

Announcement of a change on the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. convened for 18 June 2025

The Management Board of KGHM Polska Miedź S.A. ("the Company") announces that on 28 May 2025 the State Treasury, as an entitled shareholder of the Company, represented by the authorised proxy of the Minister of State Assets, 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, requested that the following item be placed on the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. with its head office in Lubin, convened for 18 June 2025:

- 1) adoption of resolutions regarding amendments to the Statutes of KGHM Polska Miedź S.A. of a clarifying, editorial and organisational nature as regards the general provisions and those relating to the Company's bodies

The Management Board of KGHM Polska Miedź S.A. presents the justification contained in the shareholder's request to include certain matters on the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. convened for 18 June 2025:

Justification

"The request to include certain matters on the agenda of the meeting is the legal right of a shareholder or shareholders holding at least one twentieth of the share capital.

The amendments to the Statutes proposed by the Shareholder – the State Treasury are primarily of a clarifying, editorial and organisational nature as regards the general provisions and those relating to the Company's bodies.

Proposed resolutions regarding the above agenda item are provided as appendices to this letter.

Notwithstanding the above, it should be noted that the proposed amendments in no way infringe on the interests of the minority shareholders."

The Management Board of the Company, taking into account the above requested change, supplements the agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. with an additional item and presents a new agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A., which will be held on **18 June 2025**, 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 of the Ordinary General Meeting.
5. Review of annual reports:
 - a) the Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024,
 - b) the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2024, 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 2024.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. on allocation of profit for 2024.
7. Presentation of a Report of the Management Board of KGHM Polska Miedź S.A. on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management in 2024 – and the opinion of the Supervisory Board of the Company.
8. Review of the Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the separate financial statements of KGHM Polska Miedź S.A. for the financial year ended on 31 December 2024, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for the financial year ended on 31 December 2024 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2024 as to their consistency with the accounts, documents and factual state.
9. Review of the Report of the Supervisory Board on the result of its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. on allocation of profit for 2024.
10. Presentation by the Supervisory Board of:
 - a) an Assessment of the Company's standing with an evaluation of the adequacy and effectiveness of the internal control, risk management and compliance systems applied in the Company, with standards or applicable practices, and of the internal audit function,

- b) a Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2024,
 - c) a Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2024.
11. Adoption of resolutions on:
- a) approval of the Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024,
 - b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2024,
 - 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 2024,
 - d) allocation of profit for 2024,
 - e) approval of the Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2024,
 - f) issuing an opinion on the Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2024.
12. Adoption of resolutions on the performance of duties of Members of the Management Board of the Company for 2024 and 2015.
13. Adoption of resolutions on the performance of duties of Members of the Supervisory Board of the Company for 2024.
14. Adoption of a resolution on amendments to resolution no. 33/2019 of the Ordinary General Meeting dated 7 June 2019 regarding the terms of setting the remuneration of Members of the Management Board.
15. Adoption of a resolution on amendments to resolution no. 34/2019 of the Ordinary General Meeting dated 7 June 2019 regarding the terms of setting the remuneration of Members of the Supervisory Board.
16. Adoption of a resolution on amendments to the "Remuneration Policy for the Members of the Management and Supervisory Boards of KGHM Polska Miedź S.A."
17. Adoption of resolutions regarding amendments to the Statutes of KGHM Polska Miedź S.A. of a clarifying, editorial and organisational nature as regards the general provisions and those relating to the Company's bodies.
18. Closing of the Ordinary General Meeting.

The Management Board of the Company hereby provides the proposed resolutions taking into account the aforementioned change in the agenda. The wording of the other published, proposed resolutions to be adopted at the Ordinary General Meeting of KGHM Polska Miedź S.A. is unchanged.

**Resolution No. ____/2025
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated ____ June 2025**

regarding: acceptance of the agenda 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

The following agenda of the Ordinary General Meeting of KGHM Polska Miedź S.A. 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 of the Ordinary General Meeting.
5. Review of annual reports:
 - a) the Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024,
 - b) the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2024, 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 2024.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. on allocation of profit for 2024.
7. Presentation of a Report of the Management Board of KGHM Polska Miedź S.A. on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management in 2024 – and the opinion of the Supervisory Board of the Company.
8. Review of the Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the separate financial statements of KGHM Polska Miedź S.A. for the financial year ended on 31 December 2024, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for the financial year ended on 31 December 2024 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2024 as to their consistency with the accounts, documents and factual state.

9. Review of the Report of the Supervisory Board on the result of its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. on allocation of profit for 2024.
10. Presentation by the Supervisory Board of:
 - a) an Assessment of the Company's standing with an evaluation of the adequacy and effectiveness of the internal control, risk management and compliance systems applied in the Company, with standards or applicable practices, and of the internal audit function,
 - b) a Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2024,
 - c) a Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2024.
11. Adoption of resolutions on:
 - a) approval of the Separate Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2024,
 - b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2024,
 - 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 2024,
 - d) allocation of profit for 2024,
 - e) approval of the Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2024,
 - f) issuing an opinion on the Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2024.
12. Adoption of resolutions on the performance of duties of Members of the Management Board of the Company for 2024 and 2015.
13. Adoption of resolutions on the performance of duties of Members of the Supervisory Board of the Company for 2024.
14. Adoption of a resolution on amendments to resolution no. 33/2019 of the Ordinary General Meeting dated 7 June 2019 regarding the terms of setting the remuneration of Members of the Management Board.
15. Adoption of a resolution on amendments to resolution no. 34/2019 of the Ordinary General Meeting dated 7 June 2019 regarding the terms of setting the remuneration of Members of the Supervisory Board.
16. Adoption of a resolution on amendments to the "Remuneration Policy for the Members of the Management and Supervisory Boards of KGHM Polska Miedź S.A."
17. Adoption of resolutions regarding amendments to the Statutes of KGHM Polska Miedź S.A. of a clarifying, editorial and organisational nature as regards the general provisions and those relating to the Company's bodies.
18. Closing of the Ordinary General Meeting.

§ 2

This resolution comes into force upon its adoption.

**Resolution No. ____/2025
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated ____ June 2025**

**regarding: introduction of amendments to the Statutes of the Company
regarding the general provisions and editorial changes**

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 KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, resolves as follows:

§ 1

The following amendments are made to the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin" (hereafter: "Statutes"):

- 1) **In § 2 of the Statutes, sec. 2 is added after sec. 1 with the following wording:**
"2. The duration of the Company shall be indefinite."
- 2) **In § 3 sec. 2 of the Statutes after the word "enterprises" the following is removed:**
"(Journal of Laws No. 51, item 298, with later amendments)"
- 3) **§ 4 sec. 1 of the Statutes receives the following wording:**
"1. The Company shall operate on the basis of the Commercial Partnerships and Companies Code, the Act of 30 August 1996 on commercialisation and certain employee entitlements, and the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies, and on other applicable laws."
- 4) **§ 5 sec. 2 of the Statutes receives the following wording:**
"2. The Company may establish branches, plants, representative offices and other organizational entities, both in Poland and abroad."
- 5) **In § 5 of the Statutes sec. 3 and 4 are added after sec. 2 with the following wording:**
*"3. The Company may be a shareholder in commercial law companies both in Poland and abroad.
4. The Company may form companies, as well as create and participate in other organisations provided for under the law."*

- 6) **§ 12 sec. 1 of the Statutes receives the following wording:**
"1. The Management Board of the Company shall be composed of 1 to 7 persons, appointed to a mutual term of office. The term of office of the Management Board shall be three consecutive financial years."
- 7) **In § 12 sec. 4 of the Statutes after the words "Management Board" the words:**
"of the Company" are removed.
- 8) **In § 12 sec. 4¹ of the Statutes after the words "Management Board" the words:**
"of the Company" are removed.
- 9) **In § 13 sec. 1 of the Statutes after the words "Management Board" the words:**
"of the Company" are removed.
- 10) **§ 18 sec. 1 of the Statutes receives the following wording:**
"1. The Supervisory Board should meet when the situation warrants, but in any case no less than once every two months."
- 11) **§ 19 sec. 1 of the Statutes receives the following wording:**
"1. All members of the Supervisory Board must be invited to participate in the meetings of the Supervisory Board in order for its resolutions to be valid."
- 12) **§ 19 sec. 4 of the Statutes receives the following wording:**
"4. The Supervisory Board may also adopt resolutions in written form or through the use of long-distance means of direct communication. A resolution adopted in this manner shall be valid if all members of the Supervisory Board were informed of the wording of the proposed resolution and at least half of the members of the Supervisory Board took part in the voting."
- 13) **In § 19 of the Statutes, after sec. 4 sec. 5 is added, which receives the following wording:**
"5. A member of the Supervisory Board may participate in a meeting of the Supervisory Board through the use of long-distance means of direct communication. "
- 14) **In § 22 of the Statutes, sections 3 to 5 are removed, and the current sections 6 to 8 are re-numbered respectively as 3 to 5**
- 15) **The title of Chapter V. of the Statutes receives the following wording:**
"V. ORGANISATION OF THE ENTERPRISE AND MANAGEMENT OF THE COMPANY"
- 16) **In § 31 of the Statutes, after the words "Management Board" the words:**
"of the Company" are removed.

- 17) **§ 33 sec. 2 of the Statutes receives the following wording:**
"2. The Company may create and dissolve other special-purpose funds and reserves, at the beginning of, and during, the financial year on the basis of a resolution of the General Meeting."
- 18) **In § 34 sec. 1 of the Statutes, after the words "Management Board" the words:**
"of the Company" are removed.
- 19) **In § 34 of the Statutes, sec. 2 is removed, and the current sections 3 to 4 are re-numbered respectively as 2 to 3.**
- 20) **§ 35 sec. 1 of the Statutes receives the following wording:**
"1. The means of determining how the Company's profit is to be allocated shall be through a resolution of the General Meeting."
- 21) **In § 35 sec. 5 of the Statutes, after the words "Management Board" the words:**
"of the Company" are removed.

§ 2

The Supervisory Board of KGHM Polska Miedź S.A. is hereby authorised to introduce into the text of the Statutes the following editorial changes:

- 1) the introduction of continuous numeration of editorial units of the Statutes and their consistent form,
- 2) coordinating internal references in connection with amendments in the numbering of editorial units of the Statutes,
- 3) standardizing the spelling of the same words used in the text of the Statutes by spelling the same words in each case in a uniform manner,
- 4) elimination of editorial units whose content was removed during prior amendments of the Statutes.

§ 3

This resolution comes into force at the moment of its adoption, with effect from the date of entry of changes in the register of entrepreneurs of the National Court Register.

Justification

The resolution proposed by the State Treasury as Shareholder regarding amendments to the wording of the Statutes, as an internal act regulating the functioning of the Company, involves adapting its wording to amended regulations. The amendments in

question are primarily of a clarifying, editorial and organisational nature and refer to the general provisions of the Company's Statutes.

Re 1)

An amendment to § 2 of the Statutes by adding section 2 after section 1

Current wording:

"§2.

The registered head office of the Company is the town of Lubin."

New proposed wording:

"§2.

1. *The registered head office of the Company is the town of Lubin.*
2. *The duration of the Company shall be indefinite."*

Re 2)

An amendment to § 3 sec. 2 of the Statutes by removing after the word "enterprises" the word "(Journal of Laws No. 51, item 298, with later amendments)":

Current wording:

"2. The Company was formed as the result of the transformation of the State-owned enterprise Kombinat Górniczo-Hutniczy Miedzi on the basis of art. 5 of the law dated 13 July 1990 on the privatization of State-owned enterprises (Journal of Laws No. 51, item 298, with later amendments)."

New proposed wording:

"2. The Company was formed as the result of the transformation of the State-owned enterprise Kombinat Górniczo-Hutniczy Miedzi on the basis of art. 5 of the law dated 13 July 1990 on the privatization of State-owned enterprises."

Re 3)

An amendment to § 4 sec. 1 of the Statutes by giving it a new wording

Current wording:

"1. The Company shall operate on the basis of the Commercial Partnerships and Companies Code and the Act of 30 August 1996 on commercialisation and certain employee entitlements, hereafter referred to as the Act, as well as on other applicable regulations."

New proposed wording:

"1. The Company shall operate on the basis of the Commercial Partnerships and Companies Code, the Act of 30 August 1996 on commercialisation and certain employee entitlements, and the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies, and on other applicable laws."

Re 4)

An amendment to § 5 sec. 2 of the Statutes by giving it a new wording

Current wording:

"2. The Company may establish branches, plants, representative offices and other organizational entities, and also accede to and create new economic entities, both in Poland and abroad."

New proposed wording:

"2. The Company may establish branches, plants, representative offices and other organizational entities, both in Poland and abroad."

Re 5)

An amendment to § 5 of the Statutes by adding sec. 3 and 4 with the following wording

New proposed wording:

"3. The Company may be a shareholder in commercial law companies both in Poland and abroad.

4. The Company may form companies, as well as create and participate in other organisations provided for under the law."

Re 6)

An amendment to § 12 sec. 1 of the Statutes by giving it a new wording

Current wording:

"1. The Management Board of the Company shall be composed of 1 to 7 persons, appointed to a mutual term of office. The term of office of the Management Board shall be three consecutive years."

New proposed wording:

"1. The Management Board of the Company shall be composed of 1 to 7 persons, appointed to a mutual term of office. The term of office of the Management Board shall be three consecutive financial years."

Re 7)

An amendment to § 12 sec. 4 of the Statutes by removing the words *"of the Company"* after the words *"Management Board"*

Current wording:

"4. A candidate for the position of member of the Management Board of the Company may be a person who meets all of the following criteria:"

New proposed wording:

"4. A candidate for the position of member of the Management Board may be a person who meets all of the following criteria:"

Re 8)

An amendment to § 12 sec. 4¹ of the Statutes by removing the words „of the Company“ after the words “Management Board”

Current wording:

"4¹. A candidate for the position of member of the Management Board of the Company may not be a person who:"

New proposed wording:

"4¹. A candidate for the position of member of the Management Board may not be a person who:"

Re 9)

An amendment to § 13 sec. 1 of the Statutes by removing the words „of the Company“ after the words “Management Board”

Current wording:

"1. The Management Board of the Company shall manage the Company and represent it in external affairs."

New proposed wording:

"1. The Management Board shall manage the Company and represent it in external affairs."

Re 10)

An amendment to § 18 sec. 1 of the Statutes by giving it a new wording

Current wording:

"1. The Supervisory Board should meet when the situation warrants, but in any case no less than once a quarter."

New proposed wording:

"1. The Supervisory Board should meet when the situation warrants, but in any case no less than once every two months."

Re 11)

An amendment to § 19 sec. 1 of the Statutes by giving it a new wording

Current wording:

"1. All members of the Supervisory Board must be invited to participate in the meetings of the Supervisory Board in order for its resolutions to be valid."

New proposed wording:

"1. All members of the Supervisory Board must be invited to participate in the meetings of the Supervisory Board in order for its resolutions to be valid."

Re 12)

An amendment to § 19 sec. 4 of the Statutes by giving it a new wording

Current wording:

"4. The Supervisory Board may also pass resolutions in written form or through the use of long-distance means of direct communication. A resolution passed in this manner shall be valid if all members of the Supervisory Board were informed of the wording of the proposed resolution."

New proposed wording:

"4. The Supervisory Board may also adopt resolutions in written form or through the use of long-distance means of direct communication. A resolution adopted in this manner shall be valid if all members of the Supervisory Board were informed of the wording of the proposed resolution and at least half of the members of the Supervisory Board took part in the voting."

Re 13)

An amendment to § 19 of the Statutes by adding sec. 5 after sec. 4 with the following wording

New proposed wording:

"5. A member of the Supervisory Board may participate in a meeting of the Supervisory Board through the use of long-distance means of direct communication. "

Re 14)

An amendment to § 22 of the Statutes by removing sections 3 to 5 resulting in the renumbering of the current sections 6 to 8 respectively as 3 to 5

Current wording:

"§22.

- 1. A General Meeting shall be ordinary or extraordinary.*
- 2. An Ordinary General Meeting shall be convened within 6 months of the end of each financial year.*

3. *removed*
4. *removed*
5. *removed*
6. *The cancellation of a General Meeting whose agenda contains certain items which were included based on a request of those entitled, or which was convened based on such a request, may only be carried out with the agreement of the requesting parties. In other cases, a General Meeting may be cancelled if its holding meets with significant difficulties due to force majeure or is clearly unjustified.*
7. *The cancellation of a General Meeting should be carried out in the same manner as it is convened, insuring meanwhile the least negative effects for the Company and its shareholders, and no less than three weeks prior to the initially-scheduled date.*
8. *A change in the date of a General Meeting should be carried out in the same manner as it is convened, even if the proposed agenda remains unchanged."*

New proposed wording:

"§22.

1. *A General Meeting shall be ordinary or extraordinary.*
2. *An Ordinary General Meeting shall be convened within 6 months of the end of each financial year.*
3. *The cancellation of a General Meeting whose agenda contains certain items which were included based on a request of those entitled, or which was convened based on such a request, may only be carried out with the agreement of the requesting parties. In other cases, a General Meeting may be cancelled if its holding meets with significant difficulties due to force majeure or is clearly unjustified.*
4. *The cancellation of a General Meeting should be carried out in the same manner as it is convened, insuring meanwhile the least negative effects for the Company and its shareholders, and no less than three weeks prior to the initially-scheduled date.*
5. *A change in the date of a General Meeting should be carried out in the same manner as it is convened, even if the proposed agenda remains unchanged."*

Re 15)

An amendment to the title of Chapter V. of the Statutes by giving it the following wording

Current wording:

"V. BOOKS AND ACCOUNTS OF THE COMPANY"

New proposed wording:

"V. ORGANISATION OF THE ENTERPRISE AND MANAGEMENT OF THE COMPANY"

Re 16)

An amendment to § 31 of the Statutes by removing the words “of the Company” after the words “Management Board”

Current wording:

“The organisation of the Company's business shall be determined in an organizational bylaw adopted by the Management Board.”

New proposed wording:

“The organisation of the Company's business shall be determined in an organizational bylaw adopted by the Management Board.”

Re 17)

An amendment to § 33 sec. 2 of the Statutes by giving it a new wording

Current wording:

“2. The Company may create and dissolve other special funds, at the beginning of, and during, the financial year on the basis of a resolution of the General Meeting.”

New proposed wording:

“2. The Company may create and dissolve other special-purpose funds and reserves, at the beginning of, and during, the financial year on the basis of a resolution of the General Meeting.”

Re 18)

An amendment to § 34 sec. 1 of the Statutes by removing the words “of the Company” after the words “Management Board”

Current wording:

“1. Within three months of the end of the financial year the Management Board shall prepare and submit to the Supervisory Board a report on the activity of the Company and the financial statements for the previous financial year.”

New proposed wording:

“1. Within three months of the end of the financial year the Management Board shall prepare and submit to the Supervisory Board a report on the activity of the Company and the financial statements for the previous financial year.”

Re 19)

An amendment to § 34 of the Statutes by removing section 2 resulting in the renumbering of the current sections 3 to 4 respectively as 2 to 3

Current wording:**"§34. (...)**

2. *The Supervisory Board is obligated to submit to the Ordinary General Meeting an annual, concise evaluation of the Company situation, which should be included in the Annual Report of the Company and made available to shareholders in sufficient time to enable them to review and evaluate these materials prior to the General Meeting.*
3. *At least once per year the Management Board shall submit to the General Meeting, together with the opinion of the Supervisory Board, 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.*
4. *The Management Board is obligated to implement in those companies in which the Company is the parent entity, pursuant to art. 4 point 3 of the Act of 16 February 2007 on competition and consumer protection, in connection with art. 17 sec. 7, art. 18 sec. 2, art. 20 and art. 23 of the Act on the principles of state assets management, the principles set forth in the Act on the principles of state assets management."*

New proposed wording:**"§34. (...)**

2. *At least once per year the Management Board shall submit to the General Meeting, together with the opinion of the Supervisory Board, 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.*
3. *The Management Board is obligated to implement in those companies in which the Company is the parent entity, pursuant to art. 4 point 3 of the Act of 16 February 2007 on competition and consumer protection, in connection with art. 17 sec. 7, art. 18 sec. 2, art. 20 and art. 23 of the Act on the principles of state assets management, the principles set forth in the Act on the principles of state assets management."*

Re 20)

An amendment to § 35 sec. 1 of the Statutes by giving it a new wording

Current wording:

"1. The General Meeting shall determine how the net profit is to be designated by a resolution."

New proposed wording:

"1. The means of determining how the Company's profit is to be allocated shall be through a resolution of the General Meeting."

Re 21)

An amendment to § 35 sec. 5 of the Statutes by removing the words "of the Company" after the words "Management Board"

Current wording:

"5. The Management Board of the Company is authorised to adopt resolutions in the matter of an interim payment to shareholders on the anticipated dividend at the end of the financial year, if the Company is in the possession of sufficient funds for said payment. The payment of an interim dividend requires the approval of the Supervisory Board."

New proposed wording:

"5. The Management Board is authorised to adopt resolutions in the matter of an interim payment to shareholders on the anticipated dividend at the end of the financial year, if the Company is in the possession of sufficient funds for said payment. The payment of an interim dividend requires the approval of the Supervisory Board."

**Resolution No. ____/2025
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated ____ June 2025**

**regarding: introduction of amendments to the Statutes of the Company
regarding the Management Board and the Supervisory Board**

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 KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, resolves as follows:

§ 1

The following amendments are made to the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin" (hereafter: "Statutes"):

1) § 12 sec. 3 of the Statutes receives the following wording:

"3. The Supervisory Board appoints and recalls the members of the Management Board, including the President of the Management Board and the Vice Presidents of the Management Board. The Supervisory Board appoints the members of the Management Board following the conduct of qualification proceedings, the goal of which is to review and evaluate the qualifications of candidates and to select the best candidate for member of the Management Board, with due regard being given to sec. 5 and sec. 7 to 15 concerning the appointment or recall of an employee-elected member of the Management Board as understood by art. 16 sec. 1 of the Act dated 30 August 1996 on commercialisation and certain employee entitlements:

- 1) The Supervisory Board shall conduct qualification proceedings if circumstances arise which justify the appointment of a member of the Management Board.*
- 2) The Supervisory Board, in commencing qualification proceedings for the position of member of the Management Board, shall determine, by the adoption of a resolution, the detailed principles and manner of these proceedings, including in particular: the position being the subject of the proceedings, the time and place for accepting offers, the time and place for conducting qualification interviews, the scope of subjects to be covered during the qualification interviews and the requirements and manner of evaluation of the candidate.*
- 3) The candidate for the position of member of the Management Board should meet the requirements referred to in sections 4 and 4¹."*

2) § 12 sec. 5 the first sentence of the Statutes receives the following wording:

"5. The members of the Management Board, including any such chosen by the employees, may be recalled by the Supervisory Board prior to the expiration of their

term, which in no way shall interfere with their rights arising from the legal relationship relating to their functioning as a member of the Management Board."

3) **§ 16 of the Statutes receives the following wording:**

- "1. The Supervisory Board shall be composed of 7 to 10 members. The term of office of the Supervisory Board is mutual and shall last three full financial years. In the case of elections to the Supervisory Board by group voting, the number of members of the Supervisory Board within the aforesaid limit will be set by the General Meeting.*
- 2. The General Meeting shall appoint and recall members of the Supervisory Board.*
- 3. The recalling, resignation or death of a member of the Supervisory Board elected by the employees of the Company or by employees of its subsidiaries as understood by art. 12 sec. 8 of the Act dated 30 August 1996 on commercialisation and certain employee entitlements, shall result in a supplementary election. Such election shall be ordered by the Supervisory Board within 3 weeks.*
- 4. The particular procedure in which members of the Supervisory Board elected by the employees of the Company or by employees of its subsidiaries as understood by art. 12 sec. 8 of the Act dated 30 August 1996 on commercialisation and certain employee entitlements are to be elected or recalled, shall be determined in an electoral bylaw adopted by the Supervisory Board.*
- 5. At least two members of the Supervisory Board shall meet the criteria for independence described in art. 129 sec. 3 of the Act dated 11 May 2017 on Auditors, Audit Firms and Public Supervision and in Best Practice for GPW Listed Companies, approved by the Supervisory Board of the Warsaw Stock Exchange.*
- 6. An independent member of the Supervisory Board should meet the criteria for independence defined in sec. 5, throughout his/her entire tenure. Should the Supervisory Board or Management Board be informed that an independent member of the Supervisory Board has ceased during his/her tenure to meet the criteria for independence, and should this cause the Company to fail to meet the criteria of having at least two independent members, action should be taken to ensure that the said member of the Supervisory Board submit his/her early resignation or that said member is recalled.*
- 7. Prior to being appointed to the Supervisory Board, a candidate for the position of independent member of the Supervisory Board is required to submit a declaration in writing that he/she meets the criteria for independence defined in sec. 5.*
- 8. A Member of the Supervisory Board should present to the Management Board information respecting his/her connections, of an economic, family or other nature which could have an impact on his/her position, with a shareholder in the possession of shares representing at least 5% of the number of votes at the General Meeting. This information shall be presented following appointment of the member of the Supervisory Board, as well as during his/her tenure, should any change to these circumstances occur."*

4) **§ 17 of the Statutes receives the following wording:**

"1. The first meeting of a newly-appointed Supervisory Board shall be convened no later than within fourteen days following the appointment of the new-term Supervisory Board, by:

1) the Management Board, or

2) the Chairperson of the General Meeting during which the Supervisory Board was appointed, or

3) the senior member of the newly-appointed Supervisory Board.

2. The subject of the agenda of the first meeting of the Supervisory Board is the constitution of the Supervisory Board, including in particular election of the Chairperson and the Deputy Chairperson of the Supervisory Board.

3. The Supervisory Board may dismiss the Chairperson, his/her Deputy and the Secretary at any time."

5) **§ 18 sec. 2 of the Statutes receives the following wording:**

"2. The Chairperson of the Supervisory Board or his/her Deputy shall also be obliged to convene a meeting of the Supervisory Board on the written request of either the Management Board or of a member of the Supervisory Board. The meeting should be held within two weeks of the request containing the proposed agenda being received by the Chairperson."

6) **In § 18 of the Statutes, sec. 3 is added after sec. 2 with the following wording:**

"3. The Supervisory Board may hold a meeting without being formally convened, if all of the members of the Supervisory Board express their consent to this and there are no objections voiced as regards placing individual matters on the agenda."

7) **In § 19 of the Statutes, the current sections 5 and 6 are re-numbered respectively as 6 and 7 and receive the following wording:**

"6. The adoption of a resolution in the manner prescribed in sec. 3 and 4 does not apply to the election of the Chairperson of the Supervisory Board and his/her Deputy, the appointment, recall and suspension of members of the Management Board from their duties and the lifting of such suspension.

7. The Supervisory Board shall adopt bylaws specifying its organisation and the manner in which it is to act."

8) **§ 20 sec. 2 of the Statutes receives the following wording:**

"2. In addition to matters provided for by these Statutes, the following in particular shall be the responsibility of the Supervisory Board:

1) preparing annual reports on the remuneration of members of the Management Board and the Supervisory Board,

2) preparing and submitting to the Ordinary General Meeting for its approval an annual written report for the previous financial year (report of the Supervisory Board),

- 3) *reviewing the evaluation submitted to the Supervisory Board on the effectiveness of the internal control, risk management and compliance systems and of the internal audit function, and the report of the Management Board in this regard.*
- 4) *evaluating the separate and consolidated financial statements and the report of the Management Board on the activity of the Company and the Group for the given financial year,*
- 5) *evaluating the proposals of the Management Board with respect to the allocation of profits or coverage of losses,*
- 6) *submitting to the General Meeting an annual written report on the results of the evaluations indicated in points 4 and 5,*
- 7) *submitting to the General Meeting annual requests for approval the performance of duties of the Management Board's members,*
- 8) *auditing and controlling the activity and financial condition of the Company,*
- 9) *choosing an auditing firm to conduct audits of the reports mentioned in point 1 as well as attestation of the sustainability reporting,*
- 10) *suspending from their duties for important reasons some or all of the members of the Management Board,*
- 11) *delegating a member or members of the Supervisory Board to temporarily perform the duties of members of the Management Board who are unable to carry out their duties,*
- 12) *setting the remuneration of members of the Management Board and other conditions of management services contracts, based on principles for setting the remuneration of members of the Management Board adopted by the General Meeting, with due regard to the Act of 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies,*
- 13) *approving the Bylaws of the Management Board,*
- 14) *approving the Company's annual and long-term plans of activity,*
- 15) *stating its opinion on any request of the Management Board addressed to the General Meeting,*
- 16) *expressing its consent to:*
 - a) *the purchase and sale of real estate, of perpetual usufruct or of a stake in real estate (this does not require a resolution of the General Meeting);*
 - b) *the granting of guarantees and loans to commercial entities in which the Company owns less than 1/3 of the voting rights at the General Meeting/Shareholder Meeting of such entities;*
 - c) *establishing and acceding to commercial partnerships and companies;*
 - d) *disposing of shares in subsidiaries of the Company;*
 - e) *establishing branches, companies, representative offices and other organizational or economic entities abroad;*

- f) *obtaining or acquiring shares of another Company;*
- g) *the establishment and liquidation of foundations;*
- 17) *appointing and recalling members of the Management Board, with due regard being given to § 12 of the Statutes of the Company,*
- 18) *expressing an opinion on investments by the Company in fixed assets, which meet one of the following conditions:*
 - a) *investments having a value of more than 10% of the budget for expenditures on investments in fixed assets of the Company for a given financial year;*
 - b) *investments of more than 5% of the budget for expenditures on investments in fixed assets of the Company for a given financial year, if the investment does not meet the criteria for planned effectiveness in comparison to the accepted rate of return on equity in the Company.*
- 19) *expressing consent as regards determining the manner of voting by a representative of KGHM Polska Miedź S.A. at the Ordinary/Extraordinary General Meetings/Shareholder Meetings of companies in respect of which the Company is a parent entity pursuant to art. 4 point 3 of the Act dated 16 February 2007 on competition and consumer protection, regarding:*
 - a) *the founding by a company of another company;*
 - b) *amendments in the statutes or articles of association and in the subject of a company's activities;*
 - c) *the merger, transformation, splitting, dissolution and liquidation of a company;*
 - d) *increasing or decreasing a company's share capital;*
 - e) *the disposal and lease of a company or of an organised part thereof, as well as the attachment of limited property rights to same;*
 - f) *the redemption of shares;*
 - g) *setting the remuneration of members of Management Boards and supervisory boards;*
 - h) *decisions relating to claims for redress of damage suffered during the founding of a company, or from management or supervisory activities;*
 - i) *regarding issues referred to in art. 17 of the Act dated 16 December 2016 on the principles of state assets management, with due regard to § 34 sec. 4.*
- 20) *providing an opinion on the report prepared by the Management Board on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management,*
- 21) *providing an opinion on the principles regulating sponsoring activities and evaluating the effectiveness of the Company's sponsoring activities,*

- 22) *providing an opinion on changes in the principles of disposing of non-current assets, referred to in § 33¹,*
- 23) *approving a group's remuneration policy, and*
- 24) *acceptance of a uniform text of the Company Statutes, prepared by the Management Board."*

§ 2

The Supervisory Board of KGHM Polska Miedź S.A. is hereby authorised to introduce into the text of the Statutes the following editorial changes:

- 1) the introduction of continuous numeration of editorial units of the Statutes and their consistent form,
- 2) coordinating internal references in connection with changes in the numbering of editorial units of the Statutes,
- 3) standardizing the spelling of the same words used in the text of the Statutes by spelling the same words in each case in a uniform manner,
- 4) elimination of editorial units whose content was removed during prior amendments of the Statutes.

§ 3

This resolution comes into force at the moment of its adoption, with effect from the date of entry of amendments in the register of entrepreneurs of the National Court Register.

Justification

The resolution proposed by the State Treasury as Shareholder regarding amendments to the wording of the Statutes, as an internal act regulating the functioning of the Company, involves adapting its wording to amended regulations. The amendments in question are primarily of a clarifying, editorial and organisational nature and refer to the provisions concerning the Management Board and the Supervisory Board of the Company.

Re 1)

An amendment to § 12 sec. 3 of the Statutes by giving it a new wording

Current wording:

"3. The Supervisory Board appoints and recalls the President of the Management Board and the Vice Presidents. The Supervisory Board appoints the members of the Management Board following the conduct of qualification proceedings, the goal of which is to review and evaluate the qualifications of candidates and to select the best candidate for Member of the Management Board, with due regard being given to sec. 5 and sections 7 to 12 concerning the appointment or recall of an employee-elected member of the Management Board.

- 1) *The Supervisory Board shall conduct qualification proceedings if circumstances arise which justify the appointment of a Member of the Management Board.*

- 2) *The Supervisory Board, in commencing qualification proceedings for the position of Member of the Management Board, shall determine, by the adoption of a resolution, the detailed principles and manner of these Translation from the original Polish version proceedings, including in particular: the position being the subject of the proceedings, the time and place for accepting offers, the time and place for conducting qualification interviews, the scope of subjects to be covered during the qualification interviews and the requirements and manner of evaluation of the candidate.*
- 3) *The candidate for the position of Member of the Management Board should meet the requirements referred to in sections 4 and 4¹.*
- 4) *The announcement on the qualification proceedings shall be published on the Company's website and in the Public Information Bulletin of the Ministry of Energy.*
- 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.*
- 6) *The Supervisory Board shall announce the results of the qualification proceedings to its shareholders and will make the minutes of the qualification proceedings available."*

New proposed wording:

"3. The Supervisory Board appoints and recalls the members of the Management Board, including the President of the Management Board and the Vice Presidents of the Management Board. The Supervisory Board appoints the members of the Management Board following the conduct of qualification proceedings, the goal of which is to review and evaluate the qualifications of candidates and to select the best candidate for member of the Management Board, with due regard being given to sec. 5 and sec. 7 to 15 concerning the appointment or recall of an employee-elected member of the Management Board as understood by art. 16 sec. 1 of the Act dated 30 August 1996 on commercialisation and certain employee entitlements:

- 1) *The Supervisory Board shall conduct qualification proceedings if circumstances arise which justify the appointment of a member of the Management Board.*
- 2) *The Supervisory Board, in commencing qualification proceedings for the position of member of the Management Board, shall determine, by the adoption of a resolution, the detailed principles and manner of these proceedings, including in particular: the position being the subject of the proceedings, the time and place for accepting offers, the time and place for conducting qualification interviews, the scope of subjects to be covered during the qualification interviews and the requirements and manner of evaluation of the candidate.*
- 3) *The candidate for the position of member of the Management Board should meet the requirements referred to in sections 4 and 4¹."*

Re 2)

An amendment to § 12 sec. 5 of the Statutes by giving the first sentence a new wording

Current wording:

"5. The members of the Management Board, including any such chosen by the employees, may be recalled by the Supervisory Board prior to the expiration of their term, which in no way shall interfere with their rights arising from their employment contract or other legal relationship relating to their functioning as a member of the Management Board."

New proposed wording:

"5. The members of the Management Board, including any such chosen by the employees, may be recalled by the Supervisory Board prior to the expiration of their term, which in no way shall interfere with their rights arising from the legal relationship relating to their functioning as a member of the Management Board."

Re 3)

An amendment to § 16 of the Statutes by giving it a new wording

Current wording:***"§16.***

- 1. The Supervisory Board shall be composed of 7 to 10 persons. The term of office of the Supervisory Board shall last three years. In the case of elections to the Supervisory Board by group voting, the number of members of the Supervisory Board within the aforesaid limit will be set by the General Meeting.*
- 2. The General Meeting shall appoint and recall members of the Supervisory Board for a mutual term of office.*
- 3. The recalling, resignation or death of an employee-elected member of the Supervisory Board shall result in a supplementary election. Such election shall be ordered by the Supervisory Board within 3 weeks.*
- 4. The particular procedure in which employee-elected members of the Supervisory Board are to be elected or recalled, shall be determined in an electoral bylaw adopted by the Supervisory Board.*
- 5. At least two members of the Supervisory Board should be independent members, meeting the following criteria:*
 - 1) does not work for the Company, its divisions, or with a related entity of the Company, either as an employee or in any other legal relationship,*
 - 2) is not a member of the Supervisory Board or Management Board of an entity related to the Company,*
 - 3) is not a partner or shareholder controlling 5% or more of the votes at the General Meeting of the Company or at the General Shareholders Meeting of a related entity,*
 - 4) is not a member of the Supervisory Board or Management Board or an employee of an entity controlling 5% or more of the votes at the General Meeting of the Company or at the General Shareholders Meeting of a related entity,*

- 5) *is not a direct family member related by blood in an ascending or descending line, a spouse, brother or sister, a parent of a spouse or an adoptee of any of the persons mentioned above in points 1-4.*
6. *An independent member of the Supervisory Board should meet the criteria for independence defined in sec. 5, throughout his entire tenure. Should the Supervisory Board or Management Board of the Company be informed that an independent member of the Supervisory Board of the Company has ceased during his tenure to meet the criteria for independence, and should this cause the Company to fail to meet the criteria of having at least two independent members, action should be taken to ensure that the said member of the Supervisory Board submit his/her early resignation or that said member is recalled.*
7. *Prior to being appointed to the Supervisory Board of the Company, a candidate for the position of independent member of the Supervisory Board is required to submit a declaration in writing that he/she meets the criteria for independence defined in sec. 5.*
8. *A Member of the Supervisory Board should present to the Management Board of the Company information respecting his connections, of an economic, family or other nature which could have an impact on his position, with a shareholder in the possession of shares representing at least 5 % of the number of votes at the General Meeting. This information shall be presented following appointment of the member of the Supervisory Board, as well as during his tenure, should any change to these circumstances occur."*

New proposed wording:

"§16.

1. *The Supervisory Board shall be composed of 7 to 10 members. The term of office of the Supervisory Board is mutual and shall last three full financial years. In the case of elections to the Supervisory Board by group voting, the number of members of the Supervisory Board within the aforesaid limit will be set by the General Meeting.*
2. *The General Meeting shall appoint and recall members of the Supervisory Board.*
3. *The recalling, resignation or death of a member of the Supervisory Board elected by the employees of the Company or by employees of its subsidiaries as understood by art. 12 sec. 8 of the Act dated 30 August 1996 on commercialisation and certain employee entitlements, shall result in a supplementary election. Such election shall be ordered by the Supervisory Board within 3 weeks.*
4. *The particular procedure in which members of the Supervisory Board elected by the employees of the Company or by employees of its subsidiaries as understood by art. 12 sec. 8 of the Act dated 30 August 1996 on commercialisation and certain employee entitlements are to be elected or recalled, shall be determined in an electoral bylaw adopted by the Supervisory Board.*
5. *At least two members of the Supervisory Board shall meet the criteria for independence described in art. 129 sec. 3 of the Act dated 11 May 2017 on Auditors, Audit Firms and Public Supervision and in Best Practice for GPW Listed Companies, approved by the Supervisory Board of the Warsaw Stock Exchange.*

6. *An independent member of the Supervisory Board should meet the criteria for independence defined in sec. 5, throughout his/her entire tenure. Should the Supervisory Board or Management Board be informed that an independent member of the Supervisory Board has ceased during his/her tenure to meet the criteria for independence, and should this cause the Company to fail to meet the criteria of having at least two independent members, action should be taken to ensure that the said member of the Supervisory Board submit his/her early resignation or that said member is recalled.*
7. *Prior to being appointed to the Supervisory Board, a candidate for the position of independent member of the Supervisory Board is required to submit a declaration in writing that he/she meets the criteria for independence defined in sec. 5.*
8. *A Member of the Supervisory Board should present to the Management Board information respecting his/her connections, of an economic, family or other nature which could have an impact on his/her position, with a shareholder in the possession of shares representing at least 5% of the number of votes at the General Meeting. This information shall be presented following appointment of the member of the Supervisory Board, as well as during his/her tenure, should any change to these circumstances occur."*

Re 4)

An amendment to § 17 of the Statutes by giving it a new wording

Current wording:

"§17.

1. *The Supervisory Board shall select from among its members a Chairman of the Supervisory Board, his deputy and, if necessary, a Secretary.*
2. *The Chairman of the Supervisory Board shall convene meetings of the Supervisory Board and chair them. In case of the expiry of the mandate of the Chairman of the Supervisory Board, the said Chairman shall convene and open the following meeting and shall chair the meeting until a new Chairman is elected. If this is not possible, the above-mentioned responsibilities of the Chairman shall be fulfilled by the Deputy Chairman of the Supervisory Board until the election of a Chairman at the next meeting. Should it also not possible for meetings of the Supervisory Board to be convened and opened by the Deputy Chairman of the Supervisory Board, the Management Board shall extend invitations to all of the members of the Supervisory Board for a meeting of the Supervisory Board to be held under an altered composition, indicating the time and place of the meeting and the proposed agenda.*
3. *The Supervisory Board may recall the Chairman, his Deputy and the Secretary at any time."*

New proposed wording:

"§17.

1. *The first meeting of a newly-appointed Supervisory Board shall be convened no later than within fourteen days following the appointment of the new-term Supervisory Board, by:*

- 1) *the Management Board, or*
- 2) *the Chairperson of the General Meeting during which the Supervisory Board was appointed, or*
- 3) *the senior member of the newly-appointed Supervisory Board.*
2. *The subject of the agenda of the first meeting of the Supervisory Board is the constitution of the Supervisory Board, including in particular election of the Chairperson and the Deputy Chairperson of the Supervisory Board.*
3. *The Supervisory Board may dismiss the Chairperson, his/her Deputy and the Secretary at any time."*

Re 5)

An amendment to § 18 sec. 2 of the Statutes by giving it a new wording

Current wording:

"2. The Chairman of the Supervisory Board or his deputy shall also be obliged to convene a meeting of the Supervisory Board on the written request of either the Management Board or of a member of the Supervisory Board. Meetings should take place within two weeks of the request containing the proposed agenda being received by the Chairman."

New proposed wording:

"2. The Chairperson of the Supervisory Board or his/her Deputy shall also be obliged to convene a meeting of the Supervisory Board on the written request of either the Management Board or of a member of the Supervisory Board. The meeting should be held within two weeks of the request containing the proposed agenda being received by the Chairperson."

Re 6)

An amendment to § 18 of the Statutes by adding section 3 after section 2 with the following wording

New proposed wording:

"3. The Supervisory Board may hold a meeting without being formally convened, if all of the members of the Supervisory Board express their consent to this and there are no objections voiced as regards placing individual matters on the agenda."

Re 7)

An amendment to § 19 of the Statutes by changing the wording and numbering of the current sections 5 and 6 to 6 and 7, respectively

Current wording:

"5. The passage of a resolution in the manner prescribed in sections 3 and 4 does not apply to the election of the chairman of the Supervisory Board and his deputy, the appointment, recall and suspension of members of the Management Board from their duties and the lifting of such suspension.

6. The Supervisory Board shall adopt bylaws specifying the manner in which it is to act, and which should be available to the public."

New proposed wording:

"6. The adoption of a resolution in the manner prescribed in sec. 3 and 4 does not apply to the election of the Chairperson of the Supervisory Board and his/her Deputy, the appointment, recall and suspension of members of the Management Board from their duties and the lifting of such suspension.

7. The Supervisory Board shall adopt bylaws specifying its organisation and the manner in which it is to act."

Re 8)

An amendment to § 20 sec. 2 of the Statutes by giving it a new wording

Current wording:

"2. In addition to matters provided for by these Statutes, the following in particular shall be the responsibility of the Supervisory Board:

- 1) evaluating the unconsolidated and consolidated financial statements and the report of the Management Board on the activity of the Company and the Capital Group for the given financial year,*
- 2) evaluating the proposals of the Management Board with respect to the distribution of profits or coverage of losses,*
- 3) submitting to the General Meeting an annual written report on the results of the evaluation of the documents referred to in points 1 and 2,*
- 4) submitting to the General Meeting annual requests for granting approval of the Management Board's members with respect to their activities,*
- 5) examining and controlling the activity and financial condition of the Company, and submitting to the Ordinary General Meeting an annual, concise evaluation of the Company situation,*
- 6) choosing an auditor to audit the statements referred to in point 1,*
- 7) suspending from their duties for important reasons some or all of the members of the Management Board,*
- 8) temporarily delegating a member or members of the Supervisory Board to carry out the duties of members of the Management Board who are unable to carry out their duties,*
- 9) setting the remuneration of members of the Management Board and other conditions of management services contracts, based on principles for setting the remuneration of Members of the Management Board adopted by the General Meeting, with due regard to the Act of 9 June 2016 on the terms of setting the remuneration of individuals managing certain companies (Journal of Laws of 2016, item 1202 with subsequent amendments),*
- 10) approving the bylaws of the Management Board of the Company,*
- 11) approving the Company's annual and long-term plans of activity,*
- 12) stating its opinion on any request of the Management Board addressed to the General Meeting,*
- 13) at the request of the Management Board, expressing its consent to:*

- a) *the purchase and sale of real estate, of perpetual usufruct or of a stake in real estate (this does not require a resolution of the General Meeting);*
 - b) *the granting of guarantees and loans to commercial entities in which the Company owns less than 1/3 of the voting rights at the General Meeting of such entities;*
 - c) *establishing and acceding to commercial partnerships and companies;*
 - d) *disposing of shares in subsidiaries of the Company;*
 - e) *establishing branches, companies, representative offices and other organizational or economic entities abroad;*
 - f) *obtaining or acquiring shares of another Company;*
 - g) *the establishment and liquidation of foundations;*
- 14) *appointing and recalling members of the Management Board, with due regard being given to § 12 of the Statutes of the Company,*
- 15) *expressing an opinion on investments by the Company in tangible assets, which meet one of the following conditions: a) investments having a value of more than 10% of the budget for expenditures on investments in tangible assets of the Company for a given financial year; b) investments of more than 5% of the budget for expenditures on investments in tangible assets of the Company for a given financial year, if the investment does not meet the criteria for planned effectiveness in comparison to the accepted rate of return on equity in the Company.*
- 16) *determining the manner of voting by a representative of KGHM Polska Miedź S.A. at the General Meetings of companies in respect of which the Company is a parent entity pursuant to art. 4 point 3 of the Act of 16 February 2007 on competition and consumer protection (Journal of Laws from 2017 item 229), regarding:*
- a) *the founding by a company of another company;*
 - b) *amendments in the statutes or articles of association and in the subject of a company's activities;*
 - c) *the merger, transformation, splitting, dissolution and liquidation of a company;*
 - d) *increasing or decreasing a company's share capital;*
 - e) *the disposal and lease of an enterprise or of an organised part thereof, as well as the attachment of limited property rights to same;*
 - f) *the retirement of shares;*
 - g) *setting the remuneration of members of the management boards and supervisory boards;*
 - h) *decisions relating to claims for redress of damage suffered during the founding of the company, or from management or supervisory activities;*
 - i) *regarding issues referred to in art. 17 of the Act of 16 December 2016 on the principles of state assets management (Journal of Laws from 2016 item 2259), with due regard to § 34 sec. 4.*
- 17) *providing an opinion on the report prepared by the Management Board on representation expenses, expenses incurred on legal services, marketing services, public*

- relations services and social communication services, and advisory services associated with management,*
- 18) providing an opinion on the principles regulating sponsoring activities and evaluating the effectiveness of the Company's sponsoring activities,*
 - 19) providing an opinion on changes in the principles of disposing of non-current assets, referred to in § 331,*
 - 20) approving the Group's remuneration policy, and*
 - 21) acceptance of a uniform text of the Company Statutes, prepared by the Management Board."*

New proposed wording:

"2. In addition to matters provided for by these Statutes, the following in particular shall be the responsibility of the Supervisory Board:

- 1) preparing annual reports on the remuneration of members of the Management Board and the Supervisory Board,*
- 2) preparing and submitting to the Ordinary General Meeting for its approval an annual written report for the previous financial year (report of the Supervisory Board),*
- 3) reviewing the evaluation submitted to the Supervisory Board on the effectiveness of the internal control, risk management and compliance systems and of the internal audit function, and the report of the Management Board in this regard.*
- 4) evaluating the separate and consolidated financial statements and the report of the Management Board on the activity of the Company and the Group for the given financial year,*
- 5) evaluating the proposals of the Management Board with respect to the allocation of profits or coverage of losses,*
- 6) submitting to the General Meeting an annual written report on the results of the evaluations indicated in points 4 and 5,*
- 7) submitting to the General Meeting annual requests for approval the performance of duties of the Management Board's members,*
- 8) auditing and controlling the activity and financial condition of the Company,*
- 9) choosing an auditing firm to conduct audits of the reports mentioned in point 1 as well as attestation of the sustainability reporting,*
- 10) suspending from their duties for important reasons some or all of the members of the Management Board,*
- 11) delegating a member or members of the Supervisory Board to temporarily perform the duties of members of the Management Board who are unable to carry out their duties,*
- 12) setting the remuneration of members of the Management Board and other conditions of management services contracts, based on principles for setting the remuneration of members of the Management Board adopted by the General Meeting, with due regard*

- to the Act of 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies,*
- 13) approving the Bylaws of the Management Board,*
 - 14) approving the Company's annual and long-term plans of activity,*
 - 15) stating its opinion on any request of the Management Board addressed to the General Meeting,*
 - 16) expressing its consent to:*
 - a) the purchase and sale of real estate, of perpetual usufruct or of a stake in real estate (this does not require a resolution of the General Meeting);*
 - b) the granting of guarantees and loans to commercial entities in which the Company owns less than 1/3 of the voting rights at the General Meeting/Shareholder Meeting of such entities;*
 - c) establishing and acceding to commercial partnerships and companies;*
 - d) disposing of shares in subsidiaries of the Company;*
 - e) establishing branches, companies, representative offices and other organizational or economic entities abroad;*
 - f) obtaining or acquiring shares of another Company;*
 - g) the establishment and liquidation of foundations;*
 - 17) appointing and recalling members of the Management Board, with due regard being given to § 12 of the Statutes of the Company,*
 - 18) expressing an opinion on investments by the Company in fixed assets, which meet one of the following conditions:*
 - a) investments having a value of more than 10% of the budget for expenditures on investments in fixed assets of the Company for a given financial year;*
 - b) investments of more than 5% of the budget for expenditures on investments in fixed assets of the Company for a given financial year, if the investment does not meet the criteria for planned effectiveness in comparison to the accepted rate of return on equity in the Company.*
 - 19) expressing consent as regards determining the manner of voting by a representative of KGHM Polska Miedź S.A. at the Ordinary/Extraordinary General Meetings/Shareholder Meetings of companies in respect of which the Company is a parent entity pursuant to art. 4 point 3 of the Act dated 16 February 2007 on competition and consumer protection, regarding:*
 - a) the founding by a company of another company;*
 - b) amendments in the statutes or articles of association and in the subject of a company's activities;*
 - c) the merger, transformation, splitting, dissolution and liquidation of a company;*
 - d) increasing or decreasing a company's share capital;*
 - e) the disposal and lease of a company or of an organised part thereof, as well as the attachment of limited property rights to same;*

- f) the redemption of shares;*
 - g) setting the remuneration of members of Management Boards and supervisory boards;*
 - h) decisions relating to claims for redress of damage suffered during the founding of a company, or from management or supervisory activities;*
 - i) regarding issues referred to in art. 17 of the Act dated 16 December 2016 on the principles of state assets management, with due regard to § 34 sec. 4.*
- 20) providing an opinion on the report prepared by the Management Board on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management,*
 - 21) providing an opinion on the principles regulating sponsoring activities and evaluating the effectiveness of the Company's sponsoring activities,*
 - 22) providing an opinion on changes in the principles of disposing of non-current assets, referred to in § 33¹,*
 - 23) approving a group's remuneration policy, and*
 - 24) acceptance of a uniform text of the Company Statutes, prepared by the Management Board."*

**Resolution No. ____/2025
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated ____ June 2025**

**regarding: introduction of amendments to the Statutes of the Company
regarding the General Meeting**

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 KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, resolves as follows:

§ 1

The following amendments are made to the "Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin" (hereafter: "Statutes"):

1) § 23 of the Statutes receives the following wording:

- "1. The General Meeting may adopt resolutions only on items included on the agenda, subject to any exceptions provided for by law.*
- 2. The agenda shall be determined by the Management Board, subject to any exceptions provided for by law.*
- 3. The State Treasury may convene an Ordinary General Meeting if the Management Board did not convene it within the statutory timeframe and an Extraordinary General Meeting if it considers its convening as warranted.*
- 4. The Supervisory Board and shareholders representing at least 1/20 of the share capital may request the inclusion of certain items on the agenda at the next General Meeting.*
- 5. The request of a shareholder regarding removal of an item from the agenda or failure to consider an issue placed on the agenda, shall be submitted to a vote, but does not require the adoption of a resolution of the General Meeting."*

2) § 26 sec. 1 of the Statutes receives the following wording:

- "1. Resolutions of the General Meeting shall be adopted by an absolute majority of votes cast unless legal provisions or these Statutes provide otherwise."*

3) § 27 sec. 1 of the Statutes receives the following wording:

- "1. Voting shall be open. Secret ballots shall be ordered for elections and on motions for the dismissal of members of the bodies of the Company or liquidators of the Company, or for calling them to account, as well as in personal matters. In addition,*

secret ballots shall be ruled at the request of at least one shareholder present or represented at the General Meeting. The General Meeting may adopt a resolution on suspending secret voting in matters involving the election of a committee appointed by the general meeting."

4) **§ 28 of the Statutes receives the following wording:**

- "1. The General Meeting shall be opened by the Chairperson of the Supervisory Board or his/her Deputy, after which a chairperson shall be elected from among persons authorised to vote.*
- 2. The General Meeting shall adopt bylaws setting forth in detail the procedure in which meetings are to be conducted. The resolution of the General Meeting requires a 3/4 majority of votes cast.*
- 3. Members of the Supervisory Board and members of the Management Board shall be present during the General Meeting, in a composition which enables them to address the items being addressed by the General Meeting and to provide substantive answers to questions asked during the General Meeting.*
- 4. The members of the Management Board present at the Ordinary General Meeting shall present the participants of the General Meeting with the financial results of the Company as well as other important information, including nonfinancial information, contained in the financial statements subject to approval by the General Meeting. The members of the Management Board present at the General Meeting shall discuss the important events which occurred during the past financial year, shall compare the data presented with those of prior years and shall indicate the degree of achievement of the plans of the past year.*
- 5. The Management Board is obligated to ensure the presence of the certified auditor at those General Meetings whose agenda includes a review of Company financial matters."*

5) **§ 29 of the Statutes receives the following wording:**

"1. The following are the responsibilities of the General Meeting:

- 1) reviewing and approving the report of the Management Board on the Company's activities and the financial statements, including the consolidated financial statements of the Group of the Company, for the prior financial year,*
- 2) adopting resolutions on allocation of profits or coverage of losses,*
- 3) approving the performance of duties of members of the bodies of the Company,*
- 4) changing the subject of the Company's activity,*
- 5) amending the Company Statutes,*
- 6) increasing or decreasing the share capital,*
- 7) the manner and conditions for redeeming shares,*
- 8) merging, splitting and transforming the Company,*
- 9) dissolving and liquidating the Company,*

- 10) *issuing convertible bonds or senior bonds,*
 - 11) *consenting to the disposal and lease of a company or of an organised part thereof, as well as the attachment of limited property rights to same,*
 - 12) *all decisions relating to claims for redress of damage suffered during the establishment of the Company, or from management or supervisory activities,*
 - 13) *purchase of the Company's own shares, which are to be offered to employees or persons who were employed by the Company or by related companies for a period of at least three years,*
 - 14) *setting the principles for shaping the remuneration of members of the Supervisory Board in accordance with the Act dated 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies,*
 - 15) *setting the principles for shaping the remuneration of members of the Management Board in accordance with the Act dated 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies,*
 - 16) *adoption of the policy of remuneration of members of the Management Board and Supervisory Board in accordance with the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies,*
 - 17) *apart from the matters referred to in sec. 1, resolutions of the General Meeting are required for matters specified in the Commercial Partnerships and Companies Code as well as in the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies.*
2. *With the exception of the responsibilities referred to in sec. 1, point 3 and points 14 and 15, the General Meeting shall carry out the responsibilities referred to in sec. 1 at the request of the Management Board of the Company submitted together with the report or written opinion of the Supervisory Board. The opinion of the Management Board and Supervisory Board should be obtained regarding any request from shareholders in these matters. The absence of the opinion of the Management Board or Supervisory Board shall not prevent a matter from being examined.*
 3. *The matters set forth in sec. 1 points 6, 8 and 13 require a resolution of the General Meeting adopted by a 3/4 majority of votes cast."*
- 6) **§ 33¹ of the Statutes receives the following wording:**
- "The General Meeting shall define, by way of resolutions, principles for disposing of components of fixed assets with a value exceeding 0.1% of total assets as defined in the Act dated 29 September 1994 on accounting, determined based on the most recently approved financial statements, unless the value of the assets disposed of does not exceed PLN 20 000."*

7) **§ 35 sec. 4 of the Statutes receives the following wording:**

"4. The rights date for dividends and the date for payment of dividends shall be set by the General Meeting and announced by the Management Board. Payment of dividends should be made no later than within two months of the date the resolution on allocation of profits is adopted."

§ 2

The Supervisory Board of KGHM Polska Miedź S.A. is hereby authorised to introduce into the text of the Statutes the following editorial changes:

- 1) the introduction of continuous numeration of editorial units of the Statutes and their consistent form,
- 2) coordinating internal references in connection with amendments in the numbering of editorial units of the Statutes,
- 3) standardizing the spelling of the same words used in the text of the Statutes by spelling the same words in each case in a uniform manner,
- 4) elimination of editorial units whose content was removed during prior amendments of the Statutes.

§ 3

This resolution comes into force at the moment of its adoption, with effect from the date of entry of changes in the register of entrepreneurs of the National Court Register.

Justification

The resolution proposed by the State Treasury as Shareholder regarding amendments to the wording of the Statutes, as an internal act regulating the functioning of the Company, involves adapting its wording to amended regulations. The amendments in question are primarily of a clarifying, editorial and organisational nature and refer to provisions regarding the General Meeting.

The proposed amendment introduced in § 33¹ of the Statutes of the Company results from the adoption of resolution No. 9/2019 dated 19 December 2019 regarding *principles and procedures for disposal of non-current assets* by the Extraordinary General Meeting of the Company on defining and detailing the aforementioned principles..

Re 1)

An amendment to § 23 of the Statutes by giving it a new wording

Current wording:

"§23.

1. *The General Meeting may adopt resolutions only on items included on the agenda, subject to any exceptions provided for by law.*

2. *The items on the agenda shall be determined by the Management Board, subject to any exceptions provided for by law.*
- 2¹. *The State Treasury may convene an Ordinary General Meeting if the Management Board did not convene it within the statutory timeframe and an Extraordinary General Meeting if it considers its convening as warranted.*
3. *The Supervisory Board and shareholders representing at least 1/20 of the share capital may request the inclusion of certain items on the agenda at the next General Meeting.*
4. *removed*
5. *Removal of an item from the agenda or failure to consider an issue placed on the agenda at the request of the shareholders requires the passage of a resolution of the General Meeting, following the earlier-expressed approval of all shareholders present who had put forward the said resolution, and supported by at least 75% of the votes cast at the General Meeting."*

New proposed wording:

"§23.

1. *The General Meeting may adopt resolutions only on items included on the agenda, subject to any exceptions provided for by law.*
2. *The agenda shall be determined by the Management Board, subject to any exceptions provided for by law.*
3. *The State Treasury may convene an Ordinary General Meeting if the Management Board did not convene it within the statutory timeframe and an Extraordinary General Meeting if it considers its convening as warranted.*
4. *The Supervisory Board and shareholders representing at least 1/20 of the share capital may request the inclusion of certain items on the agenda at the next General Meeting.*
5. *The request of a shareholder regarding removal of an item from the agenda or failure to consider an issue placed on the agenda, shall be submitted to a vote, but does not require the adoption of a resolution of the General Meeting."*

Re 2)

An amendment to §26 sec. 1 of the Statutes by giving it a new wording

Current wording:

"1. Resolutions of the General Meeting shall be adopted by an ordinary majority of votes cast unless legal provisions or these Statutes provide otherwise."

New proposed wording:

"1. Resolutions of the General Meeting shall be adopted by an absolute majority of votes cast unless legal provisions or these Statutes provide otherwise."

Re 3)

An amendment to §27 sec. 1 of the Statutes by giving it a new wording

Current wording:

"1. Voting shall be open. Secret ballots shall be ordered for elections and on motions for the recall, suspension of duties, or lifting of such suspension, of members of the bodies of the Company or liquidators of the Company, or for calling them to account, as well as in personal matters. In addition, secret ballots shall be ruled at the request of at least one person of those present authorised to vote."

New, proposed wording:

"1. Voting shall be open. Secret ballots shall be ordered for elections and on motions for the dismissal of members of the bodies of the Company or liquidators of the Company, or for calling them to account, as well as in personal matters. In addition, secret ballots shall be ruled at the request of at least one shareholder present or represented at the General Meeting. The General Meeting may adopt a resolution on suspending secret voting in matters involving the election of a committee appointed by the general meeting."

Re 4)

An amendment to §28 of the Statutes by giving it a new wording

Current wording:**"§28.**

- 1. The General Meeting shall be opened by the Chairman of the Supervisory Board or his deputy, after which a chairman shall be elected from among persons authorised to vote.*
- 2. The General Meeting shall adopt a bylaw setting forth in detail the procedure in which meetings are to be conducted. The resolution of the General Meeting requires a 3/4 majority of votes cast.*
- 3. Members of the Supervisory Board and members of the Management Board should be present during the General Meeting. This does not include General Meetings whose agendas contain matters which do not require that all members of the Supervisory Board, or all members of the Management Board, be present in order for the General Meeting to be able to discuss them.*
- 4. The Management Board of the Company is obligated to insure the presence of the Company auditor at those General Meetings whose agenda includes a review of Company financial matters."*

New proposed wording:**"§28.**

- "1. The General Meeting shall be opened by the Chairperson of the Supervisory Board or his/her Deputy, after which a chairperson shall be elected from among persons authorised to vote.*

2. *The General Meeting shall adopt bylaws setting forth in detail the procedure in which meetings are to be conducted. The resolution of the General Meeting requires a 3/4 majority of votes cast.*
3. *Members of the Supervisory Board and members of the Management Board shall be present during the General Meeting, in a composition which enables them to address the items being addressed by the General Meeting and to provide substantive answers to questions asked during the General Meeting.*
4. *The members of the Management Board present at the Ordinary General Meeting shall present the participants of the General Meeting with the financial results of the Company as well as other important information, including nonfinancial information, contained in the financial statements subject to approval by the General Meeting. The members of the Management Board present at the General Meeting shall discuss the important events which occurred during the past financial year, shall compare the data presented with those of prior years and shall indicate the degree of achievement of the plans of the past year.*
5. *The Management Board is obligated to ensure the presence of the certified auditor at those General Meetings whose agenda includes a review of Company financial matters."*

Re 5)

An amendment to §29 of the Statutes by giving it a new wording

Current wording:

"§29.

1. *The following are the responsibilities of the General Meeting:*
 - 1) *examining and approving the report of the Management Board on the Company's activity and the financial statements, including the consolidated financial report of the Capital Group of the Company, for the prior financial year,*
 - 2) *adopting resolutions on distribution of profits or coverage of losses,*
 - 3) *acknowledging fulfilment of duties performed by members of the bodies of the Company,*
 - 4) *changing the subject of the Company's activity,*
 - 5) *amending the Company Statutes,*
 - 6) *increasing or decreasing the share capital,*
 - 7) *the manner and conditions for retiring shares,*
 - 8) *merging, splitting and transforming the Company,*
 - 9) *dissolving and liquidating the Company,*
 - 10) *issuing convertible bonds or senior bonds,*

- 11) *consenting to the disposal and lease of an enterprise or of an organised part thereof, as well as the attachment of limited property rights to same,*
 - 12) *all decisions relating to claims for redress of damage suffered during the establishment of the Company, or from management or supervisory activities,*
 - 13) *purchase of the Company's own shares, which are to be offered to employees or persons who were employed by the Company or by related companies for a period of at least three years,*
 - 14) *establishing principles for the compensation of members of the Supervisory Board,*
 - 15) *setting the principles of remuneration of Members of the Management Board.*
2. *Apart from the matters referred to in section 1, resolutions of the General Meeting are required for matters specified in the Commercial Partnerships and Companies Code.*
 3. *With the exception of the responsibilities referred to in section 1, point 3 and point 14 and point 15, the General Meeting shall carry out the responsibilities referred to in point 1 at the request of the Management Board submitted together with the report or written opinion of the Supervisory Board. The opinion of the Management Board and Supervisory Board should be obtained regarding any request from shareholders in these matters. The absence of the opinion of the Management Board and Supervisory Board shall not prevent a matter from being examined.*
 4. *The matters set forth in sec. 1 points 6), 8) and 13) require a resolution of the General Meeting adopted by a 3/4 majority of votes cast."*

New proposed wording:

"§29.

1. The following are the responsibilities of the General Meeting:

- 1) *reviewing and approving the report of the Management Board on the Company's activities and the financial statements, including the consolidated financial statements of the Group of the Company, for the prior financial year,*
- 2) *adopting resolutions on allocation of profits or coverage of losses,*
- 3) *approving the performance of duties of members of the bodies of the Company,*
- 4) *changing the subject of the Company's activity,*
- 5) *amending the Company Statutes,*
- 6) *increasing or decreasing the share capital,*
- 7) *the manner and conditions for redeeming shares,*
- 8) *merging, splitting and transforming the Company,*
- 9) *dissolving and liquidating the Company,*
- 10) *issuing convertible bonds or senior bonds,*
- 11) *consenting to the disposal and lease of a company or of an organised part thereof, as well as the attachment of limited property rights to same,*

- 12) *all decisions relating to claims for redress of damage suffered during the establishment of the Company, or from management or supervisory activities,*
 - 13) *purchase of the Company's own shares, which are to be offered to employees or persons who were employed by the Company or by related companies for a period of at least three years,*
 - 14) *setting the principles for shaping the remuneration of members of the Supervisory Board in accordance with the Act dated 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies,*
 - 15) *setting the principles for shaping the remuneration of members of the Management Board in accordance with the Act dated 9 June 2016 on the principles of setting the remuneration of individuals managing certain companies,*
 - 16) *adoption of the policy of remuneration of members of the Management Board and Supervisory Board in accordance with the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies,*
 - 17) *apart from the matters referred to in sec. 1, resolutions of the General Meeting are required for matters specified in the Commercial Partnerships and Companies Code as well as in the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies.*
2. *With the exception of the responsibilities referred to in sec. 1, point 3 and points 14 and 15, the General Meeting shall carry out the responsibilities referred to in sec. 1 at the request of the Management Board of the Company submitted together with the report or written opinion of the Supervisory Board. The opinion of the Management Board and Supervisory Board should be obtained regarding any request from shareholders in these matters. The absence of the opinion of the Management Board or Supervisory Board shall not prevent a matter from being examined.*
 3. *The matters set forth in sec. 1 points 6, 8 and 13 require a resolution of the General Meeting adopted by a 3/4 majority of votes cast."*

Re 6)

An amendment to §33¹ of the Statutes by giving it a new wording

Current wording:

"§33¹.

1. *The disposal by the Company of non-current assets, as defined in the Act of 29 September 1994 on accounting, with a value exceeding 0.1% of total assets, determined based on the most recently approved financial statements, shall be carried out by way of a tender, unless the value of the assets disposed of does not exceed PLN 20 000.*
2. *The Company may dispose of non-current assets without carrying out a tender, if:*
 - 1) *the subject of the agreement are shares or other non-current financial assets or licenses, patents or other industrial copyrights or know-how, if a resolution of the*

Supervisory Board sets the conditions and the terms of sale other than by a public tender,

- 2) disposal is made as part of liquidation proceedings, on terms set by a resolution of the General Meeting with due regard to individual provisions,*
 - 3) the subject of the disposal is housing owned by the company, and sale is made for a price not lower than 50 % of its market value, to a tenant or to a person closely related to and permanently cohabiting with said tenant pursuant to art. 4 point 13 of the Act of 21 August 1997 on property management; the price shall be set with due regard to the fact that the subject of the sale is occupied housing; the value of improvements carried out by the tenant shall be counted against the price of the housing,*
 - 4) in other justified instances, at the request of the Management Board, for the price and on terms set by a resolution of the Supervisory Board,*
 - 5) disposal is made to subsidiaries,*
 - 6) the subject of the disposal are rights to the emission of CO₂ and their equivalents.*
- 3. Non-current assets shall be disposed of using the following procedure:*
- 1) An announcement of a tender shall be placed in the Public Information Bulletin on the official website of the Minister of Energy, on the website of the Company, in a visible, publically-available place at the Company's head office and in other places which are customarily used for such announcements.*
 - 2) The tender may be held no sooner than 14 days from the date the tender is announced.*
 - 3) The following may not participate as bidders:*
 - a) Members of the Company's Management Board and Supervisory Board;*
 - b) the business entity conducting the tender and Members of its Management Board and Supervisory Board;*
 - c) persons responsible for handling the tender process;*
 - d) spouses, children, parents and siblings of the persons mentioned in points a)-c);*
 - e) persons who are in such a legal or factual relationship with the person conducting the tender, that legitimate doubts could be raised as to the impartiality of the person conducting the tender.*
 - 4) A condition for participating in the tender shall be a security deposit of at least 5% of the asking price of the non-current assets being sold. The rules referred to in sec. 8 may call for a higher security deposit,*
 - 5) Prior to the tender the Company shall set an asking price which may not be lower than the market value set by experts; if this value cannot be determined, the price may not be lower than the net carrying amount.*
 - 6) The Company may refrain from estimating the value of the non-current assets by the expert if:*

- a) *the cost of the estimation clearly exceeds the asset's market value;*
- b) *the non-current asset has a set market price.*
- 7) *The tender shall be carried out by:*
 - a) *an oral tender;*
 - b) *a written tender.*
- 8) *The rules setting forth the principles and manner of conducting the tender, the wording of the announcement of the tender, the form of the tender and the conditions of the tender shall be set by the Company.*
- 9) *The organisers of the tender retain the right to terminate the tender without selecting any of the bids, without providing reasons thereto.*
- 10) *The tender shall be won by the bidder offering the highest price."*

New proposed wording:

"§33¹.

The General Meeting shall define, by way of resolutions, principles for disposing of components of fixed assets with a value exceeding 0.1% of total assets as defined in the Act dated 29 September 1994 on accounting, determined based on the most recently approved financial statements, unless the value of the assets disposed of does not exceed PLN 20 000."

Re 7)

An amendment to §35 sec. 4 of the Statutes by giving it a new wording

Current wording:

"4. The rights date for dividends and the date for payment of dividends shall be set by the General Meeting and announced by the Management Board of the Company. Payment of dividends should commence within two months of the date the resolution on distribution of profits is adopted."

New proposed wording:

"4. The rights date for dividends and the date for payment of dividends shall be set by the General Meeting and announced by the Management Board. Payment of dividends should be made no later than within two months of the date the resolution on allocation of profits is adopted."

The complete set of proposed resolutions and the form for voting through a proxy, including the changes proposed by the State Treasury as a shareholder of the Company, represented by the authorised proxy of the Minister of State Assets, may be found on the Company's website: www.kghm.com in the section Investors/Corporate Governance/General Meeting

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

Translation from the original Polish version.

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