

**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 23 June 2014, at 11 AM, in Lubin, ul. Marii Skłodowskiej-Curie 48 in Jan Wyżykowski Hall.

**1. Point 2 of the agenda.**

*Proposed resolution*

**Resolution No. ....../2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**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 upon its adoption.

<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			

## **2. Point 4 of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**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 of the Management Board on the activities of KGHM Polska Miedź S.A. in financial year 2013 and the financial statements of KGHM Polska Miedź S.A. for financial year 2013.
6. Review of the proposal of the Management Board concerning the appropriation of Company profit for financial year 2013.
7. Review of the Supervisory Board of KGHM Polska Miedź S.A. report on the results of its evaluation of the report of the Management Board on the activities of KGHM Polska Miedź S.A. in financial year 2013 and of the financial statements of KGHM Polska Miedź S.A. for financial year 2013.
8. Presentation by the Supervisory Board of:
  - a) a brief assessment of the standing of KGHM Polska Miedź S.A. for financial year 2013, 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 2013.
9. Adoption of resolutions:
  - a) on approval of the Report of the Management Board on the activities of KGHM Polska Miedź S.A. in financial year 2013,

- b) on approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2013,
- c) on the appropriation of Company profit for financial year 2013.

10. Adoption of resolutions:

- a) on approval of the performance of duties of members of the Management Board in financial year 2013,
- b) on approval of the performance of duties of members of the Supervisory Board in financial year 2013.

11. Review of the report of the Management Board on the activities of the KGHM Polska Miedź S.A. Group in financial year 2013 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2013.

12. Review of the Supervisory Board report on the results of its evaluation of the report of the Management Board on the activities of the KGHM Polska Miedź S.A. Group in financial year 2013 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2013.

13. Adoption of resolutions:

- a) on approval of the Report of the Management Board on the activities of the KGHM Polska Miedź S.A. Group in financial year 2013,
- b) on approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2013.

14. Appointment of members of the Supervisory Board of KGHM Polska Miedź S.A. for the new, 9th term.

15. Closing of the General Meeting.

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

<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			

**3. Point 9a of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the Report of the Management Board on the activities of  
KGHM Polska Miedź S.A. in financial year 2013.**

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 of the Management Board on the activities of KGHM Polska Miedź S.A. in financial year 2013.

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

<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			

#### 4. Point 9b of the agenda.

*Proposed resolution*

**Resolution No. ....../2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2013.**

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 2013, consisting of:

- a) the statement of financial position prepared as at 31 December 2013, which shows total assets and total equity and liabilities of **PLN 29 038 million**,
- b) the statement of profit or loss for the period from 1 January to 31 December 2013 which shows the profit for the period of **PLN 3 058 million**,
- c) the statement of comprehensive income for the period from 1 January to 31 December 2013 which shows total comprehensive income of **PLN 3 335 million**,
- d) the statement of changes in equity which shows equity at 31 December 2013 in the amount of **PLN 23 298 million**, and an increase in equity for the period from 1 January to 31 December 2013 in the amount of **PLN 1 375 million**,
- e) the statement of cash flows which shows a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2013 of **PLN 581 million**, and cash and cash equivalents at 31 December 2013 of **PLN 123 million**,
- f) the accounting policies and other explanatory information to the financial statements.

II. This resolution comes into force upon its adoption.

<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			

## 5. Point 9c of the agenda.

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: the appropriation of Company profit for financial year 2013.**

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 2013, the General Meeting hereby resolves that:

the profit of KGHM Polska Miedź S.A. for financial year 2013 in the amount of **PLN 3 058 280 469.87**, shall be appropriated in the following manner:

- as a shareholder dividend **PLN 1 000 000 000.00**,  
representing **PLN 5** per share,
- to the Company's reserve capital **PLN 2 058 280 469.87**

**II.** The General Meeting hereby sets the following dates:

- right to dividend date: **8 July 2014**,
- dividend payment dates:  
1st instalment of 2.5 PLN/share: **18 August 2014**  
2nd instalment of 2.5 PLN/share: **18 November 2014**.

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

<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			

**6. Point 10a of the agenda.**

*Proposed resolution*

**Resolution No. ....../2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2013.**

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 2013 of Marcin Chmielewski – a member of the Management Board of KGHM Polska Miedź S.A.

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

<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			

**7. Point 10a of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2013.**

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 2013 of Jacek Kardela - a member of the Management Board of KGHM Polska Miedź S.A.

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

<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			

**9. Point 10a of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2013.**

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 2013 of Wojciech Kędzia - a member of the Management Board of KGHM Polska Miedź S.A.

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

<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			

**9. Point 10a of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2013.**

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 2013 of Włodzimierz Kiciński - a member of the Management Board of KGHM Polska Miedź S.A.

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

<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			

**10. Point 10a of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2013.**

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 2013 of Jarosław Romanowski - a member of the Management Board of KGHM Polska Miedź S.A.

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

<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			

**11. Point 10a of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2013.**

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 2013 of Adam Sawicki - a member of the Management Board of KGHM Polska Miedź S.A.

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

<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			

**12. Point 10a of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Management Board of the Company in financial year 2013.**

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 2013 of Herbert Wirth – a member of the Management Board of KGHM Polska Miedź S.A.

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

<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			

**13. Point 10a of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2013.**

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 2013 of Dorota Włoch – a member of the Management Board of KGHM Polska Miedź S.A.

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

<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			

**14. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2013.**

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 2013 of Paweł Białek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**15. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2013.**

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 2013 of Krzysztof Kaczmarczyk – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**16. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2013.**

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 2013 of Andrzej Kidyba – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**17. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2013.**

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 2013 of Dariusz Krawczyk – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**18. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2013.**

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 2013 of Aleksandra Magaczewska – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**19. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2013.**

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 2013 of Krzysztof Opawski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**20. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. ....../2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2013.**

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 2013 of Marek Panfil – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**21. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2013.**

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 2013 of Ireneusz Piecuch – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**22. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. ....../2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2013.**

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 2013 of Jacek Poświata – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**23. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the  
Supervisory Board of the Company in financial year 2013.**

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 2013 of Bogusław Szarek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**24. Point 10b of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2013.**

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 2013 of Iwona Zatorska-Pańtak – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

**25. Point 13a of the agenda.**

*Proposed resolution*

**Resolution No. ....../2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the Report of the Management Board on the activities of the KGHM Polska Miedź S.A. Group in financial year 2013.**

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 of the Management Board on the activities of the KGHM Polska Miedź S.A. Group in financial year 2013.

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

<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			

**26. Point 13b of the agenda.**

*Proposed resolution*

**Resolution No. ....../2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2013.**

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 2013, consisting of:

- a) the consolidated statement of financial position prepared as at 31 December 2013, which shows total assets and total equity and liabilities of **PLN 34 465 million**,
- b) the consolidated statement of profit or loss for the period from 1 January to 31 December 2013 which shows the profit for the period of **PLN 3 033 million**,
- c) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2013 which shows total comprehensive income of **PLN 3 082 million**,
- d) the consolidated statement of changes in equity which shows equity at 31 December 2013 in the amount of **PLN 23 064 million**, and an increase in equity for the period from 1 January to 31 December 2013 in the amount of **PLN 1 150 million**,
- e) the consolidated statement of cash flows which shows a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2013 of **PLN 1 767 million**, and cash and cash equivalents at 31 December 2013 of **PLN 864 million**,
- f) the accounting policies and other explanatory information to the consolidated financial statements.

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

<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			

**27. Point 14 of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: appointment of a member of the Supervisory Board.**

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

I. The Ordinary General Meeting hereby appoints ..... to the Supervisory Board of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

<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			

**28. Point 14 of the agenda.**

*Proposed resolution*

**Resolution No. .... /2014  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 23 June 2014**

**regarding: appointment of a member of the Supervisory Board.**

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

I. The Ordinary General Meeting hereby appoints ..... to the Supervisory Board of KGHM Polska Miedź S.A., elected by the employees of KGHM Polska Miedź S.A.

II. This resolution comes into force upon its adoption.

<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.