

**Resolution No. .... /2018  
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 March 2018**

**regarding: election of the Chairman of the Extraordinary General Meeting.**

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

**I.** ..... is hereby elected as Chairman of the Extraordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna.

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

**Resolution No. .... /2018  
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 March 2018**

**regarding: acceptance of the agenda of the Extraordinary General Meeting.**

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

**I.** The following agenda is hereby accepted:

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation of the legality of convening the General Meeting and its capacity to adopt resolutions.
4. Acceptance of the agenda.
5. Adoption of the resolution on changing the subject of the Company's activity and amending the Statutes of KGHM Polska Miedź S.A.
6. Closing of the General Meeting.

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

**Resolution No. .... /2018  
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 15 March 2018**

**regarding: changing the subject of the Company's activity and amending the Statutes of KGHM Polska Miedź S.A.**

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

- I. The subject of activity of KGHM Polska Miedź S.A. is changed through expanding the present scope of the Company's activity by the leasing of intellectual property and similar products, except copyrighted works. In view of the above, the Statutes of the Company are changed as follows:

In §6 sec. 1 of the Statutes of the Company, point 85 is added with the following wording:

„85) Leasing of intellectual property and similar products, except copyrighted works (77.40.Z).”

- II. The Supervisory Board of the Company is authorised to establish a uniform text for the Statutes reflecting the above changes.
- III. This resolution comes into force on the date it is adopted, with effect from the date of registration of changes in the Statutes in the Register of Entrepreneurs of the National Court Register.

### **JUSTIFICATION**

The Company's Management Board deemed it appropriate to change the Statutes of the Company KGHM Polska Miedź S.A. by expanding the Company's subject of activity. Enacting a change in this regard is aimed at enabling achievement of the Strategy of KGHM Polska Miedź S.A. for the years 2017 – 2021 (with an outlook to 2040) with respect to the Innovation Support Strategy.

This change to the Company's subject of activity is based on expanding the Company's subject of activity by the sub-class **77.40.Z - Leasing of intellectual property and similar products, except copyrighted works**, and will result in a change in the Company's Statutes by adding a new subject of activity as a new point 85 in § 6 sec. 1 of the Company's Statutes.

Following is a detailed justification of the requested changes:

Due to the development plans of the Company as well as its wide-ranging research, development and innovation activities, it is appropriate to consider the possibility of commercialising certain objects of intellectual property rights created during the research and development work through the sale of shares in rights to own intellectual property, or providing licenses to third parties to utilise solutions protected by exclusive rights (for example - rights to patents) or other solutions and thereby to receive appropriate benefits.

At present, the Company's Statutes do not allow the conduct of activities with respect to commercialisation of intellectual property rights.

Consequently, it is deemed appropriate that the subject of the Company's activities be expanded to include the sub-class *77.40.Z - Leasing of intellectual property and similar products, except copyrighted works*.

This sub-class comprises activities related to the leasing of intellectual property and similar products, for which payments are collected in the form of royalties or licencing fees for their owner. The leasing of these products may involve: permits to reproduce, utilise in later processes or products, authorised distribution concessions (franchises). Present owners may, but are not required to, be the creator of such products.

Sub-class 77.40.Z comprises:

- the leasing of intellectual property, except copyrighted works, such as books or computer programs,
- royalties or licencing fees paid for the right to utilise:
  - patent rights,
  - trademarks, brand names,
  - rights to research and assess minerals,
  - franchises.

The new type of Company activity was defined in conformance with the Decree of the Council of Ministers dated 24 December 2007 regarding the Polish Classification of Activity (PKD) (Journal of Laws from 2007, No. 251, item 1885 with subsequent amendments).

In addition, making changes in this regard is aimed at enabling achievement of the Strategy of KGHM Polska Miedź S.A. for the years 2017 – 2021 (with an outlook to 2040) with respect to the Innovation Support Strategy, whose main goal is to:

- increase the role of intellectual capital in the KGHM Polska Miedź S.A. Group
- effectively manage innovation in the KGHM Polska Miedź S.A. Group
- protect the intellectual property of the KGHM Polska Miedź S.A. Group

The Management Board of KGHM Polska Miedź S.A. adopted a resolution on the draft changes to the Statutes of KGHM Polska Miedź S.A., and pursuant to § 29 sec. 3 of the Statutes of the Company, presented it to the Supervisory Board for its opinion.

The opinion of the Supervisory Board will be published immediately after it is received.

*Translation from the original Polish version.*

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