

**Announcement by the Management Board of KGHM Polska Miedź Spółka
Akcyjna with its registered head office in Lubin
on the convening of an Extraordinary General Meeting**

1. Date, time and place of the Extraordinary General Meeting

The Management Board of KGHM Polska Miedź Spółka Akcyjna, with its registered head office in Lubin, at ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, entered into the register of entrepreneurs kept by the Regional Court for Wrocław Fabryczna in Wrocław, Section IX (Economic) of the National Court Register, entry number KRS 0000023302, tax identification number (NIP) 692-000-00-13, with fully paid-up share capital of PLN 2 000 000 000 ("**KGHM Polska Miedź S.A.**" or "**Company**"), acting in accordance with art. 399 § 1 in connection with art. 400 § 1 and art. 402¹ of the Commercial Partnerships and Companies Code, hereby convenes an Extraordinary General Meeting of KGHM Polska Miedź S.A., which will take place on **19 December 2019**, beginning at 11:00 a.m. at the head office of the Company in Lubin, at the address ul. Marii Skłodowskiej-Curie 48 (in Jan Wyżykowski Hall).

2. Agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Confirmation of the legality of convening the Extraordinary General Meeting and its capacity to adopt resolutions.
4. Acceptance of the agenda.
5. Adoption of resolutions on amending the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin".
6. Adoption of resolutions on:
 - a) the disposal of non-current assets,
 - b) principles and procedures for the disposal of non-current assets,
 - c) rules of procedure when concluding agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management,
 - d) the obligation to submit a report on the application of best practices,

- e) implementation of the principles stipulated in the Act on the principles of state assets management in companies in which the Company is the parent entity.
- 7. Adoption of resolutions on changes to the composition of the Supervisory Board of the Company KGHM Polska Miedź S.A.
- 8. Closing of the General Meeting.

3. Date of registration of participation in the Extraordinary General Meeting

The date of registration of participation in the Extraordinary General Meeting of the Company is **3 December 2019** ("Date of Registration").

4. A shareholder's right to participate in the Extraordinary General Meeting

Only persons that were shareholders of KGHM Polska Miedź S.A. as at the Date of Registration have the right to participate in the Extraordinary General Meeting of the Company, i.e. those persons who:

- a) have registered shares of the Company on a securities account sixteen days prior to the date of the Extraordinary General Meeting of the Company (i.e. on **3 December 2019**); and
- b) no earlier than after the announcement on convening the Extraordinary General Meeting and no later than by **4 December 2019** (inclusive) request the entity which maintains their securities account to issue a registered certificate confirming the right to participate in the Extraordinary General Meeting of the Company.

It is recommended that shareholders obtain the above-mentioned certificate confirming the right to participate and have it during the registration of shareholders on the day of the Extraordinary General Meeting of the Company.

5. List of shareholders

The Company shall determine the list of shareholders entitled to participate in the Extraordinary General Meeting of the Company based on the specification provided to the Company by the National Depository for Securities (KDPW).

The above-mentioned specification is prepared based on the information provided by entities maintaining shareholders securities accounts, on the basis of issued registered certificates confirming the right to participate in the Extraordinary General Meeting of the Company.

For three work days prior to the date of the Extraordinary General Meeting, i.e. on **16, 17 and 18 December 2019**, from 7.30 a.m. until 3.30 p.m., the list of shareholders entitled to participate in the Extraordinary General Meeting of the Company will be displayed for view at the Company's head office (ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, building D-4, room number 207).

A shareholder may request that the list of shareholders entitled to participate in the Extraordinary General Meeting of the Company be sent to them free of charge by e-mail by providing the e-mail to which the list should be sent. A request for the list of shareholders should be submitted to the head office of the Company or sent to the e-mail: wza@kghm.com. The request should be prepared in written form and signed by the shareholder or his/her representatives and, in the case of:

- a) shareholders being individuals – should attach a copy of the registered certificate confirming the right to participate in the Extraordinary General Meeting of the Company,
- b) shareholders being legal entities and organisational units without legal personality, which were granted legal capacity under the law – should confirm the authorisation to act on behalf of the entity by attaching a copy of a current extract from an appropriate register or other document confirming the authority of an individual (or individuals) to represent the shareholder in the Extraordinary General Meeting of the Company (e.g. a continuous proxy authority), and if a proxy authority was granted by persons that are not currently registered in the register by attaching a copy of a full extract from the register or other document authorising the granting of proxy authority by the aforementioned persons, e.g. a resolution of a shareholder's body. If a shareholder is not required to be entered into the register, his/her representatives should present other documentation confirming the existence of a principal.

- c) requests made through a proxy – should attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority), and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

6. A shareholder's right to request the inclusion of certain issues in the agenda of the Extraordinary General Meeting

A shareholder or shareholders representing at least 1/20 of the share capital have the right to request the inclusion of certain issues in the agenda of the Extraordinary General Meeting of the Company. This request should be submitted to the Management Board of the Company no later than 21 days prior to the date of the Extraordinary General Meeting, i.e. by **28 November 2019**. The request should include a justification or a proposed resolution on the proposed point of the agenda. The request may be submitted in writing, addressed as "the General Meeting of KGHM Polska Miedź S.A." at the head office of the Company at ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, or in electronic form sent to the following e-mail of the Company: wza@kghm.com. The Shareholder/Shareholders should provide proof of ownership of the appropriate number of shares as at the date the request is submitted, attaching to the request a registered certificate confirming the right to participate in the Extraordinary General Meeting of the Company or other document which is equivalent to the certificate, and in the case of:

- a) shareholders being individuals – should attach a copy of the registered certificate confirming the right to participate in the General Meeting of the Company,
- b) shareholders being legal entities and organisational units without legal personality, which were granted legal capacity under the law – should attach the authorisation to act on behalf of the entity by attaching a copy of a current extract from an appropriate register or other document confirming the authority of an individual (or individuals) to represent the shareholder in the General Meeting (e.g. a continuous proxy authority). If a shareholder is not required to be entered into the register, his/her representatives should attach other documentation confirming the existence of a principal.

- c) requests made through a proxy – should attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority), and in the case of a proxy other than an individual – a copy of an extract from an appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

7. A shareholder's right to submit proposed resolutions

A shareholder or shareholders of the Company representing at least 1/20 of the share capital have the right to submit in writing, addressed as "the General Meeting of KGHM Polska Miedź S.A." at the head office of the Company at ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, or in electronic form sent to the following e-mail: wza@kghm.com, prior to the date of the Extraordinary General Meeting, proposed resolutions regarding issues included in the agenda of the Extraordinary General Meeting, or issues which are to be included in the agenda.

The Shareholder/Shareholders should provide proof of ownership of the appropriate number of shares as at the date the request is submitted, attaching to the request a registered certificate confirming the right to participate in the Extraordinary General Meeting of the Company or other document, which is equivalent to the certificate and in the case of:

- a) shareholders being individuals – should attach a copy of the registered certificate confirming the right to participate in the General Meeting of the Company,
- b) shareholders being legal entities and organisational units without legal personality, which were granted legal capacity under the law – should attach the authorisation to act on behalf of the entity by attaching a copy of a current extract from an appropriate register or other document confirming the authority of an individual (or individuals) to represent the shareholder in the General Meeting (e.g. a continuous proxy authority). If a shareholder is not required to be entered into the register, his/her representatives should attach other documentation confirming the existence of a principal.
- c) requests made through a proxy – should attach the proxy authority to make such a request signed by the shareholder (or continuous proxy authority), and in the case of a proxy other than an individual – a copy of an extract from an

appropriate register, confirming the authority of the person signing to act on behalf of the proxy.

In addition, each of shareholders entitled to participate in the Extraordinary General Meeting of the Company may, during the said General Meeting, submit proposed resolutions respecting issues included in the agenda of the General Meeting.

8. Electronic communication by shareholders with KGHM Polska Miedź S.A.

Within the scope provided for by the Commercial Partnerships and Companies Code, shareholders may contact the Company using electronic means of communication.

Shareholders may communicate with KGHM Polska Miedź S.A. in electronic form through the e-mail: wza@kghm.com.

The shareholder bears the risk associated with the use of electronic means of communication.

Together with documents provided by a shareholder in electronic form, which were originally prepared in a language other than Polish, the shareholder should provide a Polish translation of these documents.

All documents sent in electronic form by a shareholder to KGHM Polska Miedź S.A., as well as by KGHM Polska Miedź S.A. to a shareholder, should be scanned in the PDF or JPEG format.

9. Means of exercising voting rights by a proxy

A shareholder may participate in the Extraordinary General Meeting of the Company and exercise his/her right to vote either in person or through a proxy/proxies.

The authority to vote through a proxy should be granted in written form or in electronic form. The granting of proxy authority in electronic form does not require to provide of a secure electronic signature.

Forms for voting through a proxy are placed on the Company's website, www.kghm.com, in the section Investors/Corporate Governance/General Meeting. The Company does not require use of the above-mentioned forms for granting proxy authority.

The Management Board of the Company also announces that, in a case wherein proxy authority is granted by a shareholder together with voting instructions, the Company will not verify as to whether the given proxy has voted according to the voting instructions received from shareholders. Consequently, the Management Board of the Company hereby announces that voting instructions should be given solely to the said proxy.

A shareholder is required to send to the Company information on the granting of proxy authority in electronic form to the e-mail address: wza@kghm.com by **3:00 p.m. on 18 December 2019**. A scan of the proxy document granted on the form provided by the Company (or prepared by the shareholder, containing at least the same data and information) must be attached to the information on the granting of proxy authority in electronic form, and in the case of:

- a) shareholders being individuals - should attach a copy of the registered certificate confirming the right to participate in the Extraordinary General Meeting of the Company,
- b) shareholders being legal entities and organisational units without legal personality, which were granted legal capacity under the law – should confirm the authorisation to act on behalf of the entity by attaching a copy of a current extract from an appropriate register or other document confirming the authority of an individual (or individuals) to represent the shareholder in the Extraordinary General Meeting of the Company (e.g. a continuous proxy authority), and if a proxy authority was granted by persons that are not registered in the current register, a copy of a full extract from the register or other document authorising to grant the proxy authority by the aforementioned persons, e.g. a resolution of a shareholder's body should be attached. If a shareholder is not required to be entered into the register, his/her representatives should present other documentation confirming the existence of a principal.

In the case of proxy authority being granted to a further proxy, continuous proxy authority must be submitted along with documentation indicating the authority to act on behalf of previous proxies.

The principles described above do not release the proxy from the requirement to present documents used to identify the said proxy during the preparation of the attendance roster of persons entitled to participate in the General Meeting of the Company.

10. Verification of the validity of proxy authority and shareholder and proxy identification

KGHM Polska Miedź S.A. will take appropriate steps to determine the identity of a shareholder and a proxy in order to verify the validity of proxy authority granted in electronic form. Verification may include in particular questions addressed to the shareholder and/or proxy in electronic form or by telephone in order to confirm the granting of proxy authority and its scope. The Company hereby provides due notice, however, that in such a case the failure to answer questions asked in the course of verification shall be treated as a failure to verify the validity of proxy authority, and shall represent the basis to refuse admittance of the proxy to participate in the Extraordinary General Meeting of the Company.

The above-mentioned principles regarding the means of granting proxy authority also have application with reference to revoking proxy authority granted in electronic form.

11. Admission to participation in the Extraordinary General Meeting

Shareholders will be admitted to participation in the Extraordinary General Meeting of the Company upon presentation of proof of identity, and proxies:

- a) in the case of proxy authority granted in written form - upon presentation of proof of identity and valid proxy authority granted in written form,
- b) in the case of proxy authority granted in electronic form - upon presentation of proof of identity.

Representatives of legal entities and organisational units without legal personality should also present current extracts from appropriate registers, listing persons authorised to represent the said entities as well as other documents confirming the authority of the said individual (individuals) to represent the shareholder at the Extraordinary General Meeting of the Company (e.g. continuous proxy authority).

Proxy authorities and other required documents confirming the right of the shareholder or his/her representative to participate in the Extraordinary General Meeting of the Company will be attached by the Company to the book of minutes.

12. Possibility and means of participating in the Extraordinary General Meeting through the use of electronic means of communication

The Statutes do not provide for the possibility of participation in or the expression of one's opinion during the Extraordinary General Meeting through the use of electronic means of communication.

13. The exercise of voting rights through correspondence or through the use of electronic means of communication

The Bylaws of the General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin do not provide for the possibility of exercising voting rights through correspondence or through the use of electronic means of communication.

14. Access to documentation

Persons entitled to participate in the Extraordinary General Meeting may obtain the full text of documentation which is to be presented to the Extraordinary General Meeting of the Company, including proposed resolutions and the request of the State Treasury as a Shareholder with a justification of proposed resolutions, on the Company's website, www.kghm.com - in the section Investors/Corporate Governance/General Meeting, or in printed form at the request of an entitled person, at the head office of the Company at the address: ul. Marii Skłodowskiej-Curie 48, 59-301 Lubin, during the period from the date of the announcement to **19 December 2019**, from 8:00 a.m. to 3:00 p.m.

The Company will provide all information regarding the Extraordinary General Meeting of the Company on the Company's website, www.kghm.com in the section Investors/Corporate Governance/General Meeting.

15. Proposed amendments to the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin

Pursuant to art. 402 § 2 of the Commercial Partnerships and Companies Code, we hereby present the proposed amendments to the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin:

In § 12 sec. 3 point 5 is deleted with the following wording:

“The date for accepting offers may not be shorter than 14 days from the date of publication of the announcement on the qualification proceedings.”

§ 20 sec. 2 point 6):

Current wording:

“6) choosing an auditor to audit the statements referred to in point 1,”.

Is given the following wording:

“6) choosing an auditing firm to audit the statements referred to in point 1,”.

In § 20 sec. 2 point 9) “(Journal of Laws of 2016, item 1202 with subsequent amendments)” is deleted.

In § 20 sec. 2, in point 13, the following is deleted:

“a) the purchase and sale of real estate, of perpetual usufruct or of a stake in real estate (this does not require a resolution of the General Meeting);”.

In § 20 sec. 2 point 16), “(Journal of Laws from 2017 item 229)” is deleted.

§ 20 sec. 2 point 17):

Current wording:

“17) providing an opinion on the report prepared by the Management Board on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management,”.

Is given the following wording:

“17) approval of the reports prepared by the Management Board on: representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management, as well as a report on the application of best practices defined by article 7

section 3 of the Act of 16 December 2016 on the principles of state assets management,”.

§ 20 sec. 3 point 1):

Current wording:

“1) agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, if the total expected remuneration for providing such services exceeds the net amount of PLN 500 000 per year,”.

Is given the following wording:

“1) conclusion of agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, if the total expected remuneration for providing such services in the agreement or other agreements entered into with the same entity exceeds the net amount of PLN 500 000 per year,”.

§ 20 sec. 3 points 3) – 5):

Current wording:

“3) agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, in which the maximum amount of remuneration is not determined,

4) donations or other agreements with similar implications, with a value exceeding PLN 20 000 or 0.1% of total assets pursuant to the Act of 29 September 1994 on accounting, determined based on the most recently approved financial statements,

5) discharge of debt or other agreements with similar implications with a value exceeding PLN 50 000 or 0.1% of total assets pursuant to the Act of 29 September 1994 on accounting, determined based on the most recently approved financial statements.”

Is given the following wording:

“3) conclusion of agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, in which the maximum amount of remuneration is not determined,

4) conclusion of donation agreements or other agreements with similar implications, with a value exceeding PLN 20 000 or 0.1% of total assets pursuant to the Accounting Act of 29 September 1994, determined based on the most recently approved financial statements,

5) conclusion of debt discharge agreements or other agreements with similar implications, with a value exceeding PLN 50 000 or 0.1% of total assets pursuant to the Accounting Act of 29 September 1994, determined based on the most recently approved financial statements.”.

In § 20 sec. 3 points 6) - 9) are added, with the following wording:

“6) disposing of the components of non-current assets pursuant to the provisions of the Accounting Act of 29 September 1994, classified as intangible assets, property, plant and equipment or long-term investments, including their use as a contribution to a company or cooperative, if the market value of such components exceeds PLN 50 000 000 or 5% of the value of total assets pursuant to the Accounting Act established on the basis of the most recently approved financial statements, as well as making such components available for use by another entity for a period longer than 180 days in a calendar year, on the basis of a legal act, if the market value of the subject of the legal act exceeds PLN 1 000 000 or 5% of the total value of assets, with the proviso that making an asset available for use in the case of:

a) rental agreements, lease agreements and other agreements making an asset available for use by other entities for consideration – the market value of the subject of a legal act shall be understood as the value of benefits for:

- one year – if an asset is made available for use on the basis of agreements entered into for an unspecified period of time,
- the whole term of an agreement – for agreements entered into for a specified period of time,

- b) commodate agreements and other agreements making an asset available for use, free of charge by other entities – the market value of the subject of a legal act shall be understood as the equivalent of benefits which would be available in the case of entering into a rental or lease agreement for:
- one year – if an asset is made available for use on the basis of an agreement entered into for an unspecified period of time,
 - the whole term of an agreement – for agreements entered into for a specified period of time,
- 7) acquiring components of non-current assets pursuant to the Accounting Act of 29 September 1994 whose value exceeds:
- a) PLN 50 000 000, or
 - b) 5% of the value of total assets pursuant to the Accounting Act of 29 September 1994 established on the basis of the most recently approved financial statements,
- 8) subscribing for or acquiring shares in another company whose value exceeds:
- a) PLN 50 000 000, or
 - b) 10% of the value of total assets pursuant to the Accounting Act of 29 September 1994 established on the basis of the most recently approved financial statements,
- 9) disposing of shares in another company whose market value exceeds:
- a) PLN 50 000 000, or
 - b) 10% of the value of total assets pursuant to the Accounting Act of 29 September 1994 established on the basis of the most recently approved financial statements.”.

In § 29 sec. 5 is added, with the following wording:

“5. The acquisition and disposal of real estate, of perpetual usufruct or of a stake in real estate does not require a resolution of the General Meeting. Subject to § 20 section 3 point 6 or 7, the acquisition and disposal of real estate, of perpetual usufruct or of a stake in real estate requires a resolution of the Management Board”.

§33¹:

Current wording:

„§33¹.

The disposal by the Company of non-current assets, as defined in the Act of 29 September 1994 on accounting, with a value exceeding 0.1% of total assets, determined based on the most recently approved financial statements, shall be carried out by way of a tender, unless the value of the assets disposed of does not exceed PLN 20 000.

2. The Company may dispose of non-current assets without carrying out a tender, if:

- 1) the subject of the agreement are shares or other non-current financial assets or licenses, patents or other industrial copyrights or know-how, if a resolution of the Supervisory Board sets the conditions and the terms of sale other than by a public tender,
- 2) disposal is made as part of liquidation proceedings, on terms set by a resolution of the General Meeting with due regard to individual provisions,
- 3) the subject of the disposal is housing owned by the company, and sale is made for a price not lower than 50 % of its market value, to a tenant or to a person closely related to and permanently cohabiting with said tenant pursuant to art. 4 point 13 of the Act of 21 August 1997 on property management; the price shall be set with due regard to the fact that the subject of the sale is occupied housing; the value of improvements carried out by the tenant shall be counted against the price of the housing,
- 4) in other justified instances, at the request of the Management Board, for the price and on terms set by a resolution of the Supervisory Board,
- 5) disposal is made to subsidiaries,
- 6) the subject of the disposal are rights to the emission of CO₂ and their equivalents.

3. Non-current assets shall be disposed of using the following procedure:

- 1) An announcement of a tender shall be placed in the Public Information Bulletin on the official website of the Minister of Energy, on the website of the Company, in a visible, publically-available place at the Company's head office and in other places which are customarily used for such announcements.
- 2) The tender may be held no sooner than 14 days from the date the tender is announced.
- 3) The following may not participate as bidders:

- a) Members of the Company's Management Board and Supervisory Board;
 - b) the business entity conducting the tender and Members of its Management Board and Supervisory Board;
 - c) persons responsible for handling the tender process;
 - d) spouses, children, parents and siblings of the persons mentioned in points a)-c);
 - e) persons who are in such a legal or factual relationship with the person conducting the tender, that legitimate doubts could be raised as to the impartiality of the person conducting the tender.
- 4) A condition for participating in the tender shall be a security deposit of at least 5% of the asking price of the non-current assets being sold. The rules referred to in sec. 8 may call for a higher security deposit,
 - 5) Prior to the tender the Company shall set an asking price which may not be lower than the market value set by experts; if this value cannot be determined, the price may not be lower than the net carrying amount.
 - 6) The Company may refrain from estimating the value of the non-current assets by the expert if:
 - a) the cost of the estimation clearly exceeds the asset's market value;
 - b) the non-current asset has a set market price.
 - 7) The tender shall be carried out by:
 - a) an oral tender,
 - b) a written tender.
 - 8) The rules setting forth the principles and manner of conducting the tender, the wording of the announcement of the tender, the form of the tender and the conditions of the tender shall be set by the Company.
 - 9) The organisers of the tender retain the right to terminate the tender without selecting any of the bids, without providing reasons thereto.
 - 10) The tender shall be won by the bidder offering the highest price."

Is given the following wording:

“§ 33¹

1. The disposal by the Company of non-current assets, pursuant to the Accounting Act of 29 September 1994, with a market value exceeding 0.1% of total assets, determined based on the most recently approved financial statements, shall be carried out by way of a tender or an auction, unless the market value of the assets disposed of does not exceed PLN 20 000.
2. The Company may dispose of non-current assets without carrying out a tender or an auction, if:
 - 1) the subject of the agreement are shares or other non-current financial assets or licenses, patents or other industrial property rights or know-how, if a resolution of the Supervisory Board sets the conditions and the terms of sale other than by a public tender or an auction,
 - 2) disposal is made as part of liquidation proceedings, on terms set by a resolution of the General Meeting with due regard to individual provisions,
 - 3) the subject of the disposal is housing owned by the company, and sale is made for a price not lower than 50 % of its market value, to a tenant or to a person closely related to pursuant to art. 4 point 13 of the Act of 21 August 1997 on property management and permanently cohabiting with said tenant; the price shall be set with due regard to the fact that the subject of the sale is occupied housing; the value of improvements carried out by the tenant shall be counted against the price of the housing,
 - 4) in other justified instances, at the request of the Management Board, for the price and on terms set by a resolution of the Supervisory Board,
 - 5) disposal is made to subsidiaries,
 - 6) the subject of the disposal are rights to the emission of CO₂ and their equivalents.
3. Non-current assets shall be disposed of using the following procedure:
 - 1) An announcement of a tender or an auction shall be placed in the Public Information Bulletin on the official website of the Minister of Energy, on the website of the Company, in a visible, publically-available place at the Company's head office and in other places which are customarily used for such announcements.
 - 2) The tender or an auction may be held no sooner than 14 days from the date the tender or the auction is announced.

- 3) The following may not participate as bidders in a tender or an auction:
 - a) Members of the Company's Management Board and Supervisory Board,
 - b) the business entity conducting the tender or the auction and Members of its Management Board and Supervisory Board,
 - c) persons responsible for handling the tender or the auction process,
 - d) spouses, children, parents and siblings of the persons mentioned in points a-c,
 - e) persons who are in such a legal or factual relationship with the person conducting the tender or the auction, that legitimate doubts could be raised as to the impartiality of the person conducting the tender or the auction.
- 4) A condition for participating in the tender or the auction shall be a security deposit of at least 5% of the asking price of the non-current assets being sold. The rules referred to in sec. 7 may call for a higher security deposit.
- 5) Prior to the tender or the auction the Company shall set an asking price which may not be lower than the market value set by experts; if this value cannot be determined, the price may not be lower than the net carrying amount.
- 6) The Company may refrain from estimating the value of the non-current assets by the expert if:
 - a) the cost of the estimation clearly exceeds the asset's market value,
 - b) the non-current asset has a set market price.
- 7) The rules setting forth the principles and manner of conducting the tender or the auction, the wording of the announcement, the form and the conditions of the tender or the auction shall be set by the Company.
- 8) The organisers of the tender or the auction retain the right to terminate the tender or the auction without selecting any of the bids, without providing reasons thereto.
- 9) The tender or the auction shall be won by the bidder offering the highest price.”.

§ 34 sec. 3 and 4:

Current wording:

“3. At least once per year the Management Board shall submit to the General Meeting, together with the opinion of the Supervisory Board, a report on representation expenses, expenses incurred on legal services, marketing services, public relations

services and social communication services, and advisory services associated with management.

4. The Management Board is obligated to implement in those companies in which the Company is the parent entity, pursuant to art. 4 point 3 of the Act of 16 February 2007 on competition and consumer protection, in connection with art. 17 sec. 7, art. 18 sec. 2, art. 20 and art. 23 of the Act on the principles of state assets management, the principles set forth in the Act on the principles of state assets management.”.

Is given the following wording:

“3. Together with the report on the activities of the Company for the previous financial year, the Management Board shall submit reports to the Supervisory Board regarding:

- a) representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management,
- b) the application of best practices as defined by the President of the Council of Ministers based on art. 7 sec. 3 of the Act on the principles of state assets management.

4. The Management Board is obligated to implement in those companies in which the Company is the parent entity, pursuant to art. 4 point 3 of the Competition and Consumer Protection Act of 16 February 2007, in connection with art. 17 sec. 7, art. 18 sec. 2, art. 20, art. 23, taking into account art. 18a and 23a of the Act on the principles of state assets management, the principles set forth in the Act on the principles of state assets management.”.

16. Administrative information

The registration of shareholders will take place two hours before the beginning of the Extraordinary General Meeting, i.e. on **19 December 2019** from 09:00 a.m.

Please remember to have proof of identity during registration of shareholders on the day of the Extraordinary General Meeting of the Company to be allowed to participate in the meeting.

We kindly request entities which represent greater numbers of shareholders to grant, where possible, proxy authority in electronic form, and to forward the scanned documents to the address: wza@kghm.com.

It is recommended that scanned documents representing the basis for the registration of participants at the Extraordinary General Meeting, or at least lists of shareholders represented by the shareholder proxy, be sent, in alphabetical order, to the address: wza@kghm.com.

Neither the transmission of scanned proxy documents nor the sending of information to the Company, as provided for in point 9 of the Announcement, shall result in any negative consequences of a legal or corporate nature for persons entitled to participate in the Extraordinary General Meeting or their proxies – in the case of a later change in factual circumstances.

In order to improve the registration process, we also request, where possible, the preparation of a list specifying those entities represented by the proxy in alphabetical order, showing the number of votes to which they are entitled.

17. Other information

The Management Board of the Company hereby announces that issues not covered by this announcement shall be subject to the Commercial Partnerships and Companies Code, the Statutes of the Company and the Bylaws of the General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin, and therefore requests the shareholders of the Company to familiarise themselves with these regulations. In the case of questions or doubts related to participation in the General Meeting, please contact the Company at: tel. (+48 76) 74 78 381, or by email address: wza@kghm.com.

18. Real-time webcast of the general meeting

The Management Board of KGHM Polska Miedź S.A. hereby announces that the internet address (link) of the website at which the real-time webcast of the Extraordinary General Meeting of the Company, which will take place on **19 December 2019**, at the head office of the Company at the address ul. Marii Skłodowskiej-Curie 48 (in Jan Wyżykowski Hall), will be available on the Company's website, www.kghm.com, in the section *Investors/Corporate Governance/ General Meeting*. A link to the webcast of the Extraordinary General Meeting will also be available in the section *Investors/Financial Calendar*.

The video recording of the meeting will be available on the Company's website, in the section *Corporate Governance/General Meeting/EGM 2019*.

Translation from the original Polish version.

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