

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 Extraordinary 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 Extraordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin convened for 25 April 2012, at 11 AM, in Lubin, ul. Marii Skłodowskiej-Curie 48 in Jan Wyżykowski Hall.

I. Point 2 of the agenda.

Proposed resolution

**Resolution No. / 2012
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 25 April 2012**

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

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

I. is hereby elected as Chairman of the Extraordinary General Meeting.

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

<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			

II. Point 4 of the agenda.

Proposed resolution

**Resolution No. / 2012
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 25 April 2012**

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

The Extraordinary General Meeting resolves the following:

I. The following agenda is hereby accepted:

- 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 changes to the composition of the Supervisory Board of KGHM Polska Miedź Spółka Akcyjna, with its registered head office in Lubin.
- 6) Closing of the General Meeting.

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

<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			

III. Point 5 of the agenda.

Proposed resolution

**Resolution No. / 2012
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 25 April 2012**

**regarding: setting of the number of members of the Supervisory Board of
KGHM Polska Miedź S.A.**

The Extraordinary General Meeting resolves the following:

- I. The General Meeting hereby sets the number of members of the Supervisory Board at persons.

- II. This resolution comes into force on the date it is taken.

<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			

IV. Point 5 of the agenda.

Proposed resolution

**Resolution No. / 2012
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 25 April 2012**

regarding: dismissal from the Supervisory Board.

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

I. is dismissed from the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

V. Point 5 of the agenda.

Proposed resolution

**Resolution No. / 2012
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 25 April 2012**

regarding: appointment to the Supervisory Board

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

I. is hereby appointed to the Supervisory Board of KGHM Polska Miedź S.A.

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

<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			

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