Resolutions adopted by the Ordinary General Meeting of KGHM Polska Miedź S.A. on 29 April 2015

Resolution No. 1/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

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

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

- Andrzej Leganowicz is hereby elected as Chairman of the Ordinary General Meeting.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 2/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

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.
- Review of the Management Board's report on the activities of KGHM Polska Miedź S.A. in financial year 2014 and the financial statements of KGHM Polska Miedź S.A. for financial year 2014.
- 6. Review of the proposal of the Management Board concerning appropriation of the Company's profit for financial year 2014.
- 7. Review of the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Management Board's report on the activities of KGHM Polska Miedź S.A. in financial year 2014 and of the financial statements of KGHM Polska Miedź S.A. for financial year 2014.
- 8. Presentation by the Supervisory Board of:
 - a) a concise assessment of the standing of KGHM Polska Miedź S.A. for financial year 2014, 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 of KGHM Polska Miedź
 S.A. for financial year 2014.

- 9. Adoption of resolutions:
 - a) on approval of the Management Board's Report on the activities of KGHM
 Polska Miedź S.A. in financial year 2014,
 - b) on approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2014,
 - c) on appropriation of the Company's profit for financial year 2014.
- 10. Adoption of resolutions:
 - a) on approval of the performance of duties of members of the Management Board in financial year 2014,
 - b) on approval of the performance of duties of members of the Supervisory Board in financial year 2014.
- 11. Review of the Management Board's report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2014.
- 12. Review of the report of the Supervisory Board on the results of its evaluation of the Management Board's report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2014.
- 13. Adoption of resolutions:
 - a) on approval of the Management Board's Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014, ,
 - b) on approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2014.
- 14.Adoption of resolutions on changes to the composition of the Supervisory Board.
- 15. Closing of the General Meeting.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 3/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the Management Board's Report on the activities of KGHM Polska Miedź S.A. in financial year 2014.

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. Following its review, 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. in financial year 2014.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 4/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2014.

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 2014, consisting of:
- a) the statement of financial position prepared as at 31 December 2014 which shows total assets and total equity and liabilities of **PLN 32 312 million**,
- b) the statement of profit or loss for the period from 1 January to 31 December 2014 which shows the profit for the period of **PLN 2 414 million**,
- c) the statement of comprehensive income for the period from 1 January to 31 December 2014 which shows total comprehensive income of **PLN 1 979 million**,
- d) the statement of changes in equity which shows equity at 31 December 2014 in the amount of PLN 24 277 million, and an increase in equity for the period from 1 January to 31 December 2014 in the amount of PLN 979 million,
- e) the statement of cash flows which shows a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2014 of PLN 50 million, and cash and cash equivalents at 31 December 2014 of PLN 85 million,
- f) the accounting policies and other explanatory information to the financial statements.
- **II.** This resolution comes into force upon its adoption.

Number of shares on which valid votes were cast – 100 138 107 representing 50.069 % of the share capital.

Total number of valid votes – 100 138 107,

including votes "for" – 99 845 651, "against" – 31 196 and "abstaining" – 261 260.

Resolution No. 5/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: appropriation of the Company's profit for financial year 2014.

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 2014, the General Meeting hereby resolves that:

the profit of KGHM Polska Miedź S.A. for financial year 2014 in the amount of PLN 2 413 709 451.22, shall be appropriated in the following manner:

•	as a shareholder dividend	PLN 800 000 000.00
	representing PLN 4 per share,	
•	to the Company's reserve capital	PLN 1 613 709 451.22

- to the Company's reserve capital
- **II.** The General Meeting hereby sets the following dates:
 - a dividend date (the day on which the right to dividend is set) of 27 May 2015,
 - dividend payment dates: 1st instalment of 2.0 PLN/share: 18 June 2015 2nd instalment of 2.0 PLN/share: 19 October 2015

III. This resolution comes into force upon its adoption.

Resolution No. 6/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Marcin Chmielewski – a member of the Management Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 7/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Jacek Kardela – a member of the Management Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 8/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Wojciech Kędzia – a member of the Management Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 9/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Jarosław Romanowski – a member of the Management Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 10/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Herbert Wirth – a member of the Management Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 11/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Tomasz Cyran – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 12/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Józef Czyczerski – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 13/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Bogusław Stanisław Fiedor – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 14/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Leszek Hajdacki – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 15/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Krzysztof Kaczmarczyk – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 16/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Andrzej Kidyba – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 17/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Aleksandra Magaczewska – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 18/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Marcin Moryń – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 19/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Marek Panfil – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 20/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Jacek Poświata – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 21/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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

- The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2014 of Bogusław Szarek – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 22/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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 2014 of Barbara Wertelecka-Kwater – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 23/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2014.

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 2014 of Iwona Zatorska-Pańtak – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 24/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the Management Board's Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014.

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the results of the evaluation of the Report 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 Management Board's Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014.
- **II.** This resolution comes into force upon its adoption.

Resolution No. 25/2015 of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin dated 29 April 2015

regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2014.

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:

- 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 2014, consisting of:
 - a) the consolidated statement of financial position prepared as at 31 December 2014 which shows total assets and total equity and liabilities of **PLN 40 374 million**,
 - b) the consolidated statement of profit or loss for the period from 1 January to 31 December 2014 which shows the profit for the period of PLN 2451 million,
 - c) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2014 which shows total comprehensive income of PLN 3 448 million,
 - d) the consolidated statement of changes in equity which shows equity at 31 December 2014 in the amount of PLN 25 530 million, and an increase in equity for the period from 1 January to 31 December 2014 in the amount of PLN 2466 million,
 - e) the consolidated statement of cash flows which shows a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2014 of PLN 447 million, and cash and cash equivalents at 31 December 2014 of PLN 475 million,
 - f) the accounting policies and other explanatory information to the consolidated financial statements.
- **II.** This resolution comes into force upon its adoption.

Number of shares on which valid votes were cast – 100 138 107 representing 50.069 % of the share capital. Total number of valid votes – 100 138 107, including votes "for" – 99 852 241, "against" – 24 606 and "abstaining" – 261 260.

With respect to point 14 of the agenda of the Ordinary General Meeting dated 29 April 2015

As none of the shareholders submitted a motion with respect to changes to the composition of the Company's Supervisory Board, the point concerning changes to the composition of the Supervisory Board was deemed to be concluded (considered).

Legal basis: § 38 sec. 1 point 7 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 (unified text: Journal of Laws 2014.133)

Translation from the original Polish version.

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