

Proposal /1/ to point 2 of the agenda

**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.

**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.

**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.

JUSTIFICATION

The Management Board of the Company considers it necessary to carry out changes to the Statutes of the Company KGHM Polska Miedź S.A. in Lubin, based on expansion of the subjects of Company activities. The purpose of carrying out these changes is to enable realisation of the Strategy of KGHM Polska Miedź SA for the years 2009 – 2018 with respect to exploring for new deposits in the region.

Following is a detailed justification of the proposed changes:

1) Expansion of the list of subjects of Company activities by **the mining of brown coal** is related to the plans of KGHM Polska Miedź S.A. with respect to carrying out testing into the underground gasification of coal, as a result of which synthetic gas is to be produced. The „Strategy of KGHM for the years 2009-2018” assumes that the Company will gain independence from energy prices by gradual entrance into the

energy sector, as well as by an increase in the coverage of KGHM's energy needs by its own resources. In January 2011, an organisational structure was established in KGHM Polska Miedź S.A. for a project called „The production of synthetic gas using the underground brown coal gasification method in the LGOM - Stage I”. The fundamental goal of the project is to build an underground brown coal gasification installation and to produce syngas to meet the needs of KGHM. The first stage of the project foresees the submission to the licensing body of a request that a license be granted for exploration and reconnaissance of the brown coal deposit. In order to receive the aforementioned license, it is necessary to expand the list of subjects of Company activities by the given subject. If the results of the drilling and the defined project realisation criteria turn out to be promising, the next step to take will be the construction of a pilot facility. Only technical and efficiency analyses can enable a decision to be made on transformation of the pilot facility into a commercial one. At present, the Statutes of KGHM Polska Miedź SA do not allow realisation of this task, starting with the first stage of the project, due to the lack of an appropriate entry in the list of subjects of Company activities. It is absolutely required at the stage of submitting a request. Consequently, carrying out the appropriate changes in the Company Statutes is required in order to realise work on the underground gasification of brown coal.

2) The geological survey plan for perspective terrain for KGHM – i.e. for those areas adjacent on the north to the mining areas of the Rudna and Polkowice–Sieroszowice mines currently being worked – is related to the necessity to expand the list of subjects of Company activities to include the „**extraction of natural gas**”. There consequently exists the possibility that natural gas will be discovered within the copper ore zone and in adjacent rock. Due to the above, taking into consideration the need to guarantee the safety of future operations, it is assumed that it will be necessary to degasify the rock mass through drilling. The gas obtained in this manner (depending on amounts and quality parameters) will be subject to utilisation. Towards this end, we propose the expansion of the list of subjects of Company activities by this point.

3) Expansion of the list of subjects of KGHM activities by points involving the possibility of **mining uranium and thorium ores** is related to the broad exploration plans of the Company. According to preliminary analyses, in those areas considered as promising by KGHM, polymetallic uranium mineralisation frequently occurs. To extract the base metals, it may become necessary to utilise the uranium. In addition, by realising the Strategy of KGHM Polska Miedź SA for the years 2009–2018 in terms of „entrance into the energy sector”, the Company opens for itself the possibility of realising work involving the acquisition of raw materials for the nuclear industry.

4) and 5) According to PKD 2007, the groups „**mining of chemical and fertiliser minerals**” and „**other mining and quarrying, if not elsewhere classified**” comprise the mining of natural phosphates and natural potassium salts, the mining of native sulphur, the extraction and preparation of pyrites and pyrrhotite, except roasting, the mining of natural barium sulphate and magnesium sulphates (kieserites), natural barium carbonate (barites and witherite), natural borates, the mining of earth colours, fluorspar and other valuable minerals used in the chemical industry, guano mining, and the mining and quarrying of various minerals and raw materials, such as abrasive materials, asbestos, siliceous fossil meals, natural graphite, steatite (talc), feldspar etc., gemstones, quartz, mica etc., natural asphalt and natural bitumen.

Inclusion of the above in the list of subjects of Company activities will supplement the catalogue of possibilities of KGHM in the mining sector, which is particularly important in terms of gaining access to, and the potential utilisation of, so-called critical elements. A group of 14 chemical elements was recognised by the European Commission's Directorate-General for Enterprise and Industry as the chief element of the European initiative for their critical role in the economic development of the European Union. The problem of their availability and management is the chief element of the European initiative „Balanced utilisation of resources”, within the „Balanced growth” pillar of the Strategy of the European Union „Europa 2020”.

6) Expansion of the list of subjects of Company activities by „**support activities for other mining and quarrying**”, regulates the ability of KGHM to engage in exploratory work by collecting core samples and taking geologic observations from target areas, mine dewatering and the pumping of mine water, as well as test drilling and the sinking of drill holes. While realisation of the tasks of this group is being performed by external contractors, the direct involvement of KGHM in the near future in geologic and drilling work cannot be precluded.

7-9) Inclusion in the list of subjects of Company activities of the points: **manufacture of lime and gypsum, manufacture of construction articles from gypsum, and manufacture of other articles from concrete, gypsum and cement** is related to the possibilities of utilising waste generated by the Company, and is related to on-going work on the possibility of recovering gypsum from treated tailings and from the incinerated materials desulphurisation installation.

The Management Board of KGHM Polska Miedź S.A. has accepted by resolution the projected changes to the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, and pursuant to § 29 sec. 3 of the Statutes of the Company has decided to submit them to the Supervisory Board to receive their opinion.

The Supervisory Board has issued a positive opinion on this proposal.

Proposal /4/ to point 6 of the agenda

**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.

JUSTIFICATION

The elections were ordered by the Supervisory Board of KGHM Polska Miedź S.A.

The Management Board of the Company set the date for elections at 19-20 September 2011.

As a result of the elections held, the employees of the Company elected to the Supervisory Board Lech Jaroń, Maciej Łaganowski and Paweł Markowski.

Information on the persons elected to the Supervisory Board by the employees of the Company will be available on the website of the Company www.kghm.pl in the section *Investors Zone / General Meeting*.

6. The Election Committee of the Company hereby declares that the following representatives were elected by the employees to the 8th-term Supervisory Board of KGHM Polska Miedź S.A.:

1. Lech Jaroń

2. Maciej Łaganowski

3. Paweł Markowski

7. Signatures of the Election Committee of the Company

1. Marek Aleksandrowicz

2. Anna Balcerzak

3. Piotr Bronowicki

4. Agnieszka Florczyk

5. Róża Graca

6. Sławomir Kaczanowski

7. Tomasz Łaskarzewski

8. Barbara Pietras

9. Wiesław Powązka

10. Tomasz Rajman

11. Szymon Sosnowski

**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.

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