

**Announcement of a change in the agenda of the Ordinary General Meeting  
of KGHM Polska Miedź S.A. convened for 29 April 2015**

The Management Board of KGHM Polska Miedź S.A. announces that on 8 April 2015 the State Treasury, as an entitled shareholder of the Company, acting on the basis of art. 401 of the Commercial Partnerships and Companies Code, submitted a request to add a point regarding changes to the composition of the Supervisory Board of the Company to the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin convened for 29 April 2015.

The Management Board of the Company, taking into account the changes proposed above, adds the following point to the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A.: "14. Adoption of resolutions on changes to the composition of the Supervisory Board" and hereby presents a new agenda for the Ordinary General Meeting of KGHM Polska Miedź S.A., which will be held on 29 April 2015, beginning at 11.00 a.m., at the head office of the Company in Lubin, at ul. Marii Skłodowskiej-Curie 48 (in Jan Wyżykowski Hall):

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 Management Board's Report on the activities of KGHM Polska Miedź S.A. in financial year 2014 and the financial statements of KGHM Polska Miedź S.A. for financial year 2014.
6. Review of the proposal of the Management Board concerning appropriation of the Company's profit for financial year 2014.
7. Review of the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Management Board's Report on the activities of KGHM Polska Miedź S.A. in financial year 2014 and of the financial statements of KGHM Polska Miedź S.A. for financial year 2014.
8. Presentation by the Supervisory Board of:

- a) a concise assessment of the standing of KGHM Polska Miedź S.A. for financial year 2014, 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 of KGHM Polska Miedź S.A. for financial year 2014.
9. Adoption of resolutions:
- a) on approval of the Management Board's Report on the activities of KGHM Polska Miedź S.A. in financial year 2014,
  - b) on approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2014,
  - c) on appropriation of the Company's profit for financial year 2014.
10. Adoption of resolutions:
- a) on approval of the performance of duties of members of the Management Board in financial year 2014,
  - b) on approval of the performance of duties of members of the Supervisory Board in financial year 2014.
11. Review of the Management Board's report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2014.
12. Review of the report of the Supervisory Board on the results of its evaluation of the Management Board's report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2014.
13. Adoption of resolutions:
- a) on approval of the Management Board's Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014,
  - b) on approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2014.
14. Adoption of resolutions on changes to the composition of the Supervisory Board.
15. Closing of the General Meeting.

The proposed resolution to point 14 of the amended agenda, together with a justification, as put forth by the State Treasury as a shareholder:

**Resolution No. .... /2015  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 29 April 2015**

**regarding: changes to the composition of the Supervisory Board.**

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

- I. The Ordinary General Meeting hereby dismisses/appoints .....  
to the Supervisory Board of KGHM Polska Miedź S.A.
  
- II. This resolution comes into force upon its adoption.

**JUSTIFICATION**

Inclusion of this point in the agenda of the General Meeting is justified by the need to strengthen the supervision over all areas of the Company's activity. In accordance with § 16 sec. 1 of the Company's Statutes, the Supervisory Board of KGHM Polska Miedź S.A. is composed of seven to ten persons, which are appointed by the General Meeting for a mutual term in the office which lasts three years. Currently, the Supervisory Board of the Company is comprised of nine people. The State Treasury, as a shareholder of KGHM Polska Miedź S.A., puts forward the aforementioned motion to supplement the composition of the Company's Supervisory Board.

In addition, the Management Board of the Company hereby provides the proposed resolution regarding acceptance of the agenda of the Ordinary General Meeting of the Company reflecting the aforementioned change to the agenda. The wording of the remaining published proposed resolutions of the Ordinary General Meeting is unchanged.

**Resolution No. .... /2015  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 29 April 2015**

**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 Management Board's Report on the activities of KGHM Polska Miedź S.A. in financial year 2014 and the financial statements of KGHM Polska Miedź S.A. for financial year 2014.
  6. Review of the proposal of the Management Board concerning appropriation of the Company's profit for financial year 2014.
  7. Review of the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Management Board's Report on the activities of KGHM Polska Miedź S.A. in financial year 2014 and of the financial statements of KGHM Polska Miedź S.A. for financial year 2014.
  8. Presentation by the Supervisory Board of:
    - a) a concise assessment of the standing of KGHM Polska Miedź S.A. for financial year 2014, 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 of KGHM Polska Miedź S.A. for financial year 2014.
  9. Adoption of resolutions:
    - a) on approval of the Management Board's Report on the activities of KGHM Polska Miedź S.A. in financial year 2014,

- b) on approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2014,
- c) on appropriation of the Company's profit for financial year 2014.

10. Adoption of resolutions:

- a) on approval of the performance of duties of members of the Management Board in financial year 2014,
- b) on approval of the performance of duties of members of the Supervisory Board in financial year 2014.

11. Review of the Management Board's report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2014.

12. Review of the report of the Supervisory Board on the results of its evaluation of the Management Board's report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2014.

13. Adoption of resolutions:

- a) on approval of the Management Board's Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2014,
- b) on approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2014.

14. Adoption of resolutions on changes to the composition of the Supervisory Board.

15. Closing of the General Meeting.

**II.** This resolution comes into force upon its adoption.

The complete proposed resolutions and the form for voting through a proxy, including the changes proposed by the State Treasury as a shareholder, may be found on the Company's website: [www.kghm.com](http://www.kghm.com) in the section *Investors/ Role of shareholders*.

*Translation from the original Polish version.*

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