

**Proposed Resolutions for the Ordinary General Meeting  
of KGHM Polska Miedź S.A. – 16 June 2009**

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

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

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

On the basis of art. 409 § 1 of the Commercial Partnerships and Companies Code, § 28 section 1 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin and § 5 section 3 of the Regulations of the General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin, the following is resolved:

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

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

*Proposal /2/ to point 4 of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

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

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

I. The agenda is hereby accepted, as set down and announced by the Management Board of KGHM Polska Miedź S.A. in the announcement on the convening of an Ordinary General Meeting, as placed in the official government publication Monitor Sądowy i Gospodarczy dated 25 May 2009, No. 100/2009, item .....

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

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

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the Report of the Management Board on the Activities of KGHM Polska Miedź S.A. in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 1 of the Commercial Partnerships and Companies Code in connection with art. 49 section 1 and art. 53 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2002, no. 76, item 694 with later changes) and on the basis of § 29 section 1 point 1) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, with due regard being given to the results of the evaluation by the Supervisory Board of KGHM Polska Miedź S.A. of the Report, the following is resolved:

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves of the Report of the Management Board on the Activities of KGHM Polska Miedź S.A. in financial year 2008.

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

*Proposal /4/ to point 9b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the Financial Statements of the Company for financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 1 of the Commercial Partnerships and Companies Code in connection with art. 53 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2002, no. 76, item 694 with later changes) and on the basis of § 29 section 1 point 1 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, 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, the following is resolved:

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2008, consisting of:

- the balance sheet at 31 December 2008, which shows total assets and liabilities of **PLN 13 900 563 856.41 [PLN 13 900 564 thousand]**,

- the income statement for the period from 1 January to 31 December 2008, which shows a profit for the period of **PLN 2 920 378 381.04 [PLN 2 920 378 thousand]**,

- the statement of changes in equity which shows equity at 31 December 2008 in the amount of **PLN 10 591 291 717.71 [PLN 10 591 292 thousand]**, and an increase in equity for the period from 1 January to 31 December 2008 in the amount of **PLN 1 625 342 928.71 [PLN 1 625 343 thousand]**,

- the cash flow statement, which shows a decrease in net cash flow for the period from 1 January to 31 December 2008 of **PLN 781 628 377.21 [PLN 781 628 thousand]**, and cash and cash equivalents at 31 December 2008 of **PLN 1 793 580 156.82 [PLN 1 793 580 thousand]**,

- accounting policy and other explanatory information to the financial statements.

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

*Proposal /5/ to point 9c of the agenda*

***Pursuant to current report no. 18/2009 dated 15 May 2009, the Management Board of the Company is considering altering its recommendation with respect to the appropriation of profit for 2008. Proposal /5/ to point 9c of the agenda will be provided at a later time.***

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

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding**: approval of the performance of duties of a member of the Management Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2008 of Marek Fusiński, Member of the Management Board, who fulfilled the function of Vice President of the Management Board of the Company during the period from 1 January 2008 to 23 April 2008.\*

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

\* In performance of its duties arising from § 20 sec. 2 point 4) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, based on Resolution No. 36/VII/09 of the Supervisory Board of KGHM Polska Miedź S.A. dated 8 May 2009, the Supervisory Board of KGHM Polska Miedź S.A. submitted a proposal that the Ordinary General Meeting approve of the performance of Marek Fusiński.

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

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding**: approval of the performance of duties of a member of the Management Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2008 of Dariusz Kaśków, Member of the Management Board, who fulfilled the function of Vice President of the Management Board of the Company during the period from 1 January 2008 to 17 January 2008.\*

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

\* In performance of its duties arising from § 20 sec. 2 point 4) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, at a meeting on 8 May 2009, the Supervisory Board of KGHM Polska Miedź S.A. held voting on a resolution respecting submitting a proposal to the Ordinary General Meeting on approving of the performance of Dariusz Kaśków for financial year 2008. As a result of this voting the Supervisory Board of KGHM Polska Miedź S.A. did not pass a resolution on submitting a proposal to the Ordinary General Meeting on approving of the performance of this member of the Management Board for financial year 2008.

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

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Management Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2008 of Stanisław Kot, Member of the Management Board, who fulfilled the function of Vice President of the Management Board of the Company during the period from 1 January 2008 to 23 April 2008.\*

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

\* In performance of its duties arising from § 20 sec. 2 point 4) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, based on Resolution No. 37/VII/09 dated 8 May 2009, the Supervisory Board of KGHM Polska Miedź S.A. submitted a proposal that the Ordinary General Meeting approve of the performance of Stanisław Kot.

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Management Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2008 of Mirosław Krutin, Member of the Management Board, who fulfilled the function of President of the Management Board of the Company during the period from 23 April 2008 to 31 December 2008.\*

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

\* In performance of its duties arising from § 20 sec. 2 point 4) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, based on Resolution No. 32/VII/09 dated 8 May 2009, the Supervisory Board of KGHM Polska Miedź S.A. submitted a proposal that the Ordinary General Meeting approve of the performance of Mirosław Krutin.

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Management Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties of Ireneusz Reszczyński, Member of the Management Board, in financial year 2008 during the period:

- from 1 January 2008 to 17 January 2008 when he fulfilled the function of the I Vice President of the Management Board of the Company,
- from 17 January 2008 to 23 April 2008 when he fulfilled the function of the acting President of the Management Board of the Company.\*

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

\* In performance of its duties arising from § 20 sec. 2 point 4) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, based on

Resolution No. 35/VII/09 dated 8 May 2009, the Supervisory Board of KGHM Polska Miedź S.A. submitted a proposal that the Ordinary General Meeting approve of the performance of Ireneusz Reszczyński.

Proposal /11/ to point 10a of the agenda

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Management Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2008 of Krzysztof Skóra, Member of the Management Board, who fulfilled the function of President of the Management Board of the Company during the period from 1 January 2008 to 17 January 2008.\*

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

\* In performance of its duties arising from § 20 sec. 2 point 4) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, at a meeting on 8 May 2009 the Supervisory Board of KGHM Polska Miedź S.A. held voting on a resolution respecting submitting a proposal of the Supervisory Board of KGHM Polska Miedź S.A. to the Ordinary General Meeting on approving of the performance of Krzysztof Skóra for financial year 2008. As a result of this voting the Supervisory Board of KGHM Polska Miedź S.A. did not pass a resolution on submitting a proposal to the Ordinary General Meeting on approving of the performance of this member of the Management Board for financial year 2008.

Proposal /12/ to point 10a of the agenda

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Management Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2008 of Maciej Tybura, Member of the

Management Board, who fulfilled the function of Vice President of the Management Board of the Company during the period from 23 April 2008 to 31 December 2008.\*

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

\* In performance of its duties arising from § 20 sec. 2 point 4) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, based on Resolution No. 34/VII/09 dated 8 May 2009, the Supervisory Board of KGHM Polska Miedź S.A. submitted a proposal that the Ordinary General Meeting approve of the performance of Maciej Tybura.

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

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Management Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves of the performance of duties in financial year 2008 of Herbert Wirth, Member of the Management Board, who fulfilled the function of Vice President of the Management Board of the Company during the period from 23 April 2008 to 31 December 2008.\*

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

\* In performance of its duties arising from § 20 sec. 2 point 4) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, based on Resolution No. 33/VII/09 dated 8 May 2009, the Supervisory Board of KGHM Polska Miedź S.A. submitted a proposal that the Ordinary General Meeting approve of the performance of Herbert Wirth.

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

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Józef Czyczerski – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 1 January 2008 to 31 December 2008.

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

*Proposal /15/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Marcin Dyl – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 14 February 2008 to 31 December 2008.

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

*Proposal /16/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Leszek Hajdacki – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 1 January 2008 to 31 December 2008.

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



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

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Leszek Jakubów – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 1 January 2008 to 14 February 2008.

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

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

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Arkadiusz Kawecki – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 14 February 2008 to 31 December 2008.

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

*Proposal /19/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Jacek Kuciński – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 14 February 2008 to 31 December 2008.

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

*Proposal /20/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Ryszard Kurek – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 1 January 2008 to 31 December 2008.

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

*Proposal /21/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Anna Mańk – a member of the Supervisory Board of KGHM

Polska Miedź S.A. in financial year 2008 during the period in which she fulfilled this function from 1 January 2008 to 14 February 2008.

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

*Proposal /22/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Remigiusz Nowakowski – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 1 January 2008 to 14 February 2008.

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

*Proposal /23/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Marek Panfil – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 14 February 2008 to 31 December 2008.

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

*Proposal /24/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Stanisław Andrzej Potycz – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 1 January 2008 to 14 February 2008.

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

*Proposal /25/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Marcin Ślęzak – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 1 January 2008 to 13 February 2008.

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

*Proposal /26/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Marek Trawiński – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 14 February 2008 to 31 December 2008.

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

*Proposal /27/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Marzenna Weresa – a member of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2008 during the period in which she fulfilled this function from 14 February 2008 to 31 December 2008.

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

*Proposal /28/ to point 10b of the agenda*

**Resolution No. .... / 2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2008.

On the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code and § 29 section 1 point 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

I. The Ordinary General Meeting of KGHM Polska Miedź S.A hereby approves of the performance of duties of Jerzy Żyżyński – a member of the Supervisory Board of

KGHM Polska Miedź S.A. in financial year 2008 during the period in which he fulfilled this function from 1 January 2008 to 14 February 2008.

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

*Proposal /29/ to point 13a of the agenda*

**Resolution No. .... /2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the Report of the Management Board of the Parent Entity on the Activities of the KGHM Polska Miedź S.A. Group in financial year 2008.

On the basis of art. 395 § 5 of the Commercial Partnerships and Companies Code in connection with art. 55 sec. 2 and art. 63c section 4 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2002, no. 76, item 694 with later changes) and § 29 section 1 point 1 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, and with due regard being given to the results of the evaluation by the Supervisory Board of KGHM Polska Miedź S.A. of the Report, the following is resolved:

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves of the Report of the Management Board of the Parent Entity on the Activities of the KGHM Polska Miedź S.A. Group in the financial year 2008.

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

*Proposal /30/ to point 13b of the agenda*

**Resolution No. .... /2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2008.

On the basis of art. 395 § 5 of the Commercial Partnerships and Companies Code in connection with art. 63c section 4 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2002, no.76, item 694 with later changes) and on the basis of § 29 section 1 point 1) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered office in Lubin, with due regard being given to the results of the evaluation by the Supervisory Board of KGHM Polska Miedź S.A. of the Consolidated Financial Statements, the following is resolved:

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2008 consisting of:

- the balance sheet at 31 December 2008 which shows total assets and liabilities of **PLN 15 000 105 thousand**,

- the income statement for the period from 1 January to 31 December 2008, showing a profit for the period of **PLN 2 765 866 thousand**,

- the statement of changes in equity, which shows equity at 31 December 2008 in the amount of **PLN 10 982 865 thousand**, and an increase in equity in the period from 1 January to 31 December 2008 of **PLN 1 481 256 thousand**,

- the cash flow statement, which shows a decrease in net cash flow for the period from 1 January to 31 December 2008 – of **PLN 786 762 thousand**, and cash and cash equivalents at 31 December 2008 of **PLN 2 065 763 thousand**,

- accounting policy and other explanatory information to the consolidated financial statements.

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

*Proposal /31/ to point 14 of the agenda*

**Resolution No. ..../2009  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 16 June 2009**

**regarding:** changes in the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin

On the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, in order to adapt the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin to the changes in the Commercial Partnerships and Companies Code and – in respect of the subject of Company activities - to the Decree of the Council of Ministers dated 24 December 2007 respecting the Polish Classification of Activities (PKD), the Ordinary General Meeting of KGHM Polska Miedź S.A. – refraining from carrying out significant changes in respect of the subject of Company activities, as described in art. 416 § 1 of the Commercial Partnerships and Companies Code – hereby resolves the following:

I. The Statutes of the Company are amended in the following way:

1. In § 4 sec. 1 is given the following wording:

„The Company shall operate on the basis of the Commercial Partnerships and Companies Code and the law dated 30 August 1996 on commercialization and privatisation (unified text: Journal of Laws from 2002 No. 171 item 1397, with later amendments), hereinafter referred to as the Act, as well as on other applicable regulations”.

2. In § 6 sec. 1 is given the following wording:

1.„The following are the subject of the Company's activities::

- 1) Mining of other non-ferrous metals ore (07.29.Z),
- 2) Excavation of gravel and sand; excavation of clay and kaolin (08.12.Z),
- 3) Excavation of salt (08.93.Z),

- 4) Production of technical gases (20.11.Z),
- 5) Production of other primary inorganic chemicals (20.13.Z),
- 6) Production of precious metals (24.41.Z),
- 7) Production of lead, zinc and tin (24.43.Z),
- 8) Production of copper (24.44.Z),
- 9) Production of other non-ferrous metals (24.45.Z),
- 10) Casting of copper and copper alloys (24.54.A),
- 11) Casting of other non-ferrous metals, if not elsewhere classified (24.54.B),
- 12) Forging, pressing, stamping and roll forming of metal: powder metallurgy (25.50.Z),
- 13) Repair and conservation of machinery (33.12.Z),
- 14) Repair and conservation of electrical equipment (33.14.Z),
- 15) Installation of industrial machinery, equipment and fittings (33.20.Z),
- 16) Generation of electricity (35.11.Z),
- 17) Transmission of electricity (35.12.Z),
- 18) Distribution of electricity (35.13.Z),
- 19) Trade in electricity (35.14.Z),
- 20) Manufacture of gaseous fuels (35.21.Z),
- 21) Distribution of gaseous fuels through mains (35.22.Z),
- 22) Trade of gaseous fuels through mains (35.23.Z),
- 23) Generation and supply of steam, hot water and air for air conditioners (35.30.Z),
- 24) Collection, purification and distribution of water (36.00.Z),
- 25) Discharge and treatment of waste (37.00.Z),
- 26) Collection of non-hazardous waste (38.11.Z),
- 27) Collection of hazardous waste (38.12.Z),
- 28) Treatment and removal of non-hazardous waste (38.21.Z),
- 29) Treatment and purification of hazardous waste (38.22.Z),
- 30) Disassembly of used products (38.31.Z),
- 31) Recovery of raw materials from aggregate (38.32.Z),
- 32) Activities related to recultivation, and other service activities related to waste management (39.00.Z),
- 33) Installation of electrical equipment (43.21.Z),
- 34) Activities of agents selling fuels, ores, metals and industrial chemicals (46.12.Z),
- 35) Wholesale sales of metals and metal ores (46.72.Z),
- 36) Wholesale sales of chemical products (46.75.Z),
- 37) Wholesale sales of waste and scrap (46.77.Z),
- 38) Retail sales of automotive fuel at fueling stations (47.30.Z),
- 39) Retail sales through mailing houses or the Internet (47.91.Z),
- 40) Other retail sales apart from network stores, stalls and open-air markets (47.99.Z),
- 41) Ground transport of passengers, urban and non-urban (49.31.Z),
- 42) Warehousing and preservation of other goods (52.10.B),
- 43) Overnight tourist facilities and short-term quatering venues (55.20.Z),
- 44) Other gastronomic-related service activities (56.29.Z),



- 45) Cable-based telecom activities (61.10.Z),
- 46) Other telecom activities (61.90.Z),
- 47) Activities related to software (62.01.Z),
- 48) Activities related to managing IT equipment (62.03.Z),
- 49) Other services related to computers and information technology (62.09.Z),
- 50) Data processing; management of Internet sites (hosting) and related activities (63.11.Z),
- 51) Internet portal activities (63.12.Z),
- 52) Financial holding activities (64.20.Z),
- 53) Financial leasing (64.91.Z),
- 54) Other forms of granting credit (64.92.Z),
- 55) Other financial service activities, if not elsewhere classified, except for insurance and pension funds (64.99.Z),
- 56) Personal purchase and sale of real estate (68.10.Z),
- 57) Rental and management of personally-owned or leased real estate (68.20.Z),
- 58) Accounting; tax consulting (69.20.Z),
- 59) Head office and holding activities, except for financial holdings (70.10.Z),
- 60) Other business and management consulting (70.22.Z),
- 61) Engineering and related technical consulting (71.12.Z),
- 62) Scientific research and development work related to other natural and technical science (72.19.Z),
- 63) Rental and lease of office equipment and machinery, including computers (77.33.Z),
- 64) Rental and lease of other machinery, equipment and material goods, if not elsewhere classified (77.39.Z),
- 65) Security activities related to the servicing of security systems (80.20.Z),
- 66) Fire prevention (84.25.Z),
- 67) Other non-school forms of education, if not elsewhere classified (85.59.B),
- 68) Farming of other than perennial plants (01.19.Z),
- 69) Farming of other perennial plants (01.29.Z),
- 70) Forestry and related activities, excluding the harvesting of forest products (02.10.Z),
- 71) Collecting wood (02.20.Z),
- 72) Collecting wild forest products, excluding wood (02.30.Z),
- 73) Service activities related to forestry (02.40.Z)".

**3.** Paragraph 9 is given the following wording:

1. „All Company shares are bearer shares.
2. The transformation of bearer shares into registered shares is not allowed".

**4.** Paragraph 10 is given the following wording:

1. „The shares of the Company may be redeemed with the permission of the shareholder through their purchase by the Company (voluntary redemption). Redemption may not be carried out more than once per financial year.
2. The Resolution of the General Meeting on the redemption of shares should describe in detail the legal basis for redemption, the amount of compensation to be paid to the shareholder for the redeemed shares or the justification for redeeming shares without compensation, and the way in which the share capital will be decreased.
3. The Resolution on the redemption of shares may be preceded by an agreement with the shareholder whose shares are to be redeemed. The agreement shall set forth the number of shares to be redeemed and the price for which the shares are to be purchased. The validity of the agreement shall depend on the passage of a resolution by the General Meeting”.
5. In § 12 sec. 4 is removed, and sec. 6 is given the following wording:  
„The mandate of members of the Management Board shall expire no later than the date the General Meeting accepts the financial statements of the Company for the most recent full financial year in which they served as a member of the Management Board”.
6. Paragraph 14 is given the following wording:
  - 1.„Two members of the Management Board acting jointly, or one member of the Management Board acting with the procurist, are authorised to submit declarations on behalf of the Company.
  - 2.If the Management Board consists of one member, such member shall be authorised to submit declarations on behalf of the Company”.
7. Paragraph 15 is given the following wording:
  - 1.„In a contract between the Company and a member of the Management Board, the Company shall be represented by the Supervisory Board or by a plenipotentiary appointed by resolution of the General Meeting.
  - 2.In a dispute between the Company and a member of the Management Board, the Company shall be represented by the Supervisory Board or by a plenipotentiary appointed by resolution of the General Meeting.”
8. In § 16 sec. 8 is given the following wording:  
„A Member of the Supervisory Board should present to the Management Board of the Company information respecting his connections, of an economic, family or other nature which could have an impact on his position, with a shareholder in the possession of shares representing at least 5 % of the number of votes at the General Meeting. This information shall be presented following appointment of the member of the Supervisory Board, as well as during his tenure, should any change to these circumstances occur”.
9. In § 22 sec. 3, 4 and 5 are removed and sec. 2 is given the following wording:
  2. „An Ordinary General Meeting shall be convened within 6 months of the end of each financial year.
  3. removed
  4. removed
  5. removed”
10. In § 23 sec. 4 is removed and sec. 2 and 3 are given the following wording:
  2. “The items on the agenda shall be determined by the Management Board, subject to any exceptions provided for by law.

3. The Supervisory Board and shareholders representing at least 1/20 of the share capital may request the inclusion of certain items on the agenda at the next General Meeting.

4. removed”

11. In § 25, sec. 3 is removed.

12. In § 27 sec. 2 is given the following wording:

„A resolution on a significant change in the scope of the Company's activity shall be adopted by open roll call voting and announced”.

13. In § 33 sec. 2 is given the following wording:

„The Company may create and dissolve other special funds, at the beginning of, and during, the financial year on the basis of a resolution of the General Meeting”.

14. Paragraph 36 is given the following wording:

„The Company shall place its announcements on the Company's website as well as in publications required by law”.

II. The Supervisory Board of the Company is authorised to establish a uniform text for the Statutes reflecting the above changes.

III. This Resolution comes into force on the date it is taken, with effect from the date of registration by the National Court Register.

## JUSTIFICATION

The proposed changes in the Statutes of the Company are mainly dictated by the need to adapt:

- ~ the Statutes to changes which have been made to the Corporate Partnerships and Companies Code, and
- ~ the subject of activity of the Company to the Decree of the Council of Ministers dated 24 December 2007 respecting the Polish Classification of Activities (PKD) (Journal of Laws no. 251 item 1885 with amendments).

With respect to the proposed change to the Statutes of KGHM Polska Miedź S.A. respecting the redemption of shares, the following should be noted:

Paragraph 29 sec. 1 point 7) of the existing Statutes of KGHM Polska Miedź S.A. states that „The manner and conditions for redeeming shares are the responsibility of the General Meeting”. This provision, which has been in force for years, provided for the General Meeting of KGHM Polska Miedź S.A. to be granted the right to redeem the Company's shares. However, the existing Statutes of KGHM Polska Miedź S.A. lack detailed provisions to execute this right. The proposed changes to § 10 of the Statutes of KGHM Polska Miedź S.A., which solely provide for the voluntary (i.e. with the consent of the shareholder), and not the forced and automatic, redemption of shares, grant the shareholder the possibility to take advantage of this legal institution.

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 point 1 of the Company Statutes and art. 384 §1 of the Commercial Partnerships and Companies Code in connection with §20 sec. 2 point 12) of the Company Statutes, the Supervisory Board positively evaluated the following:

- Financial Statements of KGHM Polska Miedź S.A. for financial year 2008,
- Report of the Management Board on the Activities of KGHM Polska Miedź S.A. in financial year 2008,
- Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2008,
- Report of the Management Board of the Parent Entity on the Activities of the KGHM Polska Miedź S.A. Group in financial year 2008,
- and positively evaluated a proposal of the Management Board regarding changes in the Statutes of the Company.

Additionally, in accordance with principles II.1.4) and II.1.6) of the “Code of Best Practice for WSE Listed Companies”, the following reports of the Supervisory Board will be available on the Internet website of the Company ([www.kghm.pl](http://www.kghm.pl)).

1. Annual report on the activities of the Supervisory Board of KGHM Polska Miedź S.A. for financial year 2008 reflecting the evaluation of the work of the Supervisory Board with attached reports from the work of the Auditing Committee and the Remuneration Committee.
2. Brief assessment of the standing of KGHM Polska Miedź S.A. for financial year 2008 including an evaluation of the risk management system and internal control system for the Company.
3. Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Report of the Management Board on the Company’s activities in financial year 2008, on the results of its evaluation of Financial Statements of the Company for financial year 2008 and the proposal of the Management Board on the appropriation of Company profit for financial year 2008.
4. Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Report of the Management Board of the Parent Entity on the activities of the Group in financial year 2008 and on the results of its evaluation of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2008

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)

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