

**Resolution No. ____/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

regarding: election of the Chairman of the Ordinary General Meeting

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

§ 1

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

§ 2

This resolution comes into force upon its adoption.

Justification

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

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

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 2020,
 - b) the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for 2020, 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 2020 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning the appropriation of profit for 2020.
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 2020 – 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 2020, the consolidated financial statements of the KGHM Polska Miedź S.A. Group

for 2020 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2020, as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020.

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 2020.

10. Presentation by the Supervisory Board of:

- a) an Assessment of the standing of KGHM Polska Miedź S.A. for 2020, including an evaluation of the internal control, risk management and compliance systems and the internal audit function,
- b) a Report on the activities of the Supervisory Board of KGHM Polska Miedź S.A. for 2020,
- c) a Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for the years 2019 - 2020.

11. Adoption of resolutions on:

- a) approval of the Financial Statements of KGHM Polska Miedź S.A. for 2020,
- b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for 2020,
- 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 2020 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020,
- d) appropriation of the Company's profit for 2020.

12. Adoption of resolutions on:

- a) approval of the performance of duties of members of the Management Board of KGHM Polska Miedź S.A. for 2020,
- b) approval of the performance of duties of members of the Supervisory Board of KGHM Polska Miedź S.A. for 2020.

13. Adoption of resolutions on changes to the composition of the Supervisory Board of KGHM Polska Miedź S.A.

14. Adoption of a resolution on the 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 the years 2019 – 2020.
15. Closing of the General Meeting.

§ 2

This resolution comes into force upon its adoption.

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

regarding: approval of the Financial Statements of KGHM Polska Miedź S.A. for 2020

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2020, and following its review, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2020, consisting of:

- 1) the statement of profit or loss for the period from 1 January to 31 December 2020 showing a profit for the period in the amount of PLN 1 779 million,
- 2) the statement of comprehensive income for the period from 1 January to 31 December 2020 with a total comprehensive income of PLN 837 million,
- 3) the statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2020 by PLN 1 545 million, and cash and cash equivalents as at 31 December 2020 of PLN 2 135 million,
- 4) the statement of financial position prepared as at 31 December 2020 showing total assets and total equity and liabilities of PLN 39 342 million,
- 5) the statement of changes in equity showing equity as at 31 December 2020 in the amount of PLN 20 726 million and an increase in equity for the period from 1 January to 31 December 2020 by PLN 837 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 year ended 31 December 2020 were signed by all members of the Management Board and a person responsible for accounting and adopted by a resolution of the Management Board of the Company, no. 79/X/2021 dated 23 March 2021.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution no. 41/X/21 dated 23 March 2021, positively evaluated the Financial Statements of KGHM Polska Miedź S.A. for the year ended 31 December 2020 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 2020 are subject to review and approval by the General Meeting of the Company.

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

regarding: approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for 2020

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2020, and following its review, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2020, consisting of:

- 1) the consolidated statement of profit or loss for the period from 1 January to 31 December 2020 showing a profit for the period in the amount of PLN 1 797 million,
- 2) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2020 with a total comprehensive income of PLN 879 million,
- 3) the consolidated statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2020 by PLN 1 447 million, and cash and cash equivalents as at 31 December 2020 of PLN 2 522 million,
- 4) the consolidated statement of financial position prepared as at 31 December 2020 showing total assets and total equity and liabilities of PLN 42 780 million,
- 5) the consolidated statement of changes in equity showing equity as at 31 December 2020 in the amount of PLN 21 081 million and an increase in equity for the period from 1 January to 31 December 2020 by PLN 879 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 year ended 31 December 2020 were signed by all members of the Management Board of the Company and adopted by a resolution of the Management Board, no. 80/X/2021 dated 23 March 2021.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution no. 42/X/21 dated 23 March 2021, positively evaluated the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2020 and requested their review and approval by the Ordinary General Meeting of KGHM Polska Miedź S.A.

In accordance with article 395 § 5 of the Commercial Partnerships and Companies Code, the aforementioned Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the year ended 31 December 2020 are subject to review and approval by the General Meeting of the Company.

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

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 2020 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020

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 2020 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020, and following its review, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2020 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020.

§ 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 2020 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020 was prepared and adopted by resolution of the Management Board of the Company no. 81/X/2021 dated 23 March 2021.

The Supervisory Board of KGHM Polska Miedź S.A., in resolution no. 43/X/21 dated 23 March 2021, positively evaluated the Management Board's Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2020 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020.

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 2020 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020 is subject to review and approval by the General Meeting of the Company.

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

regarding: appropriation of the Company's profit for 2020

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

§ 1

Following review of the proposal of the Management Board which was positively reviewed by the Supervisory Board, on the appropriation of profit for 2020, the Ordinary General Meeting hereby resolves that the profit of KGHM Polska Miedź S.A. for 2020 in the amount of **PLN 1 779 079 095.44**, shall be appropriated as follows:

- | | |
|---|-----------------------------|
| 1) as a shareholder dividend | PLN 300 000 000.00 |
| representing PLN 1.50 per share, | |
| 2) to the Company's reserve capital | PLN 1 479 079 095.44 |

§ 2

The Ordinary General Meeting hereby sets the following:

- 1) a dividend date for 2020 at **21 June 2021**,
- 2) dividend payment date for 2020 at **29 June 2021**.

§ 3

This resolution comes into force upon its adoption.

Justification

In deciding on the dividend in the amount of PLN 300 000 000.00, the profit recorded by KGHM Polska Miedź S.A. for 2020 in the amount of PLN 1 779 079 095.44 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Management Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Management Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Management Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Management Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 of Katarzyna Kreczmańska - Gigol – a member of the Management Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

Justification

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

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Management Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 of Radosław Stach – a member of the Management Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

Justification

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

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the period from 1 January 2020 to 19 June 2020 of Leszek Banaszak – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

Justification

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

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the period from 26 November 2020 to 31 December 2020 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the period from 19 June 2020 to 31 December 2020 of Katarzyna Lewandowska – 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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 the period from 1 January 2020 to 3 August 2020 of Ireneusz Pasis – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

Justification

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

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 of Marek Pietrzak – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

Justification

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

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 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. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: approval of the performance of duties of a member of the
Supervisory Board of KGHM Polska Miedź S.A. for 2020**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties in the year ended 31 December 2020 of Agnieszka Winnik-Kalemba – a member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

Justification

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

**Resolution No. ____/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

**regarding: dismissal of a Member of the 10th term Supervisory Board of KGHM
Polska Miedź Spółka Akcyjna with its registered head office in Lubin**

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 dismisses from the composition of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2.

This resolution comes into force upon its adoption.

JUSTIFICATION

In accordance with art. 386 in connection with art. 369 of the Commercial Partnerships and Companies Code, the mandates of members of the supervisory board expire at the latest as of the day of the general meeting approving the financial statements for the last full financial year of performing the function of a member of the Supervisory Board. Due to the fact that the Ordinary General Meeting was convened for a date before the end of the 10th term Supervisory Board (i.e. before 6 July 2021), despite the lapse of almost 3 years from the appointment of members of the Supervisory Board, the mandates will not expire until the next Ordinary General Meeting in 2022 (the above point of view was confirmed in the resolution of the Supreme Court of 24 November 2016, reference symbol III CZP 72/16 (OSNC 1017, No. 7-8, item 79)). Therefore, in order to synchronise the approaching end of the term and the date of expiry of the mandates, appointment of the members of the Supervisory Board of the new 11th term would require the prior dismissal of all Members of the current, 10th term Supervisory Board.

**Resolution No. ____/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

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 hereby appoints to the composition of the Supervisory Board of the Company 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. ____/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

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 appoints to the composition of the Supervisory Board of the Company KGHM Polska Miedź S.A. for the new, 11th term.

§ 2.

This resolution comes into force upon its adoption.

Justification

In case of expiry of mandates of all Members of the 10th term Supervisory Board, pursuant to art. 385 § 1 of the Commercial Partnerships and Companies Code, the General Meeting is obliged to appoint Members of the Supervisory Board for the next term.

**Resolution No. ___/2021
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2021**

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

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, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A., following the review of the report on the remuneration of the Members of Management Board and Supervisory Board of KGHM Polska Miedź S.A., prepared by the Supervisory Board of KGHM Polska Miedź S.A. for the years 2019-2020 (hereinafter "Report") and reviewed by a certified auditor - PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Spółka Komandytowa, gives a favourable opinion on the Report.

§ 2

This resolution comes into force upon its adoption.

Justification

The Act dated 16 October 2019 on changes to the Act on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies, as well as certain other acts, introduced the obligation for supervisory board to prepare 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 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. to issue its opinion.

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 Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2020 as well as the Non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020,
- 2) the financial statements of KGHM Polska Miedź S.A. for 2020,
- 3) the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2020,
- 4) the Management Board of KGHM Polska Miedź S.A. proposal on appropriation of profit for 2020,
- 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 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 2020,
- 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, Katarzyna Kreczmańska-Gigol, Radosław Stach,
- 3) § 20 sec. 2 point 17) of the Statutes of KGHM Polska Miedź S.A. the Supervisory Board has positively evaluated the Management Board's report on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management in 2020,
- 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) The report on the activities of the Supervisory Board of KGHM Polska Miedź S.A. for 2020,
- 2) An assessment of the standing of KGHM Polska Miedź S.A. for 2020, 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 2020, consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2020, the Management Board's report on the activities of KGHM Polska Miedź S.A. and KGHM Polska Miedź S.A. Group in 2020 as well as the non-financial report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2020,
- 4) The Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. on appropriation of profit for 2020,
- 5) A Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for the years 2019–2020,

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

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.*