

**Announcement of the Management Board of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin on convening an Ordinary General Meeting**

**1. Date, time and place of the General Meeting and detailed agenda**

The Management Board of KGHM Polska Miedź Spółka Akcyjna, with its registered head office in Lubin, at ul. Marii Skłodowskiej-Curie 48 entered into the Register of Entrepreneurs of the National Court Register by the Wrocław Fabryczna Regional Court, Section IX (Economic) of the National Court Register, entry number KRS 0000023302, tax identification number (NIP) 692-000-00-13, share capital: PLN 2 000 000 000, of which PLN 2 000 000 000 is paid, acting in accordance with art. 399 § 1 of the Commercial Partnerships and Companies Code, hereby convenes an Ordinary General Meeting of KGHM Polska Miedź S.A., which will take place on **29 April 2015**, beginning at 11.00 a.m. at the head office of the Company in Lubin, at ul. Marii Skłodowskiej-Curie 48 (in Jan Wyżykowski Hall).

**2. Agenda:**

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 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. Closing of the General Meeting.

### **3. Date of registration of participation in the General Meeting**

The date of registration of participation in the Ordinary General Meeting is **13 April 2015** ("Date of Registration").

### **4. Shareholders' right to participate in the General Meeting**

Only persons that were shareholders of KGHM Polska Miedź S.A. as at the Date of Registration have the right to participate in the Ordinary General Meeting, i.e. those persons who:

- a) have registered shares of the Company on a securities account sixteen days prior to the date of the Ordinary General Meeting (i.e. on **13 April 2015**); and
- b) no earlier than after the announcement on convening the Ordinary General Meeting and no later than by **14 April 2015** (inclusive) request the entity which maintains their securities account to issue a registered certificate confirming the right to participate in the Ordinary General Meeting.

It is recommended that shareholders obtain the above-mentioned certificate confirming the right to participate and have it with themselves on the day of the Ordinary General Meeting.

### **5. List of shareholders**

The Company shall determine the list of shareholders entitled to participate in the Ordinary General Meeting based on the specification provided to the Company by the National Depository for Securities (KDPW).

The above-mentioned specification is prepared based on the information provided by entities maintaining shareholders securities accounts, on the basis of issued registered certificates confirming the right to participate in the General Meeting.

For three days prior to the date of the Ordinary General Meeting, i.e. on **24<sup>th</sup>, 27<sup>th</sup> and 28<sup>th</sup> April 2015**, from 7.30 a.m. until 3.30 p.m., the list of shareholders entitled to participate in the Ordinary General Meeting will be displayed for view at the Company's head office (ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin).

Shareholders may request that the list of shareholders entitled to participate in the Ordinary General Meeting be sent to them free of charge by e-mail by providing the e-mail to which the list should be sent. Requests for the list of shareholders should be submitted to the head office of the Company or to the e-mail [wza@kghm.com](mailto:wza@kghm.com), or by fax using the number (48 76) 747 88 87. The request should be prepared in written form and signed by the shareholder or their representative and, in the case of:

- a) shareholders being individuals – should attach a copy of the registered certificate confirming the right to participate in the General Meeting,
- b) shareholders being legal entities and partnerships – should confirm the authorisation to act on behalf of the entity by attaching a valid extract from the National Court Register or other register,
- c) requests made through a proxy – should attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority), and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

## **6. Shareholders' right to request the inclusion of certain issues in the agenda of a General Meeting**

A shareholder or shareholders representing at least 1/20 of the share capital have the right to request the inclusion of certain issues in the agenda of an Ordinary General Meeting of the Company. This request should be submitted to the Management Board of the Company no later than 21 days prior to the date of the Ordinary General Meeting, i.e. by **08 April 2015**. The request should include a justification or proposed resolution on the proposed point of the agenda. The request may be submitted in writing at the head office of the Company at the address ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, or in electronic form sent to the following e-mail of the Company: [wza@kghm.com](mailto:wza@kghm.com).

The Shareholder/Shareholders should provide proof of ownership of the appropriate number of shares as at the date the request is submitted, attaching to the request a registered certificate confirming the right to participate in the Ordinary General Meeting or other document which is equivalent to the certificate, and in the case of:

- a) shareholders being individuals – should attach a copy of the registered certificate confirming the right to participate in the General Meeting,
- b) shareholders being legal entities and partnerships – should confirm the authorisation to act on behalf of the entity by attaching a valid extract from the National Court Register or other register,
- c) requests made through a proxy – should attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority), and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

## **7. Shareholders' right to present proposed resolutions**

A shareholder or shareholders of the Company representing at least 1/20 of the share capital have the right to submit in writing at the head office of the Company at the address ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, or in electronic form sent to the following e-mail: [wza@kghm.com](mailto:wza@kghm.com), prior to the date of the Ordinary General Meeting, proposed resolutions regarding issues included in the agenda of the Ordinary General Meeting, or issues which are to be included in the agenda.

The Shareholder/Shareholders should provide proof of ownership of the appropriate number of shares as at the date the request is submitted, attaching to the request a registered certificate confirming the right to participate in the Ordinary General Meeting or other document which is equivalent to the certificate, and in the case of:

- a) shareholders being individuals – should attach a copy of the registered certificate confirming the right to participate in the General Meeting,
- b) shareholders being legal entities and partnerships – should confirm the authorisation to act on behalf of the entity by attaching a valid extract from the National Court Register or other register,

- c) requests made through a proxy – should attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority), and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

In addition, all shareholders entitled to participate in the Ordinary General Meeting may, during the said General Meeting, present proposed resolutions respecting issues included in the agenda of the General Meeting.

#### **8. Electronic communication by shareholders with KGHM Polska Miedź S.A.**

Within the scope provided for by the Commercial Partnerships and Companies Code, shareholders may contact the Company using electronic means of communication.

Shareholders may communicate with KGHM Polska Miedź S.A. in electronic form through the e-mail [wza@kghm.com](mailto:wza@kghm.com).

The shareholder bears the risk associated with the use of electronic means of communication.

The shareholder should provide in electronic form, together with documents originally prepared in a language other than Polish, a Polish translation of these documents.

*All documents sent in electronic form by shareholders to KGHM Polska Miedź S.A., as well as by KGHM Polska Miedź S.A. to shareholders, should be scanned in the PDF or JPEG format.*

#### **9. Means of exercising voting rights by a proxy**

A shareholder may participate in the Ordinary General Meeting and exercise their right to vote either in person or through a proxy/proxies.

The authority to vote through a proxy should be granted in written form or in electronic form. The granting of proxy authority in electronic form does not require the providing of a secure electronic signature.

Forms for voting through a proxy are placed on the Company's website, [www.kghm.com](http://www.kghm.com), in the section Investors / Role of shareholders. The Company does not require use of the above-mentioned forms for granting proxy authority.

The Management Board of the Company also announces that, in a case wherein proxy authority is granted by a shareholder together with voting instructions, the Company will not verify as to whether the given proxy has voted according to the voting instructions received from the shareholder. Consequently, the Management Board of the Company hereby announces that voting instructions should be given solely to the said proxy.

Shareholders are required to send to the Company information on the granting of proxy authority in electronic form to the e-mail [wza@kghm.com](mailto:wza@kghm.com) by **3.00 p.m. on 28 April 2015**. A scan of the proxy document granted on the form provided by the Company (or prepared by the shareholder, containing at least the same data and information) must be attached to the information on the granting of proxy authority in electronic form, and in the case of:

- a) shareholders being individuals - should attach a copy of the registered certificate confirming the right to participate in the General Meeting,
- b) shareholders being legal entities and partnerships - confirm the authorisation to act on behalf of the entity, attaching a copy of a valid extract from an appropriate register or other document confirming the right of the individual (individuals) to represent the shareholder at the General Meeting (e.g. continuous proxy authority).

In the case of proxy authority being granted to a further proxy, continuous proxy authority must be submitted along with documentation indicating the authority to act on behalf of previous proxies.

The principles described above do not release the proxy from the requirement to present documents used to identify the said proxy during the preparation of the attendance roster of persons entitled to participate in a General Meeting.

## **10. Verification of validity of proxy authority and identification of shareholder and proxy**

KGHM Polska Miedź S.A. will take appropriate steps to determine the identity of a shareholder and a proxy in order to verify the validity of proxy authority granted in electronic form. Verification may include in particular questions addressed to the shareholder and/or proxy in electronic form or by telephone in order to confirm the granting of proxy authority and its scope. The Company hereby provides due notice, however, that in such a case the failure to answer questions asked in the course of verification shall be treated as a failure to verify the validity of proxy authority, and shall represent the basis to refuse admittance of the proxy to participate in the Ordinary General Meeting.

The above-mentioned principles regarding the means of granting proxy authority also have application with reference to revoking proxy authority granted in electronic form.

## **11. Admission to participation in the General Meeting**

Shareholders will be admitted to participation in the Ordinary General Meeting upon presentation of proof of identity, and proxies:

- a) in case of proxy authority granted in written form - upon presentation of proof of identity and valid proxy authority granted in written form,
- b) in case of proxy authority granted in electronic form - upon presentation of proof of identity.

Representatives of legal entities and partnerships should also present a valid extract from an appropriate register, listing persons authorised to represent the said entities as well as other documents confirming the authority of the said individual (individuals) to represent the shareholder at the Ordinary General Meeting (e.g. continuous proxy authority).

Proxy authorities and other required documents confirming the right of the shareholder or their representative to participation in the Ordinary General Meeting will be attached by the Company to the book of minutes.



**12. Possibility and means of participating in the General Meeting through the use of electronic means of communication**

The Company does not provide for the possibility of participation in or the expression of one's opinion during the General Meeting through the use of electronic means of communication.

**13. The exercise of voting rights through correspondence or through the use of electronic means of communication**

The Company does not provide for the possibility of exercising voting rights through correspondence or through the use of electronic means of communication.

**14. Access to documentation**

Persons entitled to participate in the Ordinary General Meeting may obtain the full text of documentation which is to be presented to the Ordinary General Meeting, as well as of proposed resolutions on the Company's website, [www.kghm.com](http://www.kghm.com) - in the section Investors/Role of shareholders, or in printed form at the request of an entitled person at the head office of the Company at the address: ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, during the period from the date of the announcement to **28 April 2015**, from 8:00 a.m. to 3:00 p.m.

The Company will provide all information regarding the Ordinary General Meeting on the Company's website, [www.kghm.com](http://www.kghm.com) in the section Investors/Role of shareholders.

**15. Administrative information**

The registration of shareholders will take place two hours before the beginning of the Ordinary General Meeting, i.e. from 9.00 a.m.

Please remember to have proof of identity on the day of the Ordinary General Meeting to be allowed to participate in the meeting.

We kindly request entities which represent large amounts of shareholders to grant, where possible, proxy authority in electronic form, and to forward the scanned documents to the address: [wza@kghm.com](mailto:wza@kghm.com).

It is recommended that scanned documents representing the basis for the registration of participants at the Ordinary General Meeting, or at least a listing of shareholders represented by the proxy be sent, in alphabetical order, to the address: wza@kghm.com.

Neither the transmission of scanned proxy documents nor the sending of information to the Company, as provided for in point 9 of the Announcement, shall result in any negative consequences of a legal or corporate nature for persons entitled to participate in the Ordinary General Meeting or their proxies – in the case of a later change in factual circumstances.

In order to improve the registration process, we also request the preparation, to the extent possible, of a specification of entities represented by the proxy in alphabetical order, showing the number of votes to which they are entitled.

## **16. Other information**

The Management Board of the Company hereby announces that issues not covered by this announcement shall be subject to the Commercial Partnerships and Companies Code, the Statutes of the Company and the Bylaws of the General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin, and therefore requests that the Shareholders of the Company familiarise themselves with these regulations. In the case of questions or doubts related to participation in the General Meeting, please contact the Company at: tel. (+48 76) 74 78 381, or by email: wza@kghm.com.

Legal basis: § 38 sec. 1 point 1 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.*