

**Resolution No. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

**regarding: election of the Chairman of the Ordinary General Meeting of KGHM
Polska Miedź S.A.**

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 of KGHM Polska Miedź S.A. or his deputy, after which a chairman is elected from among persons authorised to vote.

**Resolution No. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

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 annual reports:
 - a) the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2021,
 - b) the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2021, 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 2021 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2021.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning the appropriation of profit for 2021.
7. Presentation 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 2021 – 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 2021, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2021 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2021, as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2021.

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. regarding the appropriation of profit for 2021.
10. Presentation by the Supervisory Board of:
 - a) an Assessment of the standing of KGHM Polska Miedź S.A. for 2021 on a consolidated basis, including an evaluation of the internal control, risk management and compliance systems and the internal audit function, with information on actions taken by the Supervisory Board of KGHM Polska Miedź S.A. in performing this assessment,
 - b) a Report on the activities of the Supervisory Board of KGHM Polska Miedź S.A. for 2021,
 - c) a Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2021.
11. Adoption of resolutions on:
 - a) approval of the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2021,
 - b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2021,
 - 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 2021 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2021,
 - d) appropriation of the Company's profit for 2021.
12. Adoption of resolutions on approval of the performance of duties of individual Members of the Management Board of KGHM Polska Miedź S.A. for 2021.
13. Adoption of resolutions on approval of the performance of duties of individual Members of the Supervisory Board of KGHM Polska Miedź S.A. for 2021.
14. Adoption of a resolution on the opinion on the report on the remuneration of Members of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2021.
15. Adoption of resolutions on appointment of Members of the Supervisory Board of KGHM Polska Miedź S.A. elected by the employees of the KGHM Polska Miedź S.A. Group for the new, 11th term.
16. Adoption of resolutions on appointment of Members of the Supervisory Board of KGHM Polska Miedź S.A. for the new, 11th term.
17. Closing of the General Meeting.

§ 2

This resolution comes into force upon its adoption.

**Resolution No. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

**regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for the
financial year ended 31 December 2021**

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 financial year ended 31 December 2021, and after 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 financial year ended 31 December 2021, consisting of:

- 1) the statement of profit or loss for the period from 1 January to 31 December 2021 showing a profit for the period in the amount of **PLN 5 169 million**,
- 2) the statement of comprehensive income for the period from 1 January to 31 December 2021 with a total comprehensive income of **PLN 5 432 million**,
- 3) the statement of cash flows showing a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2021 by **PLN 735 million**, and cash and cash equivalents as at 31 December 2021 of **PLN 1 332 million**,
- 4) the statement of financial position prepared as at 31 December 2021 showing total assets and total equity and liabilities of **PLN 43 458 million**,
- 5) the statement of changes in equity showing equity as at 31 December 2021 in the amount of **PLN 25 840 million** and an increase in equity for the period from 1 January to 31 December 2021 by **PLN 5 114 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 2021, item 217), the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2021 were adopted by a resolution of the Management Board of the Company No. 89/XI/2022 dated 22 March 2022 and signed by all members of the Management Board and a person responsible for accounting.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution No. 24/X/22 dated 22 March 2022, positively evaluated the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2021 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 2021 are subject to review and approval by the General Meeting of the Company.

**Resolution No. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2021

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 financial year ended 31 December 2021, and after 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 financial year ended 31 December 2021, consisting of:

- 1) the consolidated statement of profit or loss for the period from 1 January to 31 December 2021 showing a profit for the period in the amount of **PLN 6 155 million**,
- 2) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2021 with a total comprehensive income of **PLN 6 372 million**,
- 3) the consolidated statement of cash flows showing a decrease in net cash and cash equivalents for the period from 1 January to 31 December 2021 by **PLN 460 million**, and cash and cash equivalents as at 31 December 2021 of **PLN 1 904 million**,
- 4) the consolidated statement of financial position prepared as at 31 December 2021 showing total assets and total equity and liabilities of **PLN 48 027 million**,
- 5) the consolidated statement of changes in equity showing equity as at 31 December 2021 in the amount of **PLN 27 138 million** and an increase in equity for the period from 1 January to 31 December 2021 by **PLN 6 057 million**,
- 6) explanatory notes to the consolidated financial statements.

§ 2

This resolution comes into force upon its adoption.

JUSTIFICATION

In accordance with article 63c section 3 and article 52 section 2 of the Accounting Act of 29 September 1994 (unified text: Journal of Laws of 2021, item 217), the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2021 were adopted by a resolution of the Management Board No. 90/XI/2022 dated 22 March 2022 and signed by all members of the Management Board of the Company.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution No. 25/X/22 dated 22 March 2022, positively evaluated the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2021 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 financial year ended 31 December 2021 are subject to review and approval by the General Meeting of the Company.

**Resolution No. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

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 2021 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2021

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 2021 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2021, and after 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 2021 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2021.

§ 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 2021, item 217), the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2021 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2021 was prepared and adopted by resolution of the Management Board of the Company No. 91/XI/2022 dated 22 March 2022.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution No. 26/X/22 dated 22 March 2022, positively evaluated the report in terms of its compliance with the accounts and documents, as well as the factual state and requested its review and approval by the Ordinary General Meeting.

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 2021 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2021 is subject to review and approval by the General Meeting of the Company.

**Resolution No. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: appropriation of the Company's profit for 2021

The Ordinary General Meeting of KGHM Polska Miedź S.A. following the review of the proposal of the Management Board on the appropriation of the profit for 2021, after the earlier review of the assessment of the Supervisory Board, resolves the following:

§ 1

The Ordinary General Meeting hereby resolves that the profit for 2021 of KGHM Polska Miedź S.A. in the amount of **PLN 5 169 153 267.61**, shall be appropriated as follows:

- | | |
|---|-----------------------------|
| 1) as a shareholder dividend | PLN 600 000 000.00 |
| representing PLN 3.00 per share, | |
| 2) to the Company's reserve capital | PLN 4 569 153 267.61 |

§ 2

The Ordinary General Meeting hereby sets the following:

- 1) a dividend date at **7 July 2022**,
- 2) a payment date of dividend for 2021 in the amount of PLN **3.00** as at **14 July 2022**.

§ 3

This resolution comes into force upon its adoption.

Justification

In accordance with art. 395 § 2 point 2 of the Commercial Partnerships and Companies Code, an Ordinary General Meeting should adopt a resolution on appropriation of the company profit or on covering the loss.

In formulating the proposal on the appropriation of profit for 2021 on the dividend in the amount of PLN 600 000 000.00, the profit for 2021 recorded by KGHM Polska Miedź S.A. in the amount of PLN 5 169 153 267.61 and the 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 invest the Company's funds effectively given the current level of debt of the KGHM Polska Miedź S.A. Group were taken into consideration.

**Resolution No. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Adam Bugajczuk for 2021

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 for 2021 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. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Marcin Chludziński for 2021

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 for 2021 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. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Paweł Gruza for 2021

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 for 2021 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. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Andrzej Kensbok for 2021

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 for 2021 of Andrzej Kensbok – 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. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Katarzyna Kreczmańska-Gigol for 2021

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 of Katarzyna Kreczmańska-Gigol as a Member of the Management Board of KGHM Polska Miedź S.A. for 2021.

§ 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. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Marek Pietrzak for 2021

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 for 2021 of Marek Pietrzak – 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. After the submitting of a resignation by Marek Pietrzak from membership in the Supervisory Board of KGHM Polska Miedź S.A., he was appointed by the Supervisory Board of the Company to the Management Board of KGHM Polska Miedź S.A. as of 26 October 2021.

**Resolution No. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Radosław Stach for 2021

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

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties of Radosław Stach as a Member of the Management Board of KGHM Polska Miedź S.A. for 2021.

§ 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Dariusz Świdorski for 2021

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 of Dariusz Świdorski as a Member of the Management Board of KGHM Polska Miedź S.A. for 2021.

§ 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Józef Czyczerski for 2021

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 for 2021 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

**regarding: approval of the performance of duties of Przemysław Darowski for
2021**

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 for 2021 of Przemysław Darowski – 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Jarosław Janas for 2021

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 for 2021 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Robert Kaleta for 2021

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 for 2021 of Robert Kaleta – 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Andrzej Kisielewicz for 2021

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 for 2021 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Katarzyna Krupa for 2021

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 for 2021 of Katarzyna Krupa – 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

**regarding: approval of the performance of duties of Katarzyna Lewandowska
for 2021**

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 of Katarzyna Lewandowska as a Member of the Supervisory Board of KGHM Polska Miedź S.A. for 2021.

§ 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Bartosz Piechota for 2021

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 for 2021 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Marek Pietrzak for 2021

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 of Marek Pietrzak as a Member of the Supervisory Board of KGHM Polska Miedź S.A. for 2021.

§ 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. After the submitting of a resignation by Marek Pietrzak from membership in the Supervisory Board of KGHM Polska Miedź S.A., he was appointed by the Supervisory Board of the Company to the Management Board of KGHM Polska Miedź S.A. as of 26 October 2021.

**Resolution No. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: approval of the performance of duties of Bogusław Szarek for 2021

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 for 2021 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. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

**regarding: approval of the performance of duties of Agnieszka Winnik-Kalembe
for 2021**

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 for 2021 of Agnieszka Winnik-Kalembe – 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. ___/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: opinion of the General Meeting of KGHM Polska Miedź S.A. on the report on the remuneration of Members of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2021

The Ordinary General Meeting of KGHM Polska Miedź S.A., acting on the basis of art. 90g sec. 6 of the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies (hereinafter "Act") and art. 395 § 2¹ of the Commercial Partnerships and Companies Code, following the review of the report on the remuneration of Members of the Management Board and Supervisory Board of KGHM Polska Miedź S.A., prepared by the Supervisory Board of KGHM Polska Miedź S.A. for 2021 (hereinafter "Report") and reviewed by a certified auditor - PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Spółka Komandytowa, resolves the following

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A., gives a favourable opinion on the Report.

§ 2

This resolution comes into force upon its adoption.

Justification

Pursuant to art. 90g sec. 1 of the Act a supervisory board prepares an annual report on remuneration presenting a comprehensive review of remuneration, including all of the benefits, regardless of their form, received by individual members of the management board and supervisory board, or to which individual members of the management board and supervisory board are entitled for in the last financial year, pursuant to the remuneration policy, which is subject to a review by a certified auditor. The Company, pursuant to art. 90g sec. 6 of the Act, hereby presents to the General Meeting of KGHM Polska Miedź S.A. the report prepared by the Supervisory Board of KGHM Polska Miedź S.A. together with the review by a certified auditor - PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Spółka Komandytowa to issue its opinion.

**Resolution No. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: appointment of a Member of the Supervisory Board of KGHM Polska Miedź S.A. elected by the employees of the KGHM Polska Miedź S.A. Group for the new, 11th term

Acting on the basis of art. 385 § 1 of the Commercial Partnerships and Companies Code, art. 14 sec. 2 of the Act on commercialisation and certain employee rights dated 30 August 1996 and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the General Meeting of the Company KGHM Polska Miedź S.A. resolves the following:

§ 1

The Ordinary General Meeting as of _____ 2022 hereby appoints Józef Czyczerski to the composition of the Supervisory Board of KGHM Polska Miedź S.A. elected by the Employees of the KGHM Polska Miedź S.A. Group for the new, 11th term.

§ 2

This resolution comes into force upon its adoption.

Justification

In regard to the approaching expiry of the 10th term of the Supervisory Board, the Management Board of the Company, by Resolution No. 68/X/2021 of 9 March 2021, ordered the election of Members of the Supervisory Board, elected by the employees of the KGHM Polska Miedź S.A. Group. As a result of the elections held on 28 and 29 April 2021, representatives of the Employees of the Group were elected to the 11th term Supervisory Board of KGHM Polska Miedź S.A. Pursuant to art. 14 sec. 2 of the Act on commercialisation and certain employee rights dated 30 August 1996, the General Meeting is bound by the election and is obliged to appoint selected persons to the composition of the Supervisory Board for the new, 11th term.

**Resolution No. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: appointment of a Member of the Supervisory Board of KGHM Polska Miedź S.A. elected by the employees of the KGHM Polska Miedź S.A. Group for the new, 11th term

Acting on the basis of art. 385 § 1 of the Commercial Partnerships and Companies Code, art. 14 sec. 2 of the Act on commercialisation and certain employee rights dated 30 August 1996 and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the General Meeting of the Company KGHM Polska Miedź S.A. resolves the following:

§ 1

The Ordinary General Meeting as of _____ 2022 hereby appoints Przemysław Darowski to the composition of the Supervisory Board of KGHM Polska Miedź S.A. elected by the Employees of the KGHM Polska Miedź S.A. Group for the new, 11th term.

§ 2

This resolution comes into force upon its adoption.

Justification

In regard to the approaching expiry of the 10th term of the Supervisory Board, the Management Board of the Company, by Resolution No. 68/X/2021 of 9 March 2021, ordered the election of Members of the Supervisory Board, elected by the employees of the KGHM Polska Miedź S.A. Group. As a result of the elections held on 28 and 29 April 2021, representatives of the Employees of the Group were elected to the 11th term Supervisory Board of KGHM Polska Miedź S.A. Pursuant to art. 14 sec. 2 of the Act on commercialisation and certain employee rights dated 30 August 1996, the General Meeting is bound by the election and is obliged to appoint selected persons to the composition of the Supervisory Board for the new, 11th term.

**Resolution No. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: appointment of a Member of the Supervisory Board of KGHM Polska Miedź S.A. elected by the employees of the KGHM Polska Miedź S.A. Group for the new, 11th term

Acting on the basis of art. 385 § 1 of the Commercial Partnerships and Companies Code, art. 14 sec. 2 of the Act on commercialisation and certain employee rights dated 30 August 1996 and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the General Meeting of the Company KGHM Polska Miedź S.A. resolves the following:

§ 1

The Ordinary General Meeting as of _____ 2022 hereby appoints Bogusław Szarek to the composition of the Supervisory Board of KGHM Polska Miedź S.A. elected by the Employees of the KGHM Polska Miedź S.A. Group for the new, 11th term.

§ 2

This resolution comes into force upon its adoption.

Justification

In regard to the approaching expiry of the 10th term Supervisory Board, the Management Board of the Company, by Resolution No. 68/X/2021 of 9 March 2021, ordered the election of Members of the Supervisory Board, elected by the employees of the KGHM Polska Miedź S.A. Group. As a result of the elections held on 28 and 29 April 2021, representatives of the Employees of the Group were elected to the 11th term Supervisory Board of KGHM Polska Miedź S.A. Pursuant to art. 14 sec. 2 of the Act on commercialisation and certain employee rights dated 30 August 1996, the General Meeting is bound by the election and is obliged to appoint selected persons to the composition of the Supervisory Board for the new, 11th term.

**Resolution No. ____/2022
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 21 June 2022**

regarding: appointment of a Member of the Supervisory Board of KGHM Polska Miedź S.A. for the new, 11th term.

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

§ 1.

The Ordinary General Meeting as of _____ 2022 hereby appoints _____ to the composition of the Supervisory Board of KGHM Polska Miedź S.A. for the new, 11th term.

§ 2.

This resolution comes into force upon its adoption.

Justification

The 10th term of the Supervisory Board of KGHM Polska Miedź S.A. expired at the end of 6th July 2021. Pursuant to art. 369 § 4 in connection with art. 386 § 2 of the Commercial Partnerships and Companies Code, mandates of the current Members of the Supervisory Board shall expire on the day of convening the General Meeting approving the Financial Statements of the Company for 2021.

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:

- 1) the financial statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2021,
- 2) the consolidated financial statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2021,
- 3) the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2021 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2021,
- 4) the Management Board of KGHM Polska Miedź S.A. proposal on appropriation of profit for 2021,
- 5) the Management Board proposal on setting the dividend date and the dividend payment date,

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 and the report 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 for 2021,
- 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, Paweł Gruza, Andrzej Kensbok, Katarzyna Kreczmańska-Gigol, Marek Pietrzak, Radosław Stach, and Dariusz Świdorski,
- 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 for 2021,

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

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) Report on the activities of the Supervisory Board of KGHM Polska Miedź S.A. for 2021,
- 2) Assessment of the standing of the company for 2021 on a consolidated basis, including an evaluation of the internal control, risk management and compliance systems and the internal audit function, with information on the actions taken by the Supervisory Board of KGHM Polska Miedź S.A. in performing this assessment,
- 3) Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of the evaluation of the financial statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2021, consolidated financial statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2021, and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2021 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2021,
- 4) 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. regarding the appropriation of profit for 2021,
- 5) Report of the Supervisory Board on the remuneration of Members of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2021.

The Management Board of KGHM Polska Miedź S.A. informs that on 10 May 2021 the Supervisory Board of KGHM Polska Miedź S.A. adopted a Resolution No. 97/X/21 on the validity of the elections of Members of the 11th term Supervisory Board of KGHM Polska Miedź S.A. elected by Employees of the KGHM Polska Miedź S.A. Group, which took place on 28-29 April 2021.

As a result of the elections held, the following representatives of the Employees of the Group were elected to the 11th term Supervisory Board of KGHM Polska Miedź S.A.:

- 1) Józef Czyczerski
- 2) Przemysław Darowski
- 3) Bogusław Szarek

The 10th term of the Supervisory Board of KGHM Polska Miedź S.A. expired at the end of 6th July 2021. Pursuant to art. 369 § 4 in connection with art. 386 § 2 of the Commercial Partnerships and Companies Code, mandates of the current Members of the Supervisory Board shall expire on the day of convening the General Meeting approving the Financial Statements of the Company for 2021.

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.