

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: election of the Chairman of the Ordinary General Meeting**

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

§ 1.

..... is hereby elected as Chairman of the Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with § 28 sec. 1 of the Statutes of the Company, the General Meeting is opened by the Chairman of the Supervisory Board or his deputy, after which a chairman is elected from among persons authorised to vote.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: acceptance of the agenda of the Ordinary General Meeting**

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

§ 1.

The following agenda is hereby accepted:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Confirmation of the legality of convening the Ordinary General Meeting and its capacity to adopt resolutions.
4. Acceptance of the agenda.
5. Review of:
  - a) the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018,
  - b) the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018, and
  - c) the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning the appropriation of profit for the year ended 31 December 2018.
7. Submission of a Report on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management in 2018 – and the opinion of the Supervisory Board of KGHM Polska Miedź S.A.
8. Review of the Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the financial statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018, as

well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018,

9. Review of the Report of the Supervisory Board on the results of its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning appropriation of profit for the year ended 31 December 2018.

10. Submission by the Supervisory Board of:

- a) an Assessment of the standing of KGHM Polska Miedź S.A. for the year ended 31 December 2018, including an evaluation of the internal control, risk management and compliance systems and the internal audit function,
- b) a Report on the activities of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018.

11. Adoption of resolutions on:

- a) approval of the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018,
- b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018,
- c) approval of the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018,
- d) appropriation of the Company's profit for the year ended 31 December 2018.

12. Adoption of resolutions on:

- a) approval of the performance of duties of members of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018,
- b) approval of the performance of duties of members of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018.

13. Closing of the General Meeting.

§ 2.

This resolution comes into force upon its adoption.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for  
the year ended 31 December 2018**

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018, and following its review, resolves the following:

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018, consisting of:

- 1) the statement of profit or loss for the period from 1 January to 31 December 2018 showing a profit for the period in the amount of PLN 2 025 million,
- 2) the statement of comprehensive income for the period from 1 January to 31 December 2018 with a total comprehensive income of PLN 1 935 million,
- 3) the statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2018 by PLN 368 million, and cash and cash equivalents as at 31 December 2018 of PLN 627 million,
- 4) the statement of financial position prepared as at 31 December 2018 showing total assets and total equity and liabilities of PLN 34 250 million,
- 5) the statement of changes in equity showing equity as at 31 December 2018 in the amount of PLN 19 045 million and an increase in equity for the period from 1 January to 31 December 2018 by PLN 1 789 million,
- 6) explanatory notes to the financial statements.

§ 2.

This resolution comes into force upon its adoption.

## JUSTIFICATION

In accordance with article 52 section 2 of the Accounting Act of 29 September 1994 (unified text: Journal of Laws of 2019, item 351), the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018 were signed by all members of the Management Board and a person responsible for accounting and adopted by a resolution of the Management Board of the Company, no. 93/X/2019 dated 13 March 2019.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution no. 6/X/19 dated 14 March 2019, positively evaluated the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018 and requested their approval by the Ordinary General Meeting of KGHM Polska Miedź S.A.

In accordance with article 395 § 2 point 1 of the Commercial Partnerships and Companies Code, the aforementioned Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018 are subject to review and approval by the General Meeting of the Company.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018**

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018, and following its review, resolves the following:

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018, consisting of:

- 1) the consolidated statement of profit or loss for the period from 1 January to 31 December 2018 showing a profit for the period in the amount of PLN 1 658 million,
- 2) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2018 with a total comprehensive income of PLN 1 360 million,
- 3) the consolidated statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2018 by PLN 353 million, and cash and cash equivalents as at 31 December 2018 of PLN 957 million,
- 4) the consolidated statement of financial position prepared as at 31 December 2018 showing total assets and total equity and liabilities of PLN 37 237 million,
- 5) the consolidated statement of changes in equity showing equity as at 31 December 2018 in the amount of PLN 19 225 million and an increase in equity for the period from 1 January to 31 December 2018 by PLN 1 440 million,
- 6) explanatory notes to the consolidated financial statements.

§ 2.

This resolution comes into force upon its adoption.

## **JUSTIFICATION**

In accordance with article 63 c section 3 and article 52 section 2 of the Accounting Act of 29 September 1994 (unified text: Journal of Laws of 2019, item 351), the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018 were signed by all members of the Management Board and adopted by a resolution of the Management Board, no. 94/X/2019 dated 13 March 2019.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution no. 7/X/19 dated 14 March 2019, positively evaluated the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018 and requested their review and approval by the Ordinary General Meeting of KGHM Polska Miedź S.A.

In accordance with article 395 § 5 of the Commercial Partnerships and Companies Code, the aforementioned Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018 are subject to review and approval by the General Meeting of the Company.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018.**

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018, and following its review, resolves the following:

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018.

§ 2.

This resolution comes into force upon its adoption.

### **JUSTIFICATION**

In accordance with article 49 section 1 of the Accounting Act of 29 September 1994 (unified text: Journal of Laws of 2019, item 351), the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018 was prepared and adopted by resolution of the Management Board of the Company no. 95/X/2019 dated 13 March 2019.



The Supervisory Board of KGHM Polska Miedź S.A., in resolution no. 8/X/19 dated 14 March 2019, positively evaluated the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018.

In accordance with article 395 § 2 point 1 of the Commercial Partnerships and Companies Code, the aforementioned Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018 is subject to review and approval by the General Meeting of the Company.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: appropriation of the Company's profit for the year ended 31  
December 2018**

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

§ 1.

Following review of the proposal of the Management Board on the appropriation of profit for the year ended 31 December 2018, the Ordinary General Meeting hereby resolves to transfer the entirety of the profit, in the amount of **PLN 2 025 005 484.23**, to the Company's reserve capital.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

The recommendation of the Management Board of KGHM Polska Miedź S.A. results from an assessment of the current financial possibilities of the Company, and takes into consideration the program of investments being implemented as set forth in the updated Strategy of KGHM Polska Miedź S.A. for the years 2019-2023. The proposal of the Management Board of KGHM Polska Miedź S.A. is compliant with the existing Dividend Policy of KGHM Polska Miedź S.A., which provides for a balance to be maintained between the level of dividends paid out and opportunities to effectively invest the Company's funds given the current level of debt of the KGHM Polska Miedź S.A. Group.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Adam Bugajczuk – a member of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

**§ 1.**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Marcin Chludziński – a member of the Management Board of KGHM Polska Miedź S.A.

**§ 2.**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

**§ 1.**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Radosław Domagalski - Łabędzki – a member of the Management Board of KGHM Polska Miedź S.A.

**§ 2.**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Paweł Gruza – a member of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

**§ 1.**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Ryszard Jaśkowski – a member of the Management Board of KGHM Polska Miedź S.A.

**§ 2.**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Michał Jezioro – a member of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.



**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

**§ 1.**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Katarzyna Kreczmańska-Gigol – a member of the Management Board of KGHM Polska Miedź S.A.

**§ 2.**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Rafał Pawełczak – a member of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Radosław Stach – a member of the Management Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Management Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

**§ 1.**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Stefan Świątkowski – a member of the Management Board of KGHM Polska Miedź S.A.

**§ 2.**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Leszek Banaszak – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Michał Czarnik – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

**§ 1.**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Józef Czyczerski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2.**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

**§ 1.**

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Leszek Hajdacki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

**§ 2.**

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.



**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Dominik Hunek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Jarosław Janas – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Andrzej Kisielewicz – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Janusz Kowalski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Wojciech Myślecki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Ireneusz Pasis – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Bartosz Piechota – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Marek Pietrzak – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.



**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Bogusław Szarek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Agnieszka Winnik-Kalemba – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

**Resolution No. \_\_\_/2019  
of the Ordinary General Meeting of KGHM Polska Miedź S.A.  
with its registered head office in Lubin dated 7 June 2019**

**regarding: approval of the performance of duties of a member of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018**

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

§ 1.

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2018 of Jarosław Witkowski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

**Justification**

In accordance with art. 395 § 2 point 3 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should approve the performance of duties of members of a company's bodies.

## Supplementary information

Acting in accordance with the obligations of the Supervisory Board of KGHM Polska Miedź S.A. arising from art. 382 § 3 of the Commercial Partnerships and Companies Code and §20 sec. 2 points 1) and 2) of the Company Statutes, the Supervisory Board has positively evaluated:

- the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2018 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018,
- the financial statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018,
- the consolidated financial statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018,
- the Management Board's proposal on appropriation of profit for the year ended 31 December 2018,

and, acting in accordance with its obligations arising from:

- 1) § 20 sec. 3) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the Supervisory Board of KGHM Polska Miedź S.A. has adopted the reports on the results of the evaluation of the statements described in § 20 sec. 2 point 1) of the Statutes of KGHM Polska Miedź S.A. and the proposal of the Management Board on appropriation of profit;
- 2) § 20 sec. 2 point 4) of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the Supervisory Board of KGHM Polska Miedź S.A. has proposed to the Ordinary General Meeting to approve the performance of duties of the following members of the Management Board of KGHM Polska Miedź S.A.: Adam Bugajczuk, Marcin Chludziński, Radosław Domagalski-Łabędzki, Paweł Gruza, Ryszard Jaśkowski, Katarzyna Kreczmańska-Gigol, Rafał Pawełczak, Michał Jezioro, Radosław Stach, Stefan Świątkowski;
- 3) § 20 sec. 2 point 17) of the Statutes of KGHM Polska Miedź S.A. the Supervisory Board has positively evaluated the Management Board's report on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management in 2018,

4) § 34 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the Supervisory Board adopted the assessment of the Company's standing.

The following Supervisory Board reports will be available at the Company's website, [www.kghm.com](http://www.kghm.com), in the section *Investors/Corporate Governance/General Meeting*:

1. The report on the activities of the Supervisory Board of KGHM Polska Miedź S.A. for the year ended 31 December 2018.
2. An assessment of the standing of KGHM Polska Miedź S.A. for the year ended 31 December 2018, including an evaluation of the internal control, risk management and compliance systems and the internal audit function.
3. The Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the financial statements of KGHM Polska Miedź S.A. for the year ended 31 December 2018, consolidated financial statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2018, the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2018 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2018.
4. The Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. on appropriation of profit for the year ended 31 December 2018.

Legal basis: § 19 sec. 1 point 2 of the Decree of the Minister of Finance dated 29 March 2018 on current and periodic information published by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (Journal of Laws of 2018, item 757)

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