

Minutes of the Supervisory Board from the qualification proceedings for Members of the Management Board of KGHM Polska Miedź S.A. of the new 11th (eleventh) term

1. The Supervisory Board commenced qualification proceedings whose aim is to review and assess the qualifications of candidates and to select the best candidates for Members of the 11th-term Management Board of KGHM Polska Miedź S.A. by resolution **No. 33/X/21** dated 5 March 2021.
2. The announcement was placed on the corporate website:
<https://www.gov.pl/web/aktywa-panstwowe/ogloszenie-spolki-kghm-polska-miedz-sa-o-wszczeciu-postepowania-kwalifikacyjnego-na-czlonka-zarzadu>
<https://media.kghm.com/pl/informacje-prasowe/ogloszenie-w-sprawie-wszczecia-postepowania-kwalifikacyjnego-na-czlonkow-zarzadu-kghm-polska-miedz-s-a-xi-kadencji>
3. In response to the announcement, a total of 19 offers were received for the following positions:
 - 1) President of the Management Board (4 offers)
 - 2) Vice President of the Management Board (Finance) (4 offers)
 - 3) Vice President of the Management Board (Production) (2 offers)
 - 4) Vice President of the Management Board (International assets) (2 offers)
 - 5) Vice President of the Management Board (Development) (8 offers)
4. On 20 March 2021 the Supervisory Board adopted the following resolutions:
 - 1) **No. 38/X/21** regarding approval of the minutes of the Audit Committee of the Supervisory Board of KGHM Polska Miedź S.A. in respect of verification of the offers of candidates for Members of the 11th-term Management Board – in relation to Resolution No. 3/X/21 dated 20 March 2021 adopted by the Audit Committee regarding its recommendation to the Supervisory Board of KGHM Polska Miedź S.A. as to the qualifications of the best candidates for Members of the 11th-term Management Board of KGHM Polska Miedź S.A.;
 - 2) **No. 39/X/21** regarding setting a list by ranking and the means of conducting discussions with the candidates for Members of the 11th-term Management Board of KGHM Polska Miedź S.A. The Supervisory Board set a list by ranking of the candidates for the individual positions of Members of the Management Board of KGHM Polska Miedź S.A., representing annex no. 1 to the aforementioned resolution, and determined that the qualifying discussions with the candidates indicated in the list referred to in § 1 of this resolution shall be conducted at the Head Office of the Company, at the address ul. Marii Skłodowskiej-Curie 48, 59-301 in Lubin, on the dates set forth in annex no. 2 to the aforementioned resolution.
5. On 22 March 2021 the Supervisory Board conducted qualification discussions with the candidates for Members of the 11th-term Management Board pursuant to the dates set forth in annex no. 2 to Resolution No. 39/X/21, i.e.:

- 1) With Mr. Marcin Chludziński;
- 2) With Mr. Arkadiusz Gierałt;
- 3) With Mr. Andrzej Kensbok;
- 4) With Mr. Radosław Stach;
- 5) With Mr. Paweł Gruza;
- 6) With Mr. Adam Bugajczuk.

6. On 23 March 2021 the Supervisory Board, after conducting qualification proceedings for a position in the 11th-term Management Board of KGHM Polska Miedź S.A. and after conducting discussions and with the objective of synchronising the terms and mandates of Members of the Management Board of the current term, decided to adopt the following resolutions:

- 1) **No. 49/X/21** regarding the dismissal of Paweł Gruza, a Member of the 10th-term Management Board of KGHM Polska Miedź S.A.,
- 2) **No. 50/X/21** regarding the dismissal of Katarzyna Kreczmańska-Gigol, a Member of the 10th-term Management Board of KGHM Polska Miedź S.A.,
- 3) **No. 51/X/21** regarding the dismissal of Adam Bugajczuk, a Member of the 10th-term Management Board of KGHM Polska Miedź S.A.,
- 4) **No. 52/X/21** regarding the dismissal of Radosław Stach, a Member of the 10th-term Management Board of KGHM Polska Miedź S.A.,
- 5) **No. 53/X/21** regarding the dismissal of Marcin Chludziński, a Member of the 10th-term Management Board of KGHM Polska Miedź S.A.

The Supervisory Board, due to the expiry of the mandates of the current Members of the Management Board of KGHM Polska Miedź S.A. and consequently to the termination of the current 10th-term, after partially conducting qualification proceedings, as at 16 April 2021 decided to adopt the following resolutions:

- 1) **No. 54/X/21** regarding the appointment of Marcin Chludziński to the position of President of the 11th-term Management Board of KGHM Polska Miedź S.A.,
- 2) **No. 55/X/21** regarding the appointment of Paweł Gruza to the position of Vice President of the Management Board (International assets) of the 11th-term Management Board of KGHM Polska Miedź S.A.,
- 3) **No. 56/X/21** regarding the appointment of Adam Bugajczuk to the position of Vice President of the Management Board (Development) of the 11th-term Management Board of KGHM Polska Miedź S.A.,
- 4) **No. 57/X/21** regarding the appointment of Andrzej Kensbok to the position of Vice President of the Management Board (Finance) of the 11th-term Management Board of KGHM Polska Miedź S.A.

The Supervisory Board decided to adopt resolution **No. 58/X/21** regarding the partial completion of qualification proceedings for Members of the 11th-term Management Board of KGHM Polska Miedź S.A. in that part concerning the selection of the Vice

President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.

Subsequently the Supervisory Board adopted resolution **No. 59/X/21** regarding the commencement of qualification proceedings whose aim is to review and assess the qualifications of candidates and to select the best candidate for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.

7. The announcement was placed on the corporate website:

<https://www.gov.pl/web/aktywa-panstwowe/ogloszenie-w-sprawie-wszczecia-postepowania-kwalifikacyjnego-na-wiceprezesa-zarzadu-kghm-polska-miedz-sa-ds-produkcji-xi-kadencji>

<https://media.kghm.com/pl/informacje-prasowe/ogloszenie-w-sprawie-wszczecia-postepowania-kwalifikacyjnego-na-wiceprezesa-zarzadu-kghm-polska-miedz-s-a-ds-produkcji-xi-kadencji>

8. In response to the announcement, a total of 2 offers were received for the position of Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.

9. On 7 April 2021 the Supervisory Board adopted the following resolutions:

1) **No. 62/X/21** regarding approval of the minutes of the Remuneration Committee of the Supervisory Board of KGHM Polska Miedź S.A. from its review of the offers of candidates for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A. – in connection with the adoption by the Remuneration Committee of Resolution No. 7/X/21 dated 7 April 2021 regarding its recommendation to the Supervisory Board of KGHM Polska Miedź S.A. as to the qualifications of the best candidates for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.,

2) **No. 63/X/21** regarding setting a list by ranking and the means of conducting discussions with the candidates for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.

10. On 12 April 2021 the Supervisory Board conducted qualification discussions with the candidates for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A. pursuant to the dates set forth in annex no. 2 to Resolution No. 63/X/21, i.e.:

1) With Mr. Radosław Stach;

2) With Mr. Grzegorz Skowrony.

11. On 13 April 2021 the Supervisory Board, after conducting qualification proceedings, adopted resolution **No. 64/X/21** regarding the completion of qualification

proceedings for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A. without making a selection.

12. On 21 April 2021 the Supervisory Board adopted Resolution **No. 82/X/21** regarding the commencement of qualification proceedings whose aim is to review and assess the qualifications of candidates and to select the best candidate for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.

13. On 21 April 2021 the announcement was placed on the corporate website:

<https://www.gov.pl/web/aktywa-panstwowe/ogloszenie-o-wszczeciu-postepowania-kwalifikacyjnego-na-stanowisko-wiceprezesa-zarzadu-kghm-polska-miedz-sa/>

<https://media.kghm.com/pl/informacje-prasowe/ogloszenie-w-sprawie-wszczecia-postepowania-kwalifikacyjnego-na-wiceprezesa-zarzadu-kghm-polska-miedz-s-a-ds-produkcji-xi-kadencji-2021-04-21>

14. In response to the announcement, a total of 4 offers were received for the position of Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.

15. On 5 May 2021 the Supervisory Board adopted the following resolutions:

1) **No. 85/X/21** regarding approval of the minutes of the Remuneration Committee of the Supervisory Board of KGHM Polska Miedź S.A. from its review of the offers of candidates for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A. – in connection with the adoption by the Remuneration Committee of Resolution No. 10/X/21 dated 5 May 2021 regarding its recommendation to the Supervisory Board of KGHM Polska Miedź S.A. as to the qualifications of the best candidates for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.,

2) **No. 86/X/21** regarding setting a list by ranking and the means of conducting discussions with the candidates for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.

16. On 14 May 2021 Mr. Marek Świder resigned from participation in the qualification proceedings for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.

17. On 14 May 2021 the Supervisory Board conducted qualification discussions with a candidate for Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A., Mr. Dariusz Świdorski.

18. The Supervisory Board, after conducting qualification discussions, adopted resolution **No. 99/X/21** regarding the appointment of Mr. Dariusz Świdorski to the position of Vice President of the Management Board (Production) of the 11th-term Management Board of KGHM Polska Miedź S.A.