

Proposed resolutions for the Extraordinary General Shareholders' Meeting 2008-01-14 The Management Board of KGHM Polska Miedź S.A. hereby provides the proposed resolutions to be passed at the Extraordinary General Shareholders' Meeting on 14 February 2008:

Proposal /1/ to point 2 of the agenda

Resolution Nr/2008

of the Extraordinary General Shareholders' Meeting of KGHM Polska Miedź S.A.

with its registered head office in Lubin dated 14 February 2008

regarding: election of the Chairman of the General Shareholders' Meeting.

On the basis of art. 409 § 1 of the Commercial Partnerships and Companies Code, § 28 section 1 of the Statutes of KGHM Polska Miedź S.A. and § 5 section 3 of the Regulations of the General Shareholders' Meeting of KGHM Polska Miedź S.A., the following is resolved:

I. is hereby elected as Chairman of the General Shareholders' Meeting.

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

Proposal /2/ to point 4 of the agenda

Resolution Nr/2008

of the Extraordinary General Shareholders' Meeting of KGHM Polska Miedź S.A.

with its registered head office in Lubin dated 14 February 2008

regarding: acceptance of the agenda of the General Shareholders' Meeting.

The General Shareholders' Meeting resolves the following:

I. The agenda is hereby accepted, as set down and announced by the Management Board of KGHM Polska Miedź S.A. in the announcement on the convening of an Extraordinary General Shareholders' Meeting, as placed in the official government publication Monitor Sądowy i Gospodarczy dated 22 January 2008, Nr 15, item....

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

Proposal /3 / to point 5 of the agenda

Resolution Nr /2008

of the Extraordinary General Shareholders' Meeting of KGHM Polska Miedź S.A.

with its registered head office in Lubin dated 14 February 2008

regarding: recall from the Supervisory Board.

On the basis of art. 385 § 1 of the Commercial Partnerships and Companies Code and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the following is resolved:

I. is hereby recalled from the Supervisory Board of KGHM Polska Miedź S.A. *

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

* Based on § 13 sec.1 and sec. 6 of the Regulations of the General Shareholders' Meeting of KGHM Polska Miedź S.A., voting in the matter of a recall from a body of the Company shall be carried out individually for each person, in alphabetical order.

JUSTIFICATION

The State Treasury, a shareholder, represented by the Minister of the State Treasury, acting pursuant to art. 400 § 1 of the Commercial Partnerships and Companies Code and as a shareholder holding at least 1/10 of the share capital of the Company, has submitted a request to call an Extraordinary General Shareholders' Meeting and to include in the agenda the point "Changes in the composition of the Supervisory Board".

Justification for the passage of this resolution is the introduction by the Minister of the State Treasury of new principles for conducting qualification proceedings to select by the Minister of the State Treasury candidates to membership of supervisory boards in companies with State Treasury participation (Decree Nr 45 of the

Minister of the State Treasury dated 6 December 2007 regarding the principles for, and manner of, selecting candidates to be members of supervisory boards in commercial companies with State Treasury participation, and of supervisory boards of other legal entities supervised by the Minister of the State Treasury). Based on this Decree, qualification proceedings are conducted in public, through an announcement on selection published on the internet, with the proceedings being conducted by a commission set up for this purpose. Thanks to the public nature of this competition, all persons meeting the conditions required of candidates to membership of supervisory boards in companies with State Treasury participation, and who are interested in being a candidate, may participate in the recruitment process, which is based on uniform and transparent principles.

Proposal /4/ to point 5 of the agenda

Resolution Nr/2008

of the Extraordinary General Shareholders' Meeting of KGHM Polska Miedź S.A.

with its registered head office in Lubin dated 14 February 2008

regarding: appointment to the Supervisory Board

On the basis of art. 385 § 1 of the Commercial Partnerships and Companies Code and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the following is resolved:

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.

* Based on § 13 sec.1 of the Regulations of the General Shareholders Meeting of KGHM Polska Miedź S.A., voting in the matter of election (appointment) to a body of the Company shall be carried out individually for each person, in alphabetical order.

JUSTIFICATION

Justification for passage of this resolution is the same as in the case of the proposed resolution regarding recall from the Supervisory Board (proposal nr 3).

Legal basis: §39, sec. 1 point 3 of the Decree of the Minister of Finance dated October 19, 2005, regarding current and periodic information disclosed by the issuers of securities (Journal of Laws from 2005 Nr 209, item 1744).

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