

**Resolution No. 93/X/2019
of the Management Board of KGHM Polska Miedź S.A.
dated 13 March 2019**

**regarding: adoption of the Financial Statements of KGHM Polska Miedź S.A.
for the year ended 31 December 2018**

§1.

Acting on the basis of § 4 sec. 1 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in Lubin, the Management Board of KGHM Polska Miedź S.A. adopts:

1. the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018, prepared in accordance with the adopted accounting policy, comprised of:
 - a) the statement of profit or loss for the period from 1 January to 31 December 2018, showing a profit for the period of **PLN 2 025 million**,
 - b) the statement of comprehensive income for the period from 1 January to 31 December 2018, showing a total comprehensive income of **PLN 1 935 million**,
 - c) the statement of cash flows, showing an increase in net cash flows for the period from 1 January to 31 December 2018 of **PLN 368 million** and cash and cash equivalents as at 31 December 2018 of **PLN 627 million**,
 - d) the statement of financial position prepared as at 31 December 2018, showing total assets and total equity and liabilities of **PLN 34 250 million**,
 - e) the statement of changes in equity, showing equity as at 31 December 2018 of **PLN 19 045 million** and an increase in equity for the period from 1 January to 31 December 2018 of **PLN 1 789 million**, and
 - f) explanatory notes to the financial statements.

§ 2.

The Management Board hereby submits the above financial statements to the evaluation of the Supervisory Board based on § 20 sec. 2 point 1 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.

§ 3.

This resolution comes into force upon its adoption.

**Resolution No. 94/X/2019
of the Management Board of KGHM Polska Miedź S.A.
dated 13 March 2019**

regarding: adoption of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018

§ 1.

Acting on the basis of § 4 sec. 1 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in Lubin, the Management Board of KGHM Polska Miedź S.A. adopts:

1. The Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018, prepared in accordance with the adopted accounting policy, comprised of:
 - a) the consolidated statement of profit or loss for the period from 1 January to 31 December 2018, showing a profit for the period of **PLN 1 658 million**,
 - b) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2018, showing total comprehensive income of **PLN 1 360 million**,
 - c) the consolidated statement of cash flows, showing an increase in net cash flows for the period from 1 January to 31 December 2018 of **PLN 353 million** and cash and cash equivalents as at 31 December 2018 of **PLN 957 million**,
 - d) the consolidated statement of financial position prepared as at 31 December 2018, showing total assets and total equity and liabilities of **PLN 37 237 million**,
 - e) the consolidated statement of changes in equity, showing equity as at 31 December 2018 of **PLN 19 225 million** and an increase in equity for the period from 1 January to 31 December 2018 of **PLN 1 440 million**,
 - f) explanatory notes to the financial statements.

§ 2.

The Management Board hereby submits the above consolidated financial statements to the evaluation of the Supervisory Board based on § 20 sec. 2 point 1 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.

§ 3.

This resolution comes into force upon its adoption.

Resolution No. 95/X/2019
of the Management Board of KGHM Polska Miedź S.A.
dated 13 March 2019

regarding: adoption of the Management Board's report on the activities of KGHM Polska Miedź S.A. and of the KGHM Polska Miedź S.A. Group in 2018 prepared in conjunction with the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018

§ 1.

Acting on the basis of § 4 sec. 1 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in Lubin, the Management Board of KGHM Polska Miedź S.A. adopts the Management Board's report on the activities of KGHM Polska Miedź S.A. and of the KGHM Polska Miedź S.A. Group in 2018 prepared in conjunction with the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018.

§ 2.

The Management Board hereby submits the above report to the evaluation of the Supervisory Board based on § 20 sec. 2 point 1 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.

§ 3.

This resolution comes into force upon its adoption.

Resolution No. 106/X/2019
of the Management Board of KGHM Polska Miedź S.A.
dated 5 April 2019

regarding: adoption of the Report of the Management Board regarding representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management for 2018.

Acting on the basis of § 4 sec. 2 point 13 of the Bylaws of the Management Board of KGHM Polska Miedź S.A., the following is resolved:

§ 1

The Management Board of KGHM Polska Miedź S.A. adopts the Report of the Management Board regarding representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management for 2018.

§ 2

The Management Board hereby submits the above report to the evaluation of the Supervisory Board based on § 20 sec. 2 point 17 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.

§ 3

This resolution comes into force upon its adoption.

Resolution No. 121/X/2019
of the Management Board of KGHM Polska Miedź S.A.
dated 17 April 2019

regarding: recommendation of the Management Board of KGHM Polska Miedź S.A. regarding the distribution of profit for the year ended 31 December 2018

Acting on the basis of § 4 sec. 2 point 13) of the Bylaws of the Management Board of KGHM Polska Miedź S.A., the following is resolved:

§ 1

The Management Board resolves to submit a proposal to the Ordinary General Meeting of KGHM Polska Miedź S.A. with the following wording:

It is proposed that a resolution be adopted regarding the distribution of profit for the year ended 31 December 2018 in the amount of **PLN 2 025 005 484.23** by transferring all of the profit earned to the reserve capital of the Company.

§ 2

Based on § 20 sec. 2 point 2) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the Management Board resolves to submit this proposal to the Supervisory Board of KGHM Polska Miedź S.A. for its evaluation.

§ 3

This resolution comes into force upon its adoption.