

Proposal 1 to point 2 of the agenda

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

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

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

- I. is hereby elected as Chairman of the Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna.
- II. This resolution comes into force on the date it is adopted.

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

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

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

- I. 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 the annual statements and report:
 - a) the financial statements of KGHM Polska Miedź S.A. for 2016,
 - b) the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2016, and
 - c) the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016.
 6. Review of the proposal of the Management Board on covering the loss for financial year 2016.
 7. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. on dividend payout from prior years' profits, setting the dividend date and the dividend payment date.
 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 financial year 2016, consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2016 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016 and the evaluation of the Management Board of KGHM Polska Miedź S.A.'s proposal on covering the loss for financial period 2016 and dividend payout.
 9. Presentation by the Supervisory Board of:

- a) an assessment of the standing of KGHM Polska Miedź S.A. for financial year 2016, 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. in financial year 2016.

10. Adoption of resolutions on:

- a) approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2016,
- b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2016,
- c) approval of the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016,
- d) covering the loss for financial year 2016,
- e) dividend payout from prior years' profits, setting the dividend date and the dividend payment date.

11. Adoption of resolutions on:

- a) the performance of duties of members of the Management Board of KGHM Polska Miedź S.A. in financial year 2016,
- b) the performance of duties of members of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2016.

12. Closing of the General Meeting.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2016.

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the evaluation of the financial statements by the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

- I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Financial Statements of KGHM Polska Miedź S.A. for financial year 2016, consisting of:
 - a) the statement of profit or loss for the period from 1 January to 31 December 2016 showing the loss for the period in the amount of PLN 4 085 million,
 - b) the statement of comprehensive income for the period from 1 January to 31 December 2016 showing a total negative comprehensive income of PLN 4 079 million,
 - c) the statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2016 by PLN 293 million, and cash and cash equivalents as at 31 December 2016 of PLN 482 million,
 - d) the statement of financial position prepared as at 31 December 2016 showing total assets and total equity and liabilities of PLN 30 100 million,
 - e) the statement of changes in equity showing equity as at 31 December 2016 in the amount of PLN 15 900 million and a decrease in equity for the period from 1 January to 31 December 2016 by PLN 4 379 million,
 - f) explanatory notes to the financial statements.
- II. This resolution comes into force on the date it is adopted.

JUSTIFICATION

In accordance with article 52 section 2 of the Accounting Act of 29 September 1994 (unified text: Journal of Laws from 2016, item 1047 with subsequent

amendments), the Financial Statements of KGHM Polska Miedź S.A. for financial year 2016 were adopted by a resolution of the Management Board of the Company, no. 34/IX/2017 dated 15 March 2017.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution no. 11/IX/17 dated 15 March 2017, positively evaluated the Financial Statements of KGHM Polska Miedź S.A. for financial year 2016 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 financial year 2016 are subject to review and approval by the General Meeting of the Company.

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2016.

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the results of the evaluation of the financial statements by the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

- I. Following its review, the Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2016, consisting of:
 - a) the consolidated statement of profit or loss for the period from 1 January to 31 December 2016 showing a loss for the period in the amount of PLN 4 449 million,
 - b) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2016 showing a total negative comprehensive income of PLN 4 210 million,
 - c) the consolidated statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2016 by PLN 397 million, and cash and cash equivalents as at 31 December 2016 of PLN 860 million,
 - d) the consolidated statement of financial position prepared as at 31 December 2016 showing total assets and total equity and liabilities of PLN 33 442 million,
 - e) the consolidated statement of changes in equity showing equity as at 31 December 2016 in the amount of PLN 15 911 million and a decrease in equity for the period from 1 January to 31 December 2016 by PLN 4 503 million,
 - f) explanatory notes to the consolidated financial statements.

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

JUSTIFICATION

In accordance with article 63c section 3 of the Accounting Act of 29 September 1994 (unified text: Journal of Laws from 2016, item 1047 with subsequent

amendments), the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2016 were adopted by a resolution of the Management Board of the Company no. 35/IX/2017 dated 15 March 2017.

The Supervisory Board of KGHM Polska Miedź S.A., in the resolution no. 12/IX/17 dated 15 March 2017, positively evaluated the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2016 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 financial year 2016 are subject to review and approval by the General Meeting of the Company.

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016.

The General Meeting of KGHM Polska Miedź S.A., with due regard being given to the evaluation of the report by the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

- I. 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 KGHM Polska Miedź S.A. Group in 2016.
- II. This resolution comes into force on the date it is adopted.

JUSTIFICATION

In accordance with article 52 section 3 point 2 of the Accounting Act of 29 September 1994 (unified text: Journal of Laws from 2016, item 1047 with subsequent amendments), the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016 was adopted by a resolution of the Management Board of the Company no. 36/IX/2017 dated 15 March 2017.

The Supervisory Board of KGHM Polska Miedź S.A., in the resolution no. 13/IX/17 dated 15 March 2017, positively evaluated the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016.

In accordance with article 395 § 2 point 1 and article 395 § 5 of the Commercial Partnerships and Companies Code, the aforementioned Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016 is subject to review and approval by the General Meeting of the Company.

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: covering the loss for financial year 2016.

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

- I. Following review of the proposal of the Management Board on covering the loss for financial year 2016, the General Meeting hereby resolves that the loss of KGHM Polska Miedź S.A. for financial year 2016 in the amount of **PLN 4 084 550 199.31** shall be covered from the reserve capital of KGHM Polska Miedź S.A.
- II. This resolution comes into force on the date it is adopted.

JUSTIFICATION

The financial statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2016 presented a loss for the period of PLN 4 085 million. The main reason for the negative financial result for the financial year 2016 was the necessity to recognise in the financial statements the results of the conducted tests for impairment of non-current assets of PLN 6 128 million after including the tax effect. These impairment losses are of a non-cash nature.

In accordance with International Financial Reporting Standards, the carrying amounts of certain assets, which, for mining companies, fluctuate together with changes in commodities prices, must be periodically reviewed.

The reserve capital, presented in the financial statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2016, created from profit in accordance with the Company's statutes, amounts to PLN 17 764 million and allows coverage of the loss for the period presented in the financial statements of the Company for financial year 2016.

The independent registered auditor issued an unqualified opinion to the Shareholders and Supervisory Board of KGHM Polska Miedź S.A. dated 15 March 2017 on the financial statements of the Company for the financial year ended 31 December 2016. In accordance with article 396 of the Commercial Partnerships and Companies Code, it is prudent to cover the loss for the period in the amount of **PLN 4 084 550 199.31**, presented in the financial statements of KGHM Polska Miedź S.A. for 2016 – from the reserve capital of the Company. The Supervisory Board of KGHM Polska Miedź S.A., in the resolution no. 15/IX/17 dated 11 May 2017, positively evaluated the proposal of the Management Board for the General Meeting of the Company, which is contained in the resolution no. 47/IX/2017 dated 11 May 2017, on covering the loss for financial year 2016 and on a dividend payout.

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: dividend payout from prior years' profits, setting the dividend date and the dividend payment date.

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

- I. Following review of the proposal of the Management Board concerning the dividend payout from prior years' profits, the General Meeting hereby resolves that:

A shareholder dividend will be paid in the amount of **PLN 200 000 000.00** from prior years' profits of KGHM Polska Miedź S.A., representing **PLN 1.00** per share.

- II. The General Meeting hereby sets the following dates:

1. a dividend date/the day on which the right to dividend is set/ of **14 July 2017**,
2. dividend payment dates of:
 - **17 August 2017** – 1st instalment of PLN 100 000 000.00 (0.50 PLN/share)
 - **16 November 2017** – 2nd instalment of PLN 100 000 000.00 (0.50 PLN/share)

- III. This resolution comes into force on the date it is adopted.

JUSTIFICATION

In 2016, the Company recorded a loss for the period of PLN 4 084 550 199.31, which was mainly caused by impairment losses on assets. The impairment losses are of a non-cash nature.

In making a decision on a dividend of PLN 200 million, the financial condition of the KGHM Polska Miedź S.A. Group and prior years' profits accumulated in the reserve capital were mainly taken into consideration.

The proposed period between the dividend date and the dividend payment date is longer than the 15 working days recommended by the document Best Practice for GPW Listed Companies, due to the need to execute taxpayer obligations by brokerage firms with respect to the flat-rate corporate income tax on dividends paid in a timely and correct manner.

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Mirosław Biliński – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No./2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Marcin Chmielewski – a member of the Management Board of KGHM Polska Miedź S.A.
- II.** This resolution comes into force on the date it is adopted.

**Resolution No./2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Radosław Domagalski-Łabędzki – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Michał Jezioro – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Jacek Kardela – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No./2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Mirosław Laskowski – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No./2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Jacek Rawecki – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No./2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Jarosław Romanowski – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Krzysztof Skóra – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No./2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Stefan Świątkowski – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the performance of duties of a member of the Management Board of the Company in financial year 2016.

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Piotr Walczak – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Management Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Herbert Wirth – a member of the Management Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Radosław Barszcz – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Tomasz Cyran – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Michał Czarnik – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Józef Czyczerski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No./2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Bogusław Stanisław Fiedor – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Cezary Godziuk – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Leszek Hajdacki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No./2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Dominik Hunek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2016.

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Andrzej Kidyba – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Marcin Moryń – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Wojciech Andrzej Myślecki – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No./2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Marek Pietrzak – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Jacek Poświata – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Miłosz Stanisławski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Bogusław Szarek – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

regarding: approval of the performance of duties of a member of the Supervisory Board of the Company in financial year 2016.

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Barbara Wartelecka-Kwater – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Agnieszka Winnik-Kalemba – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

**Resolution No. /2017
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2017**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of the Company in financial year 2016.**

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

- I.** The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the financial year ended 31 December 2016 of Jarosław Witkowski – a member of the Supervisory Board of KGHM Polska Miedź S.A.

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

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 KGHM Polska Miedź S.A. Group in 2016,
- the financial statements of KGHM Polska Miedź S.A. for financial year 2016,
- the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2016,
- the Management Board's proposal on covering the loss for financial year 2016 and on a dividend payout,
- the Management Board's proposal on setting the dividend date and the dividend payment date in 2017.

and, acting in accordance with its obligations arising from § 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 not to approve the performance of duties of the following members of the Management Board of KGHM Polska Miedź S.A.: Marcin Chmielewski, Jacek Kardela, Wojciech Kędzia, Jarosław Romanowski and Herbert Wirth. At the same time the Supervisory Board 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.: Mirosław Biliński, Jacek Rawecki, Stefan Świątkowski, Piotr Walczak, Radosław Domagalski-Łabędzki, Michał Jezioro. As a result of secret votings, the Supervisory Board did not adopt the following resolutions: regarding non-approval of the performance of duties of a former Vice President of the Management Board Mirosław Laskowski and regarding approval of the performance of duties of a former President of the Management Board Krzysztof Skóra.

In addition, the following Supervisory Board reports will be available at the Company's website, 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. in financial year 2016.
2. An assessment of the standing of KGHM Polska Miedź S.A. for financial year 2016, 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 financial year 2016, consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2016, the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2016, and on its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. on covering the loss for financial year 2016 and dividend payout.

Legal basis: § 38 sec. 1 point 3 of the Decree of the Minister of Finance dated 19 February 2009 regarding 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 (unified text: Journal of Laws 2014.133 with subsequent amendments)

Translation from the original Polish version.

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