

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 19 June 2013, at 11 AM, in Lubin, ul. Marii Skłodowskiej-Curie 48 in Jan Wyżykowski Hall.

1. Point 2 of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

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			

2. Point 4 of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

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 2012 and the financial statements of KGHM Polska Miedź S.A. for financial year 2012.
6. Review of the proposal of the Management Board concerning the appropriation of Company profit for financial year 2012.
7. Review of the proposal of the Management Board concerning offsetting of profit from prior years with the reserves arising from actuarial gains and losses.
8. 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 2012 and of the financial statements of KGHM Polska Miedź S.A. for financial year 2012.
9. Presentation by the Supervisory Board of:
 - a) a brief assessment of the standing of KGHM Polska Miedź S.A. for financial year 2012, 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 for financial year 2012.
10. Adoption of resolutions:
 - a) on approval of the report on the activities of KGHM Polska Miedź S.A. in financial year 2012,

- b) on approval of the financial statements of KGHM Polska Miedź S.A. for financial year 2012,
- c) on the appropriation of Company profit for financial year 2012,
- d) on the offsetting of profit from prior years with the reserves arising from actuarial gains and losses.

11. Adoption of resolutions:

- a) on approval of the performance of duties of members of the Management Board in financial year 2012,
- b) on approval of the performance of duties of members of the Supervisory Board in financial year 2012.

12. Review of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2012 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2012.

13. 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 2012 and of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2012.

14. Adoption of resolutions:

- a) on approval of the report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2012,
- b) on approval of the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2012.

15. Adoption of resolutions regarding appointment of members of the Supervisory Board of KGHM Polska Miedź S.A. elected by the Company's employees.

16. Adoption of resolutions on changes to the composition of the Supervisory Board of the Company.

17. 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"/> Abstain	<input type="checkbox"/> proxy's discretion
	<input type="checkbox"/> Objections raised		
# of shares	# of shares	# of shares	# of shares

Other

3. Point 10a of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the Report on the activities of KGHM Polska Miedź S.A.
in financial year 2012.**

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 2012.

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			

4. Point 10b of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2012.

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 2012, consisting of:

- a) the statement of financial position prepared as at 31 December 2012, which shows total assets and total equity and liabilities of **PLN 28 177 million**,
- b) the statement of profit or loss for the period from 1 January to 31 December 2012 which shows the profit for the period of **PLN 4 868 million**,
- c) the statement of comprehensive income for the period from 1 January to 31 December 2012 which shows total comprehensive income of **PLN 4 456 million**,
- d) the statement of changes in equity which shows equity at 31 December 2012 in the amount of **PLN 21 923 million**, and a decrease in equity for the period from 1 January to 31 December 2012 in the amount of **PLN 1 212 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 2012 of **PLN 11 251 million**, and cash and cash equivalents at 31 December 2012 of **PLN 707 million**,
- f) 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			

5. Point 10c of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: the appropriation of Company profit for financial year 2012.

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 2012, the General Meeting hereby resolves that:

the profit of KGHM Polska Miedź S.A. for financial year 2012 in the amount of **PLN 4 868 248 549.87**, shall be appropriated in the following manner:

- as a shareholder dividend **PLN 1 600 000 000.00**,
representing **PLN 8** per share,
- to the Company's reserve capital **PLN 3 268 248 549.87**

II. The General Meeting hereby sets the following dates:

- right to dividend date: **12 July 2013**,
- dividend payment dates:
1st instalment of 4 PLN/share: **14 August 2013**
2nd instalment of 4 PLN/share: **14 November 2013**.

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			

6. Point 10d of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: the offsetting of profit from prior years with the reserves arising from actuarial gains and losses.

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

- I. The General Meeting of the Company hereby resolves to offset profit from prior years in the amount of PLN 356 122 008 with the negative amount of the reserves arising from actuarial gains and losses in the amount of PLN 356 122 008 which arose due to changes in accounting policy.
- 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			

7. Point 11a of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2012.

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 2012 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			

8. Point 11a of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2012.

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 2012 of Włodzimierz Kiciński - 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			

9. Point 11a of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2012.**

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 2012 of Adam Sawicki - 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			

10. Point 11a of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2012.**

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 2012 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			

11. Point 11a of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2012.**

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 2012 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			

12. Point 11a of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2012.**

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 2012 of Dorota Włoch - 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			

13. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2012.

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 2012 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			

14. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Paweł Białek – 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			

15. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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			

16. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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			

17. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Krzysztof Kaczmarczyk – 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			

18. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2012.

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 2012 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			

19. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2012.

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 2012 of Mariusz Kolwas – 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			

20. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2012.

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 2012 of Dariusz Krawczyk – 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			

21. Point 11b of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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			

22. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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			

23. Point 11b of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2012.

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 2012 of Aleksandra Magaczewska – 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			

24. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2012.

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 2012 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			

25. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Robert Oliwa – 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			

26. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Krzysztof Opawski – 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			

27. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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			

28. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2012.

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 2012 of Ireneusz Piecuch – 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			

29. Point 11b of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Jacek Poświata – 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			

30. Point 11b of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 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			

31. Point 11b of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2012.**

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 2012 of Bogusław Szarek – 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			

32. Point 11b of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2012.

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 2012 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			

33. Point 14a of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: approval of the Report on the activities of the KGHM Polska Miedź S.A. Group in financial year 2012.

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 2012.

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

34. Point 14b of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

**regarding: approval of the Consolidated Financial Statements of the KGHM
Polska Miedź S.A. Group for financial year 2012.**

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 2012, consisting of:

- a) the consolidated statement of financial position prepared as at 31 December 2012, which shows total assets and total equity and liabilities of **PLN 33 616 million**,
- b) the consolidated statement of profit or loss for the period from 1 January to 31 December 2012 which shows the profit for the period of **PLN 4 803 million**,
- c) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2012 which shows total comprehensive income of **PLN 4 063 million**,
- d) the consolidated statement of changes in equity which shows equity at 31 December 2012 in the amount of **PLN 21 710 million**, and a decrease in equity for the period from 1 January to 31 December 2012 in the amount of **PLN 1 681 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 2012 of **PLN 9 670 million**, and cash and cash equivalents at 31 December 2012 of **PLN 2 629 million**,
- f) 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

35. Point 15 of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: appointment to the Supervisory Board.

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

I. The 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 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

36. Point 16 of the agenda.

Proposed resolution

**Resolution No. /2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: dismissal from the Supervisory Board.

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

I. The General Meeting hereby dismisses 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

37. Point 16 of the agenda.

Proposed resolution

**Resolution No./2013
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 19 June 2013**

regarding: appointment to the Supervisory Board

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

I. The General Meeting hereby appoints to 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

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.