

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 20 October 2011, at 11 AM, in Lubin, ul. Marii Skłodowskiej-Curie 48 in Jan Wyżykowski Hall.

I. Point 2 of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 20 October 2011**

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. / 2011
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 20 October 2011**

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 a resolution on changes in the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.
- 6) Adoption of a resolution on confirmation of the validity of the elections of members of the Supervisory Board elected by the employees of the Company
- 7) 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.
- 8) 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. / 2011
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 20 October 2011**

regarding: changes in the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin

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

I. The Statutes of the Company are changed in the following way:

In §6 sec.1 of the Statutes are added points 74, 75, 76, 77, 78, 79, 80, 81 and 82 with the following wording:

- “74) Mining of brown coal (lignite) (05.20.Z)
- 75) Extraction of natural gas (06.20.Z)
- 76) Mining of uranium and thorium ores (07.21.Z)
- 77) Mining of chemical and fertiliser minerals (08.91.Z)
- 78) Other mining and quarrying, if not elsewhere classified (08.99.Z)
- 79) Support activities for other mining and quarrying (09.90.Z)
- 80) Manufacture of lime and gypsum (23.52.Z)
- 81) Manufacture of construction articles from gypsum (23.62.Z)
- 82) Manufacture of other articles from concrete, gypsum and cement (23.69.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 taken, with effect from the date of registration of changes in the Statutes in the Register of Entrepreneurs of the National Court Register.

<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 6 of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 20 October 2011**

regarding: confirmation of the validity of the elections of members of the Supervisory Board elected by the employees of the KGHM Polska Miedź S.A.

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

- I. The General Meeting hereby confirms the validity of the elections held in the Company on 19-20 September 2011, as a result of which the employees of KGHM Polska Miedź S.A. elected three members to the Supervisory Board. The protocol dated 21 October 2011 from the elections of members of the 8th Term Supervisory Board of KGHM Polska Miedź S.A. elected by the employees of the Company on 19-20 September 2011 represents an appendix to the resolution.
- 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 7 of the agenda.

Proposed resolution

**Resolution No. / 2011
of the Extraordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 20 October 2011**

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,
elected by the employees 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"/> Rother			

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