

*Proposal /1/ to point 2 of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

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

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

**I.** ..... is hereby elected as Chairman of the Ordinary General Meeting.

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

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

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

The Ordinary General Meeting 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 report on the activities of KGHM Polska Miedź S.A. in financial year 2010 and the financial statements of KGHM Polska Miedź S.A. for financial year 2010.
- 6) Review of the proposal of the Management Board concerning the appropriation of Company profit for financial year 2010.
- 7) Review of the Supervisory Board of KGHM Polska Miedź S.A. report on the results of its evaluation of the report on the activities of KGHM Polska Miedź S.A. in financial year 2010 and of the financial statements of KGHM Polska Miedź S.A. for financial year 2010.
- 8) Presentation by the Supervisory Board of:
  - a) a brief assessment of the Company's standing, 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 together with the evaluation of its work.
- 9) Adoption of resolutions:
  - a) on approval of the report on the activities of KGHM Polska Miedź S.A. in financial year 2010,
  - b) on approval of the financial statements of KGHM Polska Miedź S.A. for financial year 2010,
  - c) on the appropriation of Company profit for financial year 2010.
- 10) Adoption of resolutions:
  - a) on approving the performance of duties of members of the Management Board in financial year 2010,
  - b) on approving the performance of duties of members of the Supervisory Board in financial year 2010.

- 11) Review of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2010.
- 12) Review of the Supervisory Board report on the results of its evaluation of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2010.
- 13) Adoption of resolutions:
  - a) on approval of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010,
  - b) on approval of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2010.
- 14) Appointment of members of the Supervisory Board of KGHM Polska Miedź S.A. for a new term:
  - a) adoption of a resolution on confirmation of the validity of the elections of members of the Supervisory Board chosen by the employees of the Company,
  - b) adoption of resolutions on appointment of the Supervisory Board members.
- 15) Adoption of a resolution on changes to the composition of the Supervisory Board of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.
- 16) Adoption of a resolution on changes to the principles of remuneration of Supervisory Board members.
- 17) Closing of the General Meeting.

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

*Proposal /3/ to point 9a of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the Report on the activities of KGHM Polska Miedź S.A.  
in financial year 2010.**

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

**I.** Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Report on the activities of KGHM Polska Miedź S.A. in financial year 2010.

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

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2010.**

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the evaluation by the Supervisory Board of KGHM Polska Miedź S.A. of the financial statements, 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 2010, consisting of:

- a) the statement of financial position prepared as at 31 December 2010, which shows total assets and total equity and liabilities of **PLN 19 829 296 thousand**,
- b) the statement of comprehensive income for the period from 1 January to 31 December 2010 which shows:
  - the profit for the period from 1 January to 31 December 2010 of **PLN 4 568 589 thousand**,
  - the other comprehensive income for the period from 1 January to 31 December 2010 of **PLN 83 931 thousand**,
  - the total comprehensive income for the period from 1 January to 31 December 2010 of **PLN 4 652 520 thousand**,
- c) the statement of changes in equity which shows equity at 31 December 2010 in the amount of **PLN 14 456 477 thousand**, and an increase in equity for the period from 1 January to 31 December 2010 in the amount of **PLN 4 052 520 thousand**,
- d) the statement of cash flows which shows a net increase in cash and cash equivalents for the period from 1 January to 31 December 2010 of **PLN 1 615 351 thousand**, and cash and cash equivalents at 31 December 2010 of **PLN 2 595 529 thousand**,
- e) the accounting policies and other explanatory information to the financial statements.

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

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: the appropriation of Company profit for financial year 2010.**

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 2010, the General Meeting hereby resolves that:

the profit of KGHM Polska Miedź S.A. for financial year 2010 in the amount of **PLN 4 568 589 440.93** or four billion, five hundred sixty-eight million, five hundred eighty-nine thousand, four hundred forty and ninety-three one-hundredths PLN, shall be appropriated in the following manner:

- as a shareholder dividend **PLN 1 600 000 000.00,**  
representing **PLN 8** per share,
- to reserve capital **PLN 2 968 589 440.93**

II. The General Meeting hereby sets the following dates:

- right to dividend date: **11 July 2011,**
- dividend payment date: **12 August 2011.**

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

*Proposal /6/ to point 10a of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2010.**

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 2010 of Ryszard Janeczek – a member of the Management Board of KGHM Polska Miedź S.A.

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

*Proposal /7/ to point 10a of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2010.**

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 2010 of Wojciech Kędzia - a member of the Management Board of KGHM Polska Miedź S.A.

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



*Proposal /8/ to point 10a of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2010.**

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 2010 of Maciej Tybura - a member of the Management Board of KGHM Polska Miedź S.A.

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

*Proposal /9/ to point 10a of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2010.**

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 2010 of Herbert Wirth - a member of the Management Board of KGHM Polska Miedź S.A.

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

*Proposal /10/ to point 10b of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2010.**

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 2010 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 taken.

*Proposal /11/ to point 10b of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2010.**

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 2010 of Marcin Dyl – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

*Proposal /12/ to point 10b of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2010.**

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 2010 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 taken.

*Proposal /13/ to point 10b of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2010.**

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 2010 of Arkadiusz Kawecki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

*Proposal /14/ to point 10b of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2010.**

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 2010 of Jacek Kuciński – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2010.**

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 2010 of Ryszard Kurek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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



**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2010.**

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 2010 of Marek Panfil – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

*Proposal /17/ to point 10b of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2010.**

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 2010 of Jan Rymarczyk – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

*Proposal /18/ to point 10b of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2010.**

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 2010 of Marek Trawiński – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II. This resolution comes into force on the date it is taken.

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2010.**

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 2010 of Marzenna Weresa – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010.**

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

**I.** Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010.

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

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2010.**

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the results of the evaluation by the Supervisory Board of KGHM Polska Miedź S.A. of the financial statements, 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 2010, consisting of:

- a) the consolidated statement of financial position prepared as at 31 December 2010, which shows total assets and total equity and liabilities of **PLN 21 177 323 thousand**,
- b) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2010 which shows:
  - profit for the period from 1 January to 31 December 2010 of **PLN 4 714 863 thousand**,
  - other comprehensive income for the period from 1 January to 31 December 2010 of **PLN 83 520 thousand**,
  - total comprehensive income for the period from 1 January to 31 December 2010 of **PLN 4 798 383 thousand**,
- c) the consolidated statement of changes in equity which shows equity at 31 December 2010 in the amount of **PLN 14 891 779 thousand**, and an increase in equity for the period from 1 January to 31 December 2010 in the amount of **PLN 4 316 440 thousand**,
- d) the consolidated statement of cash flows which shows a net increase in cash and cash equivalents for the period from 1 January to 31 December 2010 of **PLN 1 883 655 thousand**, and cash and cash equivalents at 31 December 2010 of **PLN 3 086 957 thousand**,
- e) the accounting policies and other explanatory information to the consolidated financial statements.

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

Proposal /22/ to point 14a of the agenda

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: confirmation of the validity of the elections of members of the Supervisory Board elected by the employees of the KGHM Polska Miedź S.A.**

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

- I. The General Meeting hereby confirms the validity of the elections held in the Company on 11-12 May 2011, as a result of which the employees of KGHM Polska Miedź S.A. elected three members to the Supervisory Board.  
Protocol from the elections of members to the 8th Term Supervisory Board of KGHM Polska Miedź S.A. dated 13 May 2011, represents an appendix to the resolution.
- II. This resolution comes into force on the date it is taken.

# PROTOCOL

## from the election of members to the 8<sup>th</sup>-term Supervisory Board of KGHM Polska Miedź S.A.

The Election Committee of KGHM Polska Miedź S.A., appointed by Resolution No. 40/VII/2011 of the Management Board of KGHM Polska Miedź S.A. dated 4 April 2011, composed of:

1. Marek Aleksandrowicz
2. Piotr Bronowicki
3. Waldemar Brus
4. Agnieszka Florczyk
5. Jacek Franczuk
6. Róża Graca
7. Grzegorz Haręża
8. Andrzej Juda
9. Sławomir Kaczanowski
10. Barbara Pietras
11. Wiesław Powązka
12. Tomasz Rajman
13. Jerzy Rzepka
14. Dariusz Satuła
15. Szymon Sosnowski
16. Magdalena Szymańska-Gieroń

on 13 May 2011, upon the conclusion of voting and the collection of results from the Divisional Election Committees, hereby declares the following:

- |  |        |
|--|--------|
| 1. Number of those entitled to vote in the Company | 18 546 |
| 2. Number of those who voted in the Company        | 9 706  |
| 3. Turnout   | 52.33% |
| 4. Number of valid votes cast, by candidate        |        |

<i>Item</i>	<i>First name, surname</i>	<i>Number of votes</i>	representing
1.	<b>Józef Czyczerski</b>	<b>5 895</b>	27.99 %
2.	<b>Mieczysław Grzybowski</b>	<b>2 172</b>	10.31 %
3.	<b>Leszek Hajdacki</b>	<b>3 903</b>	18.53 %
4.	<b>Wiesław Karaś</b>	<b>985</b>	4.68 %
5.	<b>Ryszard Kurek</b>	<b>3 800</b>	18.04 %
6.	<b>Maciej Łaganowski</b>	<b>846</b>	4.02 %
7.	<b>Bogusław Szarek</b>	<b>3 463</b>	16.44 %

5. The Election Committee of the Company hereby declares that the elections to the Supervisory Board of KGHM Polska Miedź S.A. were conducted in accordance with the „Regulations for the election and dismissal of members of the Supervisory Board of KGHM Polska Miedź S.A. elected by the employees of the Company”.

The Committee hereby declares that the elections are legally binding.



6. The Election Committee of the Company hereby declares that the following representatives were elected by the employees to the 8<sup>th</sup>-term Supervisory Board of KGHM Polska Miedź S.A.:

- 1. **Józef Czyczerski**
- 2. **Leszek Hajdacki**
- 3. **Ryszard Kurek**

7. Signatures of the Election Committee of the Company

- 1) .....
- 2) .....
- 3) .....
- 4) .....
- 5) .....
- 6) .....
- 7) .....
- 8) .....
- 9) .....
- 10) .....
- 11) .....
- 12) .....
- 13) .....
- 14) .....
- 15) .....
- 16) .....

Proposal /23/ to point 14b of the agenda

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: appointment to the Supervisory Board for a new term of persons  
elected by the employees of the Company.**

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

- I. The General Meeting hereby appoints ..... to the Supervisory Board,  
elected by the employees of KGHM Polska Miedź S.A.
- II. This resolution comes into force on the date it is taken.

*Proposal /24/ to point 14b of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: appointment to the Supervisory Board**

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

**I.** ..... is hereby appointed to the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: dismissal from the Supervisory Board.**

Based on art. 385 § 1 of the Commercial Partnerships and Companies Code and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the following is resolved:

- I. .... is dismissed from the Supervisory Board of KGHM Polska Miedź S.A.
  
- II. This resolution comes into force on the date it is taken.

*Proposal /26/ to point 15 of the agenda*

**Resolution No. .... / 2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: appointment to the Supervisory Board.**

Based on art. 385 § 1 of the Commercial Partnerships and Companies Code and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the following is resolved:

**I.** ..... is appointed to the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. .... /2011  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 June 2011**

**regarding: changes in the principles of remuneration of members of the Supervisory Board.**

On the basis of art. 392 of the Commercial Partnerships and Companies Code and on § 21 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the following is resolved:

- I. The following principles are hereby established for the remuneration of members of the Supervisory Board:
  1. The monthly remuneration of members of the Supervisory Board, with the exception of the Chairman and Deputy Chairman of the Supervisory Board, shall be equal to the average monthly gross wages and salaries in the enterprise sector, excluding payment from profit, for the final month of the prior quarter, multiplied by a factor of .....
  2. The monthly remuneration of the Chairman of the Supervisory Board shall be equal to the average monthly gross wages and salaries in the enterprise sector, excluding payment from profit, for the final month of the prior quarter, multiplied by a factor of .....
  3. The monthly remuneration of the Deputy Chairman of the Supervisory Board shall be equal to the average monthly gross wages and salaries in the enterprise sector, excluding payment from profit, for the final month of the prior quarter, multiplied by a factor of .....
  4. In the case of a change of a member of the Supervisory Board acting as the Chairman or Deputy Chairman following expiration of their term or during their term, during the period from the holding of the General Meeting to the establishment of the Supervisory Board, the principle of remuneration as described in sub-point 1 of this resolution shall apply.
  5. Members of the Supervisory Board shall receive such remuneration as described in sub-points 1, 2 and 3, regardless of the frequency of formally-held meetings.
  6. Remuneration shall not be granted for any month in which a member of the Supervisory Board was absent from all formally-held meetings, for unjustified reasons. The Supervisory Board shall decide in the form of a resolution as to whether or not any such absence was justified.
  7. Remuneration as described in sub-points 1, 2 and 3 shall be calculated as the proportional number of days of service, in those cases where appointment to the Supervisory Board or expiry of mandate falls within a calendar month.
  8. Remuneration as described in sub-points 1, 2 and 3 shall be paid following execution of service, by the 10th day of each month. Remuneration shall be charged to Company costs.
  9. The Company shall also cover or reimburse costs connected with Supervisory Board-related work, and in particular with the round-trip cost of travel between

one's place of residence and the meeting site of the Supervisory Board as well as room and board.

10. The Company, pursuant to the law dated 26 July 1991 on personal income taxation, calculates and collects the tax on that remuneration described in sub-points 1, 2 and 3, as well as on other benefits of the Company for the Supervisory Board member which are taxable under this law.

**II.** The previous principles of remuneration of Supervisory Board members as described in Resolution No. 15 of the Ordinary General Meeting of KGHM Polska Miedź S.A. dated 29 May 2003, are hereby superceded.

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

## Supplementary information

In compliance with the obligations of the Supervisory Board of KGHM Polska Miedź S.A. arising from art. 382 §3 of the Commercial Partnerships and Companies Code and §20 section 2 points 1) and 2) of the Company Statutes, the Supervisory Board positively evaluated the following:

- the financial statements of KGHM Polska Miedź S.A. for financial year 2010,
- the report on the activities of KGHM Polska Miedź S.A. in financial year 2010,
- the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2010,
- the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2010,
- the proposal of the Management Board concerning appropriation of Company profit for financial year 2010 and the proposed by the Management Board of the Company dividend-related dates.

and, in execution of its obligations arising from § 20 sec. 2 point 4) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the Supervisory Board of KGHM Polska Miedź S.A. proposed to the Ordinary General Meeting that it grant approval to the following members of the Management Board of KGHM Polska Miedź S.A.: Ryszard Janeczek, Wojciech Kędzia, Maciej Tybura, Herbert Wirth.

Additionally, the following reports of the Supervisory Board will be available on the Internet website of the Company [www.kghm.pl](http://www.kghm.pl) in the section *Investors Zone / General Meeting*:

1. The Annual report on the activities of the Supervisory Board of KGHM Polska Miedź S.A. for financial year 2010 including the evaluation of the work of the Supervisory Board with attached reports from the work of the Audit Committee and the Remuneration Committee.
2. The Brief assessment of the standing of KGHM Polska Miedź S.A. for financial year 2010 including an evaluation of the internal control system and the Company's significant risk management system.
3. The Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the report on the Company's activities in financial year 2010, and of the financial statements of the Company for financial year 2010.



4. The Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Report on the activities of the Group in financial year 2010 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2010.

#### **Information to proposed resolution no. 5 to point 9c of the agenda**

The level of dividend recommended by the Management Board enables realisation of the investment program arising from the Company Strategy for the years 2009-2018, related to increasing annual production by the KGHM Polska Miedź S.A. Group to 700 thousand tonnes of copper in concentrate and diversifying activities. In addition, in subsequent years the Company assumes the continuation and commencement of new, capital-intensive investments in the core business, which are critical to maintaining the efficiency of the production line.

Due to the wide scope of investment plans, the level of dividend recommended by the Management Board is lower than that indicated by the Dividend Policy approved by the Supervisory Board in resolution no. 7/VI/2007 dated 17 January 2007.

Realisation of the investment plans of KGHM Polska Miedź S.A, given the recommended level of dividend for 2010, assumes financing through borrowing at a safe level, one which does not expose the Company to excessive credit risk.

The recommended amount of dividend, in the opinion of the Management Board, represents a compromise between the current interests of shareholders and the need to ensure the Company's long-term operation.

The Management Board of KGHM Polska Miedź S.A. proposes the following dividend-related dates:

- a right to dividend date of 11 July 2011
- a dividend payment date of 12 August 2011

The proposed period between the right to dividend date and the payment date is longer than the 15 working days recommended by the Code of Best Practice for WSE-Listed Companies.

Setting a longer period between these dates is justified by the need to execute taxpayer obligations by KGHM with respect to the flat-rate corporate income tax on

dividends paid in a timely manner and in accordance with laws in force.

Beginning from 1 January 2011, there has been a change to the Corporate Income Tax Act dated 15 February 1992 (CIT), among others with respect to tax exemptions. Additionally, art. 6 sec. 1 of the updated law exempted from taxation joint investment bodies and retirement funds acting on the basis of laws on the organisation and functioning of retirement funds, having their head office in an EU member country other than the Republic of Poland or in another country belonging to the European Economic Area, under condition that they meet all of a variety of itemised specified criteria, requiring documentation pursuant to laws in force.

The aforementioned changes to the laws place on the Company and Brokerage Firms additional obligations to collect documents which must be obtained from shareholders and verified prior to the dividend payment date.

Under the current obligatory process of setting the net amount of dividend payment set forth in the „Detailed Rules of Operation of the National Depository for Securities”, the Issuer, i.e. KGHM Polska Miedź S.A., receives from Participants (Brokerage Firms) shareholder data, including data on the right to the dividend, tax residency certificates, and also since 2011, declarations arising from the updated law on CIT, as mentioned above. These documents should be collected by Brokerage Firms within four working days from the right to dividend date.

The Supervisory Board of KGHM Polska Miedź S.A. positively evaluated the aforementioned proposal of the Management Board.

### **Information to proposed resolution no. 23 to point 14b of the agenda**

Due to expiration of the term of office of the Supervisory Board of KGHM Polska Miedź S.A., on 11-12 May 2011 elections were held in the Company for employee-elected members of the Supervisory Board.

In accordance with art. 14 sec. 1 point 2 of the Act on commercialisation and privatisation dated 30 August 1996 (unified text, Journal of Laws from 2002 No. 171,

item 1397 with subsequent amendments) three members of the Supervisory Board of KGHM Polska Miedź S.A. are elected by the employees of the Company.

The Company's employees elected the following persons to the Supervisory Board: Józef Czyczerski, Leszek Hajdacki, Ryszard Kurek.

Information on persons elected to the Supervisory Board by the Company's employees is available at the website [www.kghm.pl](http://www.kghm.pl)

In accordance with art. 14 sec. 2 line 2 of the aforementioned Act, the result of the elections is binding for the General Meeting.

**Information to proposed resolutions nos. 25, 26 and 27 to points 15 and 16 of the agenda, included in the agenda at the request of a shareholder – the State Treasury**

The introduction of the following points to the agenda of the General Meeting:

1. Adoption of a resolution on changes to the composition of the Supervisory Board of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin,
2. Adoption of a resolution on changes to the principles of remuneration of Supervisory Board members,

are justified by the need to strengthen supervision of the activities of the Company in all operational areas, and is also related to the need to verify the level of remuneration of Supervisory Board members set by the General Meeting in 2003.

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

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