

Resolution No. 43/IX/16
of the Supervisory Board of KGHM Polska Miedź S.A.
dated 17 May 2016

regarding: evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. regarding covering the loss for financial year 2015 and a dividend payout.

With respect to the proposal of the Management Board of KGHM Polska Miedź S.A., contained in Resolution No. 93/IX/2016 of the Management Board of KGHM Polska Miedź S.A., dated 17 May 2016, acting on the basis of art. 382 § 3 of the Commercial Partnerships and Companies Code and § 20 sec. 2 point 2) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the following is resolved:

§ 1.

The Supervisory Board of KGHM Polska Miedź S.A. positively evaluates the proposal of the Management Board of KGHM Polska Miedź S.A. regarding the adoption of a resolution by the Ordinary General Meeting of KGHM Polska Miedź S.A. regarding covering the loss for financial year 2015 in the amount of **PLN 2 787 922 590.67** by covering it with the Company's reserve capital and the recommendation regarding the adoption of a resolution by the Ordinary General Meeting of KGHM Polska Miedź S.A. regarding payout of a dividend in the amount of **PLN 300 000 000.00** (PLN 1.50 per share), by covering it with the Company's reserve capital in that part arising from profits.

§ 2.

This resolution comes into force upon the date it is adopted.

**This resolution was adopted following open voting. Number of votes cast: 9
Number of votes „for”: 6; „against”: 3; „abstaining”: -.**

**Resolution No. 44/IX/16
of the Supervisory Board of KGHM Polska Miedź S.A.
dated 17 May 2016**

regarding: opinion regarding a proposal by the Management Board of KGHM Polska Miedź S.A. to the Ordinary General Meeting of KGHM Polska Miedź S.A. regarding setting the dividend date and the dividend payout date in 2016.

With respect to the proposal of the Management Board of KGHM Polska Miedź S.A. contained in Resolution No. 94/IX/2016 of the Management Board of KGHM Polska Miedź S.A. dated 17 May 2016, acting on the basis of § 20 sec. 2 point 12) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin and § 8 sec. 2 point 14) of the Bylaws of the Supervisory Board of KGHM Polska Miedź S.A., the following is resolved:

§ 1.

The Supervisory Board of KGHM Polska Miedź S.A. positively evaluates the proposal of the Management Board of KGHM Polska Miedź S.A. directed to the Ordinary General Meeting of KGHM Polska Miedź S.A. regarding the anticipated payout of a dividend in 2016, regarding the setting of:

- a dividend date (the day on which the right to dividend is set) of 15 July 2016,
- dividend payout dates:
 - the 1st instalment on 18 August 2016 of **PLN 0.75** per share,
 - the 2nd instalment on 17 November 2016 of **PLN 0.75** per share.

§ 2.

This resolution comes into force upon the date it is adopted.

**This resolution was adopted following open voting. Number of votes cast: 9
Number of votes „for”: 6; „against”: 3; „abstaining”: - .**

**Resolution No. 53/IX/2016
of the Supervisory Board of KGHM Polska Miedź S.A.
dated 31 May 2016**

**regarding: review and opinion prepared for the General Meeting regarding the
„Disclosure Policy of the KGHM Polska Miedź S.A. Group”**

Based on § 20 sec. 2 point 12 of the Statutes of KGHM Polska Miedź S.A. with its registered head office in Lubin, as well as with respect to the proposal of the Management Board of KGHM Polska Miedź S.A. expressed in resolution no. 97/IX/2016, dated 24 May 2016, the following is resolved:

§ 1.

The Supervisory Board of KGHM Polska Miedź S.A., after reviewing the document „Disclosure Policy of the KGHM Polska Miedź S.A. Group”, submitted by the Management Board of KGHM Polska Miedź S.A., submits a positive opinion to the General Meeting of KGHM Polska Miedź S.A. regarding approval of the „Disclosure Policy of the KGHM Polska Miedź S.A. Group”.

§ 2.

The document mentioned in §1 is an appendix to this resolution.

§ 3.

This resolution comes into force upon the date it is adopted.

**This resolution was adopted in writing. Number of votes cast: 9
Number of votes „for”: 8; „ against”: 1; „abstaining”: - .**