

**Resolution No. 6/X/19
of the Supervisory Board of KGHM Polska Miedź S.A.
dated 14 March 2019**

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

Acting on the basis of art. 382 § 3 of the Commercial Partnerships and Companies Code and § 20 sec. 2 point 1) 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., after reviewing the Financial Statements for the year ended 31 December 2018, 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,

and after reviewing the opinion of the certified accountant – Deloitte Audyt Spółka z ograniczoną odpowiedzialnością Sp. k. – from its audit of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2018 issued with a date of 13 March 2019:

- 1) positively evaluates the presented Financial Statements, and
- 2) recommends their approval by the Ordinary General Meeting of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

Resolution No. 7/X/19
of the Supervisory Board of KGHM Polska Miedź S.A.
dated 14 March 2019

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

Acting on the basis of art. 382 § 3 in connection with art. 395 § 2 point 1 and § 5 of the Commercial Partnerships and Companies Code and § 20 sec. 2 point 1) 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., after reviewing the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018, 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.

and after reviewing the opinion of the certified accountant – Deloitte Audyt Spółka z ograniczoną odpowiedzialnością Sp. k. – from its audit of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2018 issued with a date of 13 March 2019:

- 1) positively evaluates the presented Financial Statements, and
- 2) recommends their approval by the Ordinary General Meeting of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

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

Resolution No. 8/X/19
of the Supervisory Board of KGHM Polska Miedź S.A.
dated 14 March 2019

regarding: evaluation 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

Acting on the basis of art. 382 § 3 in connection with art. 395 § 2 point 1 and § 5 of the Commercial Partnerships and Companies Code and § 20 sec. 2 point 1) 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., after reviewing 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 presented by the Management Board of KGHM Polska Miedź S.A.,

- 1) positively evaluates the presented report, and
- 2) recommends its approval by the Ordinary General Meeting of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Resolution No. 35/X/19
of the Supervisory Board of KGHM Polska Miedź S.A.
dated 17 April 2019**

regarding: expressing an opinion on 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 § 20 sec. 2 point 17 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., after reviewing 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 presented by the Management Board of KGHM Polska Miedź S.A., expresses a positive opinion on the presented report.

§ 2

This resolution comes into force upon its adoption.

Resolution No. 32/X/19
of the Supervisory Board of KGHM Polska Miedź S.A.
dated 17 April 2019

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

With respect to the proposal of the Management Board of KGHM Polska Miedź S.A., contained in Resolution No. 121/X/2019 of the Management Board of KGHM Polska Miedź S.A. dated 17 April 2019, 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 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, and accepts the report on the results of this evaluation, with the wording set forth in the appendix to this resolution.

§ 2.

This resolution comes into force upon its adoption.