

**Announcement of a change in the agenda of the Ordinary General Meeting of  
KGHM Polska Miedź S.A. convened for 26 June 2018**

The Management Board of KGHM Polska Miedź S.A. announces that on 29 May 2018 the State Treasury, as an entitled shareholder of the Company, represented by the Minister of Energy, acting on the basis of art. 401 § 1 of the Commercial Partnerships and Companies Code and § 23 sec. 3 of the Statutes of the Company, submitted a request to add a point regarding the adoption of resolutions on amendments to the Statutes of KGHM Polska Miedź S.A. to the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin, convened for 26 June 2018.

The Management Board of KGHM Polska Miedź S.A. hereby presents the following justification contained in the request of the shareholder to add a point to the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A.

**Justification**

The request to add a point regarding amendments to the Company's Statutes to the agenda arises from the powers of the General Meeting. The proposed amendments are aimed at:

1. optimising the process of selecting a Management Board Member during qualification proceedings conducted by the Supervisory Board.
2. providing greater precision as to the competence of the Supervisory Board to accept the uniform text of the Company's Statutes.

The Management Board of the Company, taking into account the aforementioned request, hereby supplements the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. by adding a point with the following wording: "13. Adoption of resolutions on amendments to the Statutes of the Company KGHM Polska Miedź S.A." and presents the new agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A., which will take place on 26 June 2018, beginning at 11:00 a.m. at the head office of the Company in Lubin, at the address ul. Marii Skłodowskiej-Curie 48 (in Jan Wyżykowski Hall):

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 2017,
  - b) the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2017, 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 2017 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning the appropriation of profit for financial year 2017.
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 2017 – 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 financial year 2017, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2017 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2017, as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017 and the proposal of the Management Board of KGHM Polska Miedź S.A. concerning appropriation of profit for financial year 2017.
9. Presentation by the Supervisory Board of:
  - a) an assessment of the standing of KGHM Polska Miedź S.A. for financial year 2017, 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 2017.

10. Adoption of resolutions on:

- a) approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2017,
- b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2017,
- 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 2017 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017,
- d) appropriation of the Company's profit for financial year 2017,

11. Adoption of resolutions on:

- a) approval of the performance of duties of members of the Management Board of KGHM Polska Miedź S.A. in financial year 2017,
- b) approval of the performance of duties of members of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2017.

12. Appointment of members of the Supervisory Board of KGHM Polska Miedź S.A. for the new, 10th term.

13. Adoption of resolutions on amendments to the Statutes of the Company KGHM Polska Miedź S.A.

14. Closing of the General Meeting.

Simultaneously, the Management Board of KGHM Polska Miedź S.A., pursuant to article 402 § 2 of the Commercial Partnerships and Companies Code, provides the following proposed amendments to the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin:

**I. Current wording of § 12 sec. 3 point 5) of the Statutes:**

„5) The date for accepting offers may not be shorter than 14 days from the date of publication of the announcement on the qualification proceedings.”

**Amendment proposal of § 12 sec. 3 point 5) of the Statutes:**

In § 12 sec. 3 of the Statutes point 5) is hereby removed,

In § 12 sec. 3 of the Statutes current point 6) shall become point 5)

**II. In § 20 sec. 2 of the Statutes after point 20), point 21) is added with the following wording:**

„21) acceptance of a uniform text of the Company Statutes, prepared by the Management Board. “

The Management Board of the Company hereby provides the proposed resolutions reflecting the aforementioned change to the agenda. The wording of the remaining published proposed resolutions of the Ordinary General Meeting is unchanged.

**Resolution No. .... /2018**  
**of the Ordinary General Meeting of KGHM Polska Miedź S.A.**  
**with its registered head office in Lubin dated 26 June 2018**

**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 the annual statements and report:
  - a) the financial statements of KGHM Polska Miedź S.A. for 2017,
  - b) the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2017, 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 2017 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning the appropriation of profit for financial year 2017.
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 2017 – 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 financial year 2017, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for financial year 2017 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2017, as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017 and the proposal of the Management Board of KGHM Polska Miedź S.A. concerning appropriation of profit for financial year 2017.
9. Presentation by the Supervisory Board of:
  - a) an assessment of the standing of KGHM Polska Miedź S.A. for financial year 2017, 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 2017.
10. Adoption of resolutions on:
  - a) approval of the Financial Statements of KGHM Polska Miedź S.A. for financial year 2017,
  - b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for financial year 2017,
  - 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 2017 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2017,
  - d) appropriation of the Company's profit for financial year 2017,

11. Adoption of resolutions on:
  - a) approval of the performance of duties of members of the Management Board of KGHM Polska Miedź S.A. in financial year 2017,
  - b) approval of the performance of duties of members of the Supervisory Board of KGHM Polska Miedź S.A. in financial year 2017.
12. Appointment of members of the Supervisory Board of KGHM Polska Miedź S.A. for the new, 10th term.
13. Adoption of resolutions on amendments to the Statutes of the Company KGHM Polska Miedź S.A.
14. Closing of the General Meeting.

§ 2.

This resolution comes into force upon its adoption.

**Resolution No. .... /2018  
of the Ordinary General Meeting  
of the Company KGHM Polska Miedź Spółka Akcyjna  
with its registered head office in Lubin dated 26 June 2018**

**regarding: amendments to § 12 sec. 3 of „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”**

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5) of the Statutes of the Company, resolves the following:

§ 1

The following amendments are made to „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

In § 12 sec. 3:

- 1) point 5) is hereby removed,
- 2) current point 6) shall become point 5).

§ 2

This resolution comes into force on the date it is adopted, effective from the date of entry of these amendments to the register of entrepreneurs of the National Court Register.



**Resolution No. .... /2018  
of the Ordinary General Meeting  
of the Company KGHM Polska Miedź Spółka Akcyjna  
with its registered head office in Lubin dated 26 June 2018**

**regarding: amendments to § 20 sec. 2 of „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”**

The Ordinary General Meeting of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, acting on the basis of art. 430 § 1 of the Commercial Partnerships and Companies Code and § 29 sec. 1 point 5) of the Statutes of the Company, resolves the following:

§ 1

The following amendments are made to „The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin.”

In § 20 sec. 2 after point 20), point 21) is added with the following wording:

21) acceptance of a uniform text of the Company Statutes, prepared by the Management Board.

§ 2

This resolution comes into force on the date it is adopted, effective from the date of entry of these amendments to the register of entrepreneurs of the National Court Register.

The complete proposed resolutions and the form for voting through a proxy, including the changes proposed by the State Treasury as a shareholder, may be found on the Company's website: [www.kghm.com](http://www.kghm.com) in the section Investors/Corporate Governance/General Meeting/AGM 2018.

Legal basis: § 19 sec. 1 point 3 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.*