votes – 114 553 990,

including votes “for” – 114 123 966, “against” – 49 018 and “abstaining” – 381 006

Resolution No. 35/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Barbara Wartecka-Kwater – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

Total number of valid votes – 114 553 988,

including votes “for” – 114 123 110, “against” – 49 023 and “abstaining” – 381 855

Resolution No. 36/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Agnieszka Winnik-Kalemba – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

Total number of valid votes – 114 553 988,

including votes “for” – 114 065 559, “against” – 120 823 and “abstaining” – 367 606

Resolution No. 37/2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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 2016 of Jarosław Witkowski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

- II. This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

Total number of valid votes – 114 553 988,

including votes “for” – 114 137 359, “against” – 49 023 and “abstaining” – 367 606

**Resolution No. 38/2017
of the Ordinary General Meeting
of the Company KGHM Polska Miedź Spółka Akcyjna
with its registered head office in Lubin dated 21 June 2017**

regarding: amendments in § 4 sec. 1 of „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5) of the Statutes of the Company, resolves the following:

§ 1

The following amendments are made to „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin”.

§ 4 sec. 1 is given the following wording:

„1. The Company shall operate on the basis of the Commercial Partnerships and Companies Code and the Act of 30 August 1996 on commercialisation and certain employee entitlements, hereafter referred to as the Act, as well as on other applicable regulations.”

§ 2

The Supervisory Board of the Company is hereby authorised to compile a uniform text of the Statutes reflecting the above amendments.

§ 3

This resolution comes into force on the date it is adopted, effective from the date of entry of these amendments to the register of entrepreneurs of the National Court Register.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

*Total number of valid votes – 114 553 988,
including votes “for” – 96 736 025, “against” – 16 282 126 and “abstaining” – 1 535 837*

Resolution No. 39/2017
of the Ordinary General Meeting
of the Company KGHM Polska Miedź Spółka Akcyjna
with its registered head office in Lubin dated 21 June 2017

regarding: amendments in § 12 of „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5) of the Statutes of the Company, resolves the following:

§ 1

The following amendments are made to „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

1. § 12 sec. 3 is given the following wording:

„3. The Supervisory Board appoints and recalls the President of the Management Board and the Vice Presidents. The Supervisory Board appoints the members of the Management Board following the conduct of qualification proceedings, the goal of which is to review and evaluate the qualifications of candidates and to select the best candidate for Member of the Management Board, with due regard being given to sec. 5 and sections 7 to 12 concerning the appointment or recall of an employee-elected member of the Management Board.

- 1) The Supervisory Board shall conduct qualification proceedings if circumstances arise which justify the appointment of a Member of the Management Board.
- 2) The Supervisory Board, in commencing qualification proceedings for the position of Member of the Management Board, shall determine, by the adoption of a resolution, the detailed principles and manner of these proceedings, including in particular: the position being the subject of the proceedings, the time and place for accepting offers, the time and place for conducting qualification interviews, the scope of subjects to be covered during the qualification interviews and the requirements and manner of evaluation of the candidate.
- 3) The candidate for the position of Member of the Management Board should meet the requirements referred to in sections 4 and 4¹
- 4) The announcement on the qualification proceedings shall be published on the Company's website and in the Public Information Bulletin of the Ministry of Energy.
- 5) The date for accepting offers may not be shorter than 14 days from the date of publication of the announcement on the qualification proceedings.
- 6) The Supervisory Board shall announce the results of the qualification proceedings to its shareholders and will make the minutes of the qualification proceedings available.”

2. § 12 sec. 4 is given the following wording:

„4. A candidate for the position of member of the Management Board of the Company may be a person who meets all of the following criteria:

- 1) has completed higher education or higher education completed abroad which is recognised by the Republic of Poland, on the basis of separate regulations,
- 2) has worked for at least 5 years based on an employment contract, appointment, postings, election, cooperative employment contract, or has provided services based on another contract or was self-employed,
- 3) has at least 3 years of experience as a manager or on an independent position, or experience resulting from being self-employed,
- 4) meets requirements other than those referred to in points 1) - 3), based on individual laws, and in particular does not infringe on the restrictions or prohibitions associated with holding a position as a member of a management body in commercial companies.”

3. In § 12 sec. 4¹ is added with the following wording:

„4¹. A candidate for the position of member of the Management Board of the Company may not be a person who:

- 1) acts as a social partner or is employed in the office of a member of parliament, senator, MP-senator or in the office of a member of the European Parliament based on an employment contract or is employed based on a contract or mandate of a similar character,
- 2) belongs to the body of a political party representing the political party externally and empowered to enter into commitments,
- 3) is employed by a political party based on an employment contract or is employed based on a contract or mandate of a similar character,
- 4) was elected to a position in a trade union or in a trade union in a Group company,
- 5) whose social or employment activities generate a conflict of interest with respect to the company's activities.”

§ 2

The Supervisory Board of the Company is hereby authorised to compile a uniform text of the Statutes reflecting the above amendments.

§ 3

This resolution comes into force on the date it is adopted, effective from the date of entry of these amendments to the register of entrepreneurs of the National Court Register.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

Total number of valid votes – 114 553 988,

including votes “for” – 96 736 030, “against” – 16 282 876 and “abstaining” – 1 535 082

**Resolution No. 40/2017
of the Ordinary General Meeting
of the Company KGHM Polska Miedź Spółka Akcyjna
with its registered head office in Lubin dated 21 June 2017**

regarding: amendments in § 20 of „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5) of the Statutes of the Company, resolves the following:

§ 1

The following amendments are made to „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

1. § 20 sec. 2 point 9) is given the following wording:

„9) setting the remuneration of members of the Management Board and other conditions of management services contracts, based on principles for setting the remuneration of Members of the Management Board adopted by the General Meeting, with due regard to the Act of 9 June 2016 on the terms of setting the remuneration of individuals managing certain companies (Journal of Laws of 2016, item 1202 with subsequent amendments),”

2. In § 20 sec. 2 point 15) the full stop is replaced by a comma and points 16)-20) are added with the following wording:

„16) determining the manner of voting by a representative of KGHM Polska Miedź S.A. at the General Meetings of companies in respect of which the Company is a parent entity pursuant to art. 4 point 3 of the Act of 16 February 2007 on competition and consumer protection (Journal of Laws from 2017 item 229), regarding:

- a) the founding by a company of another company,
- b) amendments in the statutes or articles of association and in the subject of a company's activities,
- c) the merger, transformation, splitting, dissolution and liquidation of a company,
- d) increasing or decreasing a company's share capital,
- e) the disposal and lease of an enterprise or of an organised part thereof, as well as the attachment of limited property rights to same,
- f) the retirement of shares,
- g) setting the remuneration of members of the management boards and supervisory boards,

- h) decisions relating to claims for redress of damage suffered during the founding of the company, or from management or supervisory activities,
 - i) regarding issues referred to in art. 17 of the Act of 16 December 2016 on the principles of state assets management (Journal of Laws from 2016 item 2259), with due regard to § 34 sec. 4.
- 17) providing an opinion on the report prepared by the Management Board on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management,
- 18) providing an opinion on the principles regulating sponsoring activities and evaluating the effectiveness of the Company's sponsoring activities,
- 19) providing an opinion on changes in the principles of disposing of non-current assets, referred to in § 33¹, and
- 20) approving the Group's remuneration policy."

3. In § 20, sec. 3 is added with the following wording:

„3. The duties of the Supervisory Board also include granting consent to the Management Board for the following:

- 1) agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, if the total expected remuneration for providing such services exceeds the net amount of PLN 500 000 per year;
- 2) changes in agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management which increase the amount of remuneration above the amount referred to in point 1;
- 3) agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, in which the maximum amount of remuneration is not determined.
- 4) donations or other agreements with similar implications, with a value exceeding PLN 20 000 or 0.1% of total assets pursuant to the Act of 29 September 1994 on accounting, determined based on the most recently approved financial statements.
- 5) discharge of debt or other agreements with similar implications with a value exceeding PLN 50 000 or 0.1% of total assets pursuant to the Act of 29 September 1994 on accounting, determined based on the most recently approved financial statements."

§ 2

The Supervisory Board of the Company is hereby authorised to compile a uniform text of the Statutes reflecting the above amendments.

§ 3

This resolution comes into force on the date it is adopted, effective from the date of entry of these amendments to the register of entrepreneurs of the National Court Register.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

Total number of valid votes – 114 553 988,

including votes “for” – 96 736 030, “against” – 16 282 876 and “abstaining” – 1 535 082

**Resolution No. 41/2017
of the Ordinary General Meeting
of the Company KGHM Polska Miedź Spółka Akcyjna
with its registered head office in Lubin dated 21 June 2017**

regarding: amendments in § 29 of „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5) of the Statutes of the Company, resolves the following:

§ 1

The following amendments are made to „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

1. In § 29 sec. 1 point 14), the full stop is replaced by a comma and point 15 is added with the following wording:

„15) setting the principles of remuneration of Members of the Management Board.”

2. In § 29 sec. 3, after „point 14” the following words are added: „and point 15”

§ 2

The Supervisory Board of the Company is hereby authorised to compile a uniform text of the Statutes reflecting the above amendments.

§ 3

This resolution comes into force on the date it is adopted, effective from the date of entry of these amendments to the register of entrepreneurs of the National Court Register.

Number of shares on which valid votes were cast – 114 553 983 representing 57.277% of the share capital.

Total number of valid votes – 114 553 983,

including votes “for” – 96 736 025, “against” – 16 282 876 and “abstaining” – 1 535 082

Resolution No. 42/2017
of the Ordinary General Meeting
of the Company KGHM Polska Miedź Spółka Akcyjna
with its registered head office in Lubin dated 21 June 2017

regarding: amendments in „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5) of the Statutes of the Company, resolves the following:

§ 1

The following amendments are made to „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

§ 33¹ is added with the following wording.

„1. The disposal by the Company of non-current assets, as defined in the Act of 29 September 1994 on accounting, with a value exceeding 0.1% of total assets, determined based on the most recently approved financial statements, shall be carried out by way of a tender, unless the value of the assets disposed of does not exceed PLN 20 000.

2. The Company may dispose of non-current assets without carrying out a tender, if:

- 1) the subject of the agreement are shares or other non-current financial assets or licenses, patents or other industrial copyrights or know-how, if a resolution of the Supervisory Board sets the conditions and the terms of sale other than by a public tender,
- 2) disposal is made as part of liquidation proceedings, on terms set by a resolution of the General Meeting with due regard to individual provisions,
- 3) the subject of the disposal is housing owned by the company, and sale is made for a price not lower than 50 % of its market value, to a tenant or to a person closely related to and permanently cohabiting with said tenant pursuant to art. 4 point 13 of the Act of 21 August 1997 on property management; the price shall be set with due regard to the fact that the subject of the sale is occupied housing; the value of improvements carried out by the tenant shall be counted against the price of the housing,
- 4) in other justified instances, at the request of the Management Board, for the price and on terms set by a resolution of the Supervisory Board,
- 5) disposal is made to subsidiaries,

- 6) the subject of the disposal are rights to the emission of CO₂ and their equivalents.
3. Non-current assets shall be disposed of using the following procedure:
- 1) An announcement of a tender shall be placed in the Public Information Bulletin on the official website of the Minister of Energy, on the website of the Company, in a visible, publically-available place at the Company's head office and in other places which are customarily used for such announcements.
 - 2) The tender may be held no sooner than 14 days from the date the tender is announced.
 - 3) The following may not participate as bidders:
 - a) Members of the Company's Management Board and Supervisory Board,
 - b) the business entity conducting the tender and Members of its Management Board and Supervisory Board,
 - c) persons responsible for handling the tender process,
 - d) spouses, children, parents and siblings of the persons mentioned in points a)-c),
 - e) persons who are in such a legal or factual relationship with the person conducting the tender, that legitimate doubts could be raised as to the impartiality of the person conducting the tender.
 - 4) A condition for participating in the tender shall be a security deposit of at least 5% of the asking price of the non-current assets being sold. The rules referred to in sec. 8 may call for a higher security deposit.
 - 5) Prior to the tender the Company shall set an asking price which may not be lower than the market value set by experts; if this value cannot be determined, the price may not be lower than the net carrying amount.
 - 6) The Company may refrain from estimating the value of the non-current assets by the expert if:
 - a) the cost of the estimation clearly exceeds the asset's market value,
 - b) the non-current asset has a set market price.
 - 7) The tender shall be carried out by:
 - a) an oral tender,
 - b) a written tender.

- 8) The rules setting forth the principles and manner of conducting the tender, the wording of the announcement of the tender, the form of the tender and the conditions of the tender shall be set by the Company.
- 9) The organisers of the tender retain the right to terminate the tender without selecting any of the bids, without providing reasons thereto.
- 10)The tender shall be won by the bidder offering the highest price.”

§ 2

The Supervisory Board of the Company is hereby authorised to compile a uniform text of the Statutes reflecting the above amendments.

§ 3

This resolution comes into force on the date it is adopted, effective from the date of entry of these amendments to the register of entrepreneurs of the National Court Register.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

*Total number of valid votes – 114 553 988,
including votes “for” – 96 736 030, “against” – 16 282 876 and “abstaining” – 1 535 082*

**Resolution No. 43/2017
of the Ordinary General Meeting
of the Company KGHM Polska Miedź Spółka Akcyjna
with its registered head office in Lubin dated 21 June 2017**

regarding: amendments in § 34 of „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5) of the Statutes of the Company, resolves the following:

§ 1

The following amendments are made to „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

In § 34 sections 3 and 4 are added with the following wording:

„3. At least once per year the Management Board shall submit to the General Meeting, together with the opinion of the Supervisory Board, a report on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management.

4. The Management Board is obligated to implement in those companies in which the Company is the parent entity, pursuant to art. 4 point 3 of the Act of 16 February 2007 on competition and consumer protection, in connection with art. 17 sec. 7, art. 18 sec. 2, art. 20 and art. 23 of the Act on the principles of state assets management, the principles set forth in the Act on the principles of state assets management.”

§ 2

The Supervisory Board of the Company is hereby authorised to compile a uniform text of the Statutes reflecting the above amendments.

§ 3

This resolution comes into force on the date it is adopted, effective from the date of entry of these amendments to the register of entrepreneurs of the National Court Register.

Number of shares on which valid votes were cast – 114 553 988 representing 57.277% of the share capital.

Total number of valid votes – 114 553 988,

including votes “for” – 96 736 030, “against” – 16 282 876 and “abstaining” – 1 535 082

Resolution No. 44/2017
of the Ordinary General Meeting
of the Company KGHM Polska Miedź Spółka Akcyjna
with its registered head office in Lubin dated 21 June 2017

regarding: amending the resolution no. 8/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Management Board.

Acting on the basis of art. 2 sec. 2 point 1, art. 4, art. 5, art. 6, art. 7 and art. 8 of the Act of 9 June 2016 *on the terms of setting the remuneration of individuals managing certain companies* (Journal of Laws No. 1202 of 2016, with subsequent amendments) and § 20 sec. 2 point 9 of the Statutes of the Company, the General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin (Company) resolves the following:

§ 1

§ 3 sec. 4 of the resolution No. 8/2016 of the Extraordinary General Meeting dated 7 December 2016 is amended and receives the following wording:

„4. The following additional Management Targets are set, the fulfilment of which determine the possibility of receiving the payment of the variable part of the remuneration for the financial year of the Company:

a) the implementation of the terms of remuneration of members of management and supervisory bodies in compliance with the terms specified in the Act of 9 June 2016 *on the terms of setting the remuneration of individuals managing certain companies* (Journal of Laws No. 1202 of 2016, with subsequent amendments) in all companies of the Group by 31 December 2017,

b) to shape the compositions of supervisory boards of all companies of the Group in such a way that by 31 December 2017 their members will hold qualifications to serve in supervisory boards, as attested by a positive result from an examination for candidates for members of supervisory boards, or will hold relevant qualifications that statutorily exempt them from the requirement to take such examination, in particular holding a PhD degree in economics or law, or being officially registered as a legal counsel, attorney-at-law, qualified auditor or investment adviser,

c) the fulfilment of the obligations arising from art. 17-20, art. 22 and art. 23 of the Act of 16 December 2016 on the principles of state assets management by 31 December 2017”.

§ 2

This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 139 representing 57.277% of the share capital.

Total number of valid votes – 114 553 139,

including votes “for” – 86 687 680, “against” – 27 311 428 and “abstaining” – 554 031

**Resolution No. 45/2017
of the Ordinary General Meeting
of the Company KGHM Polska Miedź Spółka Akcyjna
with its registered head office in Lubin dated 21 June 2017**

regarding: amending the resolution no. 9/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź S.A. dated 7 December 2016 regarding the terms of setting the remuneration of Members of the Supervisory Board.

Acting on the basis of art. 2 sec. 2 point 1 and art. 10 of the Act of 9 June 2016 *on the terms of setting the remuneration of individuals managing certain companies* (Journal of Laws No. 1202 of 2016, with subsequent amendments) and §21 sec. 2 of the Statutes of the Company, the General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin (Company) resolves the following:

§ 1

§ 1 of the resolution No. 9/2016 of the Extraordinary General Meeting of the Company KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin dated 7 December 2016 is amended and receives the following wording:

„The monthly remuneration of the Members of the Supervisory Board shall be equal to the average monthly remuneration in the corporate sector, net of profit-based awards in the fourth quarter of the preceding year, announced by the President of the Central Statistical Office (GUS), and be multiplied by:

- for the Chairman of the Supervisory Board – 2.2;
- for other Members of the Supervisory Board – by 2.0.”

§ 2

This resolution comes into force on the date it is adopted.

Number of shares on which valid votes were cast – 114 553 139 representing 57.277% of the share capital.

Total number of valid votes – 114 553 139,

including votes “for” – 86 219 330, “against” – 27 069 609 and “abstaining” – 1 264 200

**Resolution No. 46/2017
of the Ordinary General Meeting
of the Company KGHM Polska Miedź Spółka Akcyjna
with its registered head office in Lubin dated 21 June 2017**

regarding: changes to the composition of the Supervisory Board.

Acting 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 S.A., the General Meeting of the Company KGHM Polska Miedź S.A. resolves the following:

§ 1

The Ordinary General Meeting appoints Janusz Marcin Kowalski to the composition of Supervisory Board of the Company KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

Number of shares on which valid votes were cast – 114 552 116 representing 57.276% of the share capital.

*Total number of valid votes – 114 552 116,
including votes “for” – 76 217 552, “against” – 26 592 340 and “abstaining” – 11 742 224*

The Ordinary General Meeting of KGHM Polska Miedź S.A. did not adopt following resolutions:

- no. 9/2017 regarding approval of the performance of duties, in the financial year ended 31 December 2016, of Marcin Chmielewski - a member of the Management Board of KGHM Polska Miedź S.A.,
- no. 12/2017 regarding approval of the performance of duties, in the financial year ended 31 December 2016, of Jacek Kardela - a member of the Management Board of KGHM Polska Miedź S.A.,
- no. 15/2017 regarding approval of the performance of duties, in the financial year ended 31 December 2016, of Jarosław Romanowski - a member of the Management Board of KGHM Polska Miedź S.A.,
- no. 19/2017 regarding approval of the performance of duties, in the financial year ended 31 December 2016, of Herbert Wirth - a member of the Management Board of KGHM Polska Miedź S.A.

Moreover, the Ordinary General Meeting did not review resolutions included in point 13 of the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. as the Representative of the Shareholder (State Treasury), which submitted the proposed resolutions, withdrew the proposed resolutions.

Translation from the original Polish version.

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