

FORM
FOR VOTING THROUGH A PROXY

Use of this form is solely within the prerogative of the shareholder and is not a prerequisite for voting by a proxy. This form contains instructions for the casting of votes by a proxy, and does not supersede the proxy authority granted to a proxy by a shareholder.

The shareholder indicates his instructions by placing an „X” in the appropriate box. If the box marked „Other” is filled in, the shareholder should provide instructions as to the manner of voting by the proxy.

In a case where the shareholder decides to cast their votes in a non-unified manner, the shareholder is requested to indicate in the box provided the number of shares for which the proxy is to cast a vote of „for”, „against” or „abstain”. If no such number is indicated, it will be assumed that the proxy is authorised to vote all of the shares owned by the shareholder in the prescribed manner.

It should be noted that the proposed resolutions included in these instructions may differ from the proposed resolutions voted on at the Ordinary General Meeting. In such a case, in order to avoid doubt as to the manner of voting by the proxy, it is recommended that in the box marked „Other” the manner in which the proxy should act in this situation be described.

The Company also wishes to add that it will not verify whether the manner of voting of a proxy is consistent with the instructions of the shareholder. Consequently, voting instructions need not be provided to the Company.

TO: _____
(name / proxy firm)

SHAREHOLDER _____
(name / shareholder's firm)

**FORM
FOR VOTING THROUGH A PROXY**

The Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin convened for 28 June 2012, at 11 AM, in Lubin, ul. Marii Skłodowskiej-Curie 48 in Jan Wyżykowski Hall.

I. Point 2 of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

II. Point 4 of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

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 2011 and the financial statements of KGHM Polska Miedź S.A. for financial year 2011.
6. Review of the proposal of the Management Board concerning the appropriation of Company profit for financial year 2011.
7. 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 2011 and of the financial statements of KGHM Polska Miedź S.A. for financial year 2011.
8. Presentation by the Supervisory Board of:
 - a) a brief assessment of the Company's standing, 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.
9. Adoption of resolutions:
 - a) on approval of the report on the activities of KGHM Polska Miedź S.A. in financial year 2011,
 - b) on approval of the financial statements of KGHM Polska Miedź S.A. for financial year 2011,

c) on the appropriation of Company profit for financial year 2011.

10. Adoption of resolutions:

- a) on approval of the performance of duties of members of the Management Board in financial year 2011,
- b) on approval of the performance of duties of members of the Supervisory Board in financial year 2011.

11. Review of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2011 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2011.

12. 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 2011 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2011.

13. Adoption of resolutions:

- a) on approval of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2011,
- b) on approval of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2011.

14. Review of a request regarding dismissal of members of the Supervisory Board of KGHM Polska Miedź S.A. elected by the Company's employees.

15. Adoption of a resolution on changes in the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.

16. Closing of the General Meeting.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

III. Point 9 a) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the Report on the activities of KGHM Polska Miedź S.A.
in financial year 2011.**

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 2011.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

IV. Point 9 b) of the agenda.

Proposed resolution

**Resolution No./2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2011.

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 2011, consisting of:

- a) the statement of financial position prepared as at 31 December 2011, which shows total assets and total equity and liabilities of **PLN 29 253 189 thousand**,
- b) the statement of comprehensive income for the period from 1 January to 31 December 2011 which shows:
 - the profit for the period from 1 January to 31 December 2011 of **PLN 11 334 520 thousand**,
 - the other comprehensive income for the period from 1 January to 31 December 2011 of **PLN 324 514 thousand**,
 - the total comprehensive income for the period from 1 January to 31 December 2011 of **PLN 11 659 034 thousand**,
- c) the statement of changes in equity which shows equity at 31 December 2011 in the amount of **PLN 23 135 511 thousand**, and an increase in equity for the period from 1 January to 31 December 2011 in the amount of **PLN 8 679 034 thousand**,
- d) the statement of cash flows which shows an increase in net cash and cash equivalents for the period from 1 January to 31 December 2011 of **PLN 9 364 844 thousand**, and cash and cash equivalents at 31 December 2011 of **PLN 12 835 999 thousand**,
- e) the accounting policies and other explanatory information to the financial statements.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

V. Point 9 c) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

regarding: the appropriation of Company profit for financial year 2011.

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 2011, the General Meeting hereby resolves that:

the profit of KGHM Polska Miedź S.A. for financial year 2011 in the amount of **PLN 11 334 519 878.33** or eleven billion, three hundred thirty-four million, five hundred nineteen thousand, eight hundred seventy-eight and thirty-three one-hundredths PLN, shall be appropriated in the following manner:

- as a shareholder dividend **PLN 3 400 000 000.00**,
representing **PLN 17** per share,
- to reserve capital **PLN 7 934 519 878.33**

II. The General Meeting hereby sets the following dates:

- right to dividend date: **16 July 2012**,
- dividend payment date: **20 August 2012**.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Rother			

VI. Point 10 a) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2011.**

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

VII. Point 10 a) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2011.**

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

VIII. Point 10 a) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2011.**

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

IX. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2011.**

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

X. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2011.**

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 2011 of Józef Czyczerski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XI. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2011.**

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XII. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2011.

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 2011 of Leszek Hajdacki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XIII. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2011.**

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XIV. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2011.**

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XV. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2011.

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XVI. Point 10 b) of the agenda.

Proposed resolution

**Resolution No./2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2011.**

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 2011 of Ryszard Kurek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XVII. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2011.

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XVIII. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2011.

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XIX. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2011.**

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XX. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2011.

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXI. Point 10 b) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2011.**

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 2011 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.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXII. Point 13 a) of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

regarding: approval of the Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2011.

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 2011.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXIII. Point 13 b) of the agenda.

Proposed resolution

**Resolution No./2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2011.

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 2011, consisting of:

- a) the consolidated statement of financial position prepared as at 31 December 2011, which shows total assets and total equity and liabilities of **PLN 30 553 874 thousand**,
- b) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2011 which shows:
 - profit for the period from 1 January to 31 December 2011 of **PLN 11 064 003 thousand**,
 - other comprehensive income for the period from 1 January to 31 December 2011 of **PLN 363 297 thousand**,
 - total comprehensive income for the period from 1 January to 31 December 2011 of **PLN 11 427 300 thousand**,
- c) the consolidated statement of changes in equity which shows equity at 31 December 2011 in the amount of **PLN 23 382 357 thousand**, and an increase in equity for the period from 1 January to 31 December 2011 in the amount of **PLN 8 460 234 thousand**,
- d) the consolidated statement of cash flows which shows an increase in net cash and cash equivalents for the period from 1 January to 31 December 2011 of **PLN 9 168 831 thousand**, and cash and cash equivalents at 31 December 2011 of **PLN 13 130 401 thousand**,
- e) the accounting policies and other explanatory information to the consolidated financial statements.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXIV. Point 14 of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

regarding: dismissal from the Supervisory Board.

The General Meeting of KGHM Polska Miedź S.A., after reviewing the request regarding the dismissal of members of the Supervisory Board of KGHM Polska Miedź S.A. elected by the Company's employees, resolves the following:

I. is dismissed from the Supervisory Board of KGHM Polska Miedź S.A.

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

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

XXV. Point 15 of the agenda.

Proposed resolution

**Resolution No. /2012
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 28 June 2012**

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

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

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

In §6 sec.1 of the Statutes points 83 and 84 are added with the following wording:

„ 83) Extraction of crude petroleum (06.10.Z),

84) Support activities for petroleum and natural gas extraction (09.10.Z).”

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 adopted, with effect from the date of registration of changes in the Statutes in the Register of Entrepreneurs of the National Court Register.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

This form is a direct translation from the original Polish version. In the event of differences resulting from the translation, reference should be made to the Polish version.