

**Resolutions of the Ordinary General Meeting
of KGHM Polska Miedź S.A. dated 26 June 2018**

Wording of adopted resolutions

**Resolution No. 1/2018
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 26 June 2018**

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

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

§ 1.

Andrzej Leganowicz 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.

Number of shares on which valid votes were cast – 124 288 165 representing 62.144% of the share capital.

Total number of valid votes – 124 288 165,

including votes “for” – 123 924 583, “against” – 109 015 and “abstaining” – 254 567

**Resolution No. 2/2018
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 26 June 2018**

regarding: change in the agenda of the Ordinary General Meeting.

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

§ 1.

The order of points on the announced agenda is hereby changed – by moving the current point 13 (*Adoption of resolutions on amendments to the Statutes of the Company KGHM Polska Miedź S.A.*) to the position after point 4 (*Acceptance of the agenda*).

§ 2.

This resolution comes into force upon its adoption.

Number of shares on which valid votes were cast – 124 288 163 representing 62.144% of the share capital.

*Total number of valid votes – 124 288 163,
including votes “for” – 83 709 903, “against” – 2 and “abstaining” – 40 578 258*

Resolution No. 3/2018
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. Adoption of resolutions on amendments to the Statutes of the Company KGHM Polska Miedź S.A.
6. 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.
7. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. concerning the appropriation of profit for financial year 2017.
8. 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.
9. 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.

10. 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.

11. 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,

12. 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.

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

14. Closing of the General Meeting.

§ 2.

This resolution comes into force upon its adoption.

Number of shares on which valid votes were cast – 124 283 389 representing 62.142% of the share capital.

Total number of valid votes – 124 283 389,

including votes "for" – 124 283 389, "against" – 0 and "abstaining" – 0

**Resolution No. 5/2018
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.

Number of shares on which valid votes were cast – 124 288 165 representing 62.144% of the share capital.

Total number of valid votes – 124 288 165,

including votes “for” – 96 685 513, “against” – 27 597 875 and “abstaining” – 4 777

**Resolution No. 6/2018
of the Ordinary General Meeting
of KGHM Polska Miedź S.A. with its registered head office in Lubin
dated 26 June 2018**

regarding: recess of the Ordinary General Meeting.

Acting in accordance with art. 408 § 2 of the Commercial Partnerships and Companies Code, the following is resolved:

§ 1

The Ordinary General Meeting, acting in accordance with art. 408 § 2 of the Commercial Partnerships and Companies Code, orders a recess of the Ordinary General Meeting to 06 July 2018, at 2 p.m.

The Meeting will be reconvened on 06 July 2018, at 2 p.m., at the head office of the Company in Lubin, at the address ul. Marii Skłodowskiej-Curie 48 (in Jan Wyżykowski Hall).

§ 2

This resolution comes into force upon its adoption.

Number of shares on which valid votes were cast – 124 288 165 representing 62.144% of the share capital.

Total number of valid votes – 124 288 165,

including votes “for” – 83 709 902, “against” – 5 and “abstaining” – 40 578 258

Wording of draft resolutions, which were put to vote and not adopted

**Resolution No. 4/2018
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.

Legal basis: § 19 sec. 1 points 5 – 6 and 8 of the Decree of the Minister of Finance dated 29 March 2018 regarding current and periodic information published by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (Journal of Laws of 2018, item 757).