

Proposal 1 to point 2 of the agenda

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

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 adopted.

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

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

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

I. The following agenda is hereby accepted:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Confirmation of the legality of convening the Ordinary General Meeting and its capacity to adopt resolutions.
4. Acceptance of the agenda.
5. Review of the report on the activities of KGHM Polska Miedź S.A. in financial year 2012 and the financial statements of KGHM Polska Miedź S.A. for financial year 2012.
6. Review of the proposal of the Management Board concerning the appropriation of Company profit for financial year 2012.
7. Review of the proposal of the Management Board concerning offsetting of profit from prior years with the reserves arising from actuarial gains and losses.
8. 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 2012 and of the financial statements of KGHM Polska Miedź S.A. for financial year 2012.
9. Presentation by the Supervisory Board of:
 - a) a brief assessment of the standing of KGHM Polska Miedź S.A. for financial year 2012, 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 for financial year 2012.
10. Adoption of resolutions:
 - a) on approval of the report on the activities of KGHM Polska Miedź S.A. in financial year 2012,

- b) on approval of the financial statements of KGHM Polska Miedź S.A. for financial year 2012,
- c) on the appropriation of Company profit for financial year 2012,
- d) on the offsetting of profit from prior years with the reserves arising from actuarial gains and losses.

11. Adoption of resolutions:

- a) on approval of the performance of duties of members of the Management Board in financial year 2012,
- b) on approval of the performance of duties of members of the Supervisory Board in financial year 2012.

12. Review of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2012 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2012.

13. 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 2012 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2012.

14. Adoption of resolutions:

- a) on approval of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2012,
- b) on approval of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2012.

15. Adoption of resolutions regarding appointment of members of the Supervisory Board of KGHM Polska Miedź S.A. elected by the Company's employees.

16. Closing of the General Meeting.

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

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the Report on the activities of KGHM Polska Miedź S.A.
in financial year 2012.**

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

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Report on the activities of KGHM Polska Miedź S.A. in financial year 2012.

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

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2012.

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

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Financial Statements of KGHM Polska Miedź S.A. for financial year 2012, consisting of:

- a) the statement of financial position prepared as at 31 December 2012, which shows total assets and total equity and liabilities of **PLN 28 177 million**,
- b) the statement of profit or loss for the period from 1 January to 31 December 2012 which shows the profit for the period of **PLN 4 868 million**,
- c) the statement of comprehensive income for the period from 1 January to 31 December 2012 which shows total comprehensive income of **PLN 4 456 million**,
- d) the statement of changes in equity which shows equity at 31 December 2012 in the amount of **PLN 21 923 million**, and a decrease in equity for the period from 1 January to 31 December 2012 in the amount of **PLN 1 212 million**,
- e) the statement of cash flows which shows a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2012 of **PLN 11 251 million**, and cash and cash equivalents at 31 December 2012 of **PLN 707 million**,
- f) the accounting policies and other explanatory information to the financial statements.

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

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: the appropriation of Company profit for financial year 2012.

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 2012, the General Meeting hereby resolves that:

the profit of KGHM Polska Miedź S.A. for financial year 2012 in the amount of **PLN 4 868 248 549.87**, shall be appropriated in the following manner:

- as a shareholder dividend **PLN 1 600 000 000.00**,
representing **PLN 8** per share,
- to the Company's reserve capital **PLN 3 268 248 549.87**

II. The General Meeting hereby sets the following dates:

- right to dividend date: **12 July 2013**,
- dividend payment dates:
1st instalment of 4 PLN/share: **14 August 2013**
2nd instalment of 4 PLN/share: **14 November 2013**.

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

JUSTIFICATION

The level of dividend recommended by the Management Board was positively evaluated by the Supervisory Board of KGHM Polska Miedź S.A. In the opinion of the Management Board, the funds allocated to reserve capital will be used to finance the investment program, with borrowing at a safe level, one which does not expose the Company to excessive financial liquidity risk.

In recommending a dividend of PLN 1.6 billion, the Management Board took into consideration the specific conditions in which the Company operates, resulting from its business model. These primarily include:

- the need to ensure the financing of the strategic investment program over the next 3-5 years,
- the sensitivity of the Company to changes in the USD/PLN exchange rate and in metals prices, with high market volatility,
- the high share of the minerals extraction tax in the costs structure,
- the optimum debt level,
- the extraction of copper ore from deep deposits and the related high costs, and

- the need to replace production capacity - the high level of depreciation in operating costs.

In the opinion of the Management Board, the proposed dividend represents a compromise between current shareholder interests and the need to ensure development and an increase in Company value over the long term.

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, among others with respect to tax exemptions. Additionally, art. 6 sec. 1 of the updated law exempted from taxation joint investment bodies and pension funds acting on the basis of law on the organisation and operation of pension 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 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 Corporate Income Tax Act, as mentioned above. These documents should be collected by Brokerage Firms within four working days from the right to dividend date.

The rights to dividend date proposed by the Management Board and dividend payment dates were positively evaluated by the Supervisory Board.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: the offsetting of profit from prior years with the reserves arising from actuarial gains and losses.

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

- I. The General Meeting of the Company hereby resolves to offset profit from prior years in the amount of PLN 356 122 008 with the negative amount of the reserves arising from actuarial gains and losses in the amount of PLN 356 122 008 which arose due to changes in accounting policy.
- II. This resolution comes into force on the date it is adopted.

Justification

On 1 January 2012, due to changes in International Financial Reporting Standards - IAS 19 *Employee benefits*, as required, KGHM Polska Miedź S.A. introduced a change in accounting policy with respect to recognition of the impact of changes in estimates of future employee benefits using actuarial methods.

As a result of the retrospective application of the new accounting policy, i.e. as though it had always applied to the Company, there was an adjustment in result from prior years – an increase in profit in the amount of PLN 356 122 008, and a decrease in the reserves arising from actuarial gains and losses in the amount of PLN 356 122 008, which in effect did not change the balance of Company equity from prior years, but did affect the analytical composition (including profit from prior years) of the statement of financial position item „retained earnings” without affecting its value.

Taking into account the above justification and the positive evaluation of the Supervisory Board, the Management Board requests the offsetting of profit from prior years in the amount of PLN 356 122 008 with the negative amount of the reserves arising from actuarial gains and losses in the amount of PLN 356 122 008 which arose due to changes in accounting policy.

The proposal of the Management Board regarding the offsetting of profit from prior years with the reserves arising from actuarial gains and losses, directed to the General Meeting of the Company, is available at the Company website www.kghm.pl under *Investors / General Meeting*

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2012.**

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 2012 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 adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2012.**

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 2012 of Włodzimierz Kiciński - a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2012.**

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 2012 of Adam Sawicki - a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2012.**

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 2012 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 adopted.

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2012.**

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 2012 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 adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2012.**

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 2012 of Dorota Włoch - a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Franciszek Adamczyk – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Paweł Białek – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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 adopted.

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Lech Jaroń – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Krzysztof Kaczmarczyk – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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 adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Mariusz Kolwas – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Dariusz Krawczyk – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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 adopted.

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Maciej Łaganowski – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Aleksandra Magaczewska – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Paweł Markowski – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Robert Oliwa – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Krzysztof Opawski – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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 adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Ireneusz Piecuch – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Jacek Poświata – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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 adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Bogusław Szarek – a member of the Supervisory Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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 adopted.

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2012.

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

I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2012.

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

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2012.

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

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 2012, consisting of:

- a) the consolidated statement of financial position prepared as at 31 December 2012, which shows total assets and total equity and liabilities of **PLN 33 616 million**,
- b) the consolidated statement of profit or loss for the period from 1 January to 31 December 2012 which shows the profit for the period of **PLN 4 803 million**,
- c) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2012 which shows total comprehensive income of **PLN 4 063 million**,
- d) the consolidated statement of changes in equity which shows equity at 31 December 2012 in the amount of **PLN 21 710 million**, and a decrease in equity for the period from 1 January to 31 December 2012 in the amount of **PLN 1 681 million**,
- e) the consolidated statement of cash flows which shows a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2012 of **PLN 9 670 million**, and cash and cash equivalents at 31 December 2012 of **PLN 2 629 million**,
- f) the accounting policies and other explanatory information to the consolidated financial statements.

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

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: appointment to the Supervisory Board.

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

I. The General Meeting hereby appoints to the Supervisory Board of KGHM Polska Miedź S.A., elected by the employees of KGHM Polska Miedź S.A.

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

JUSTIFICATION

In fulfilling the obligations set forth in the law dated 30 August 1996 on commercialisation and privatisation and in the Statutes of KGHM Polska Miedź S.A., for the purpose of supplementing the composition of the Supervisory Board of KGHM Polska Miedź S.A., from 12 to 13 March 2013 elections were held for members of the Supervisory Board of KGHM Polska Miedź S.A. elected by the employees of the Company.

As a result of the elections held, the most votes were received by Leszek Hajdacki and Józef Czyczerski.

Information on persons elected to the Supervisory Board by employees of the Company and the Protocols from the election of members of the Supervisory Board of KGHM Polska Miedź S.A. elected by the employees of the Company will be available on the website, www.kghm.pl, in the section *Investors / General Meeting*.

The Supervisory Board confirmed the validity of the elections held.

(Translation from the original Polish version.

In the event of differences, reference should be made to the official Polish version.)