

Resolution No. 184/XI/2024
of the Management Board of KGHM Polska Miedź S.A.
dated 23 April 2024

regarding: acceptance of the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023

Acting on the basis of § 20 sec. 2 point 1 of the Statutes of KGHM Polska Miedź S.A. with its registered office in Lubin and § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with sections 4 and 15 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the Management Board of KGHM Polska Miedź S.A. resolves as follows:

§ 1

The Management Board of KGHM Polska Miedź S.A. hereby approves the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023, prepared in accordance with the adopted accounting policy, comprised of:

- 1) the Separate statement of profit or loss for the period from 1 January to 31 December 2023 showing a loss for the period in the amount of **PLN 1 153 million**,
- 2) the Separate statement of comprehensive income for the period from 1 January to 31 December 2023 with a loss on total comprehensive income in the amount of **PLN 657 million**,
- 3) the Separate statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2023 by **PLN 498 million**, and cash and cash equivalents as at 31 December 2023 of **PLN 1 481 million**,
- 4) the Separate statement of financial position prepared as at 31 December 2023 showing total assets and total equity and liabilities of **PLN 48 896 million**,
- 5) the Separate statement of changes in equity showing equity as at 31 December 2023 in the amount of **PLN 28 818 million** and a decrease in equity for the period from 1 January to 31 December 2023 by **PLN 857 million**,
- 6) explanatory notes to the separate financial statements.

§ 2

The Management Board of KGHM Polska Miedź S.A. presents to the Supervisory Board the Financial Statements of KGHM Polska Miedź S.A., aforementioned in § 1, for their evaluation by the Supervisory Board.

§ 3

This resolution comes into force upon its adoption.

President of the Management Board
Andrzej Szydło

Vice President of the Management Board
Zbigniew Bryja

Vice President of the Management Board
Piotr Krzyżewski

Vice President of the Management Board
Mirosław Laskowski

Vice President of the Management Board
Piotr Stryczek

appropriate signatures on the original Polish document

Resolution No. 185/XI/2024
of the Management Board of KGHM Polska Miedź S.A. dated 23 April 2024

regarding: acceptance of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2023

Acting on the basis of § 20 sec. 2 point 1 of the Statutes of KGHM Polska Miedź S.A. with its registered office in Lubin and § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with sections 4 and 15 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the Management Board of KGHM Polska Miedź S.A. resolves as follows:

§ 1

The Management Board of KGHM Polska Miedź S.A., hereby approves the Consolidated Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023, prepared in accordance with the adopted accounting policy, comprised of:

- 1) the Consolidated statement of profit or loss for the period from 1 January to 31 December 2023 showing a loss for the period in the amount of **PLN 3 691 million**,
- 2) the Consolidated statement of comprehensive income for the period from 1 January to 31 December 2023 with a loss on total comprehensive income of **PLN 3 318 million**,
- 3) the Consolidated statement of cash flows showing an increase in net cash and cash equivalents for the period from 1 January to 31 December 2023 by **PLN 506 million**, and cash and cash equivalents as at 31 December 2023 of **PLN 1 729 million**,
- 4) the Consolidated statement of financial position prepared as at 31 December 2023 showing total assets and total equity and liabilities of **PLN 51 383 million**,
- 5) the Consolidated statement of changes in equity showing equity as at 31 December 2023 in the amount of **PLN 28 630 million** and a decrease in equity for the period from 1 January to 31 December 2023 by **PLN 3 516 million**,
- 6) explanatory notes to the consolidated financial statements.

§ 2

The Management Board presents to the Supervisory Board the Consolidated Financial Statements of KGHM Polska Miedź S.A. Group, aforementioned in § 1, for their evaluation by the Supervisory Board.

§ 3

This resolution comes into force upon its adoption.

President of the Management Board
Andrzej Szydło

Vice President of the Management Board
Zbigniew Bryja

Vice President of the Management Board
Piotr Krzyżewski

Vice President of the Management Board
Mirosław Laskowski

Vice President of the Management Board
Piotr Stryczek

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Resolution No. 186/XI/2024
of the Management Board of KGHM Polska Miedź S.A. dated 23 April 2024

**regarding: approval of the Management Board's Report on the activities of
KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2023**

Acting on the basis of § 20 sec. 2 point 1 of the Statutes of KGHM Polska Miedź S.A. with its registered office in Lubin and § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with sections 4 and 15 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the Management Board of KGHM Polska Miedź S.A. resolves as follows:

§ 1

The Management Board of KGHM Polska Miedź S.A. accepts the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2023 including the Non-Financial Report of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group for 2023.

§ 2

The Management Board presents to the Supervisory Board the report aforementioned in § 1 for its evaluation by the Supervisory Board.

§ 3

This resolution comes into force upon its adoption.

President of the Management Board
Andrzej Szydło

Vice President of the Management Board
Zbigniew Bryja

Vice President of the Management Board
Piotr Krzyżewski

Vice President of the Management Board
Mirosław Laskowski

Vice President of the Management Board
Piotr Stryczek

appropriate signatures on the original Polish document

Resolution No. 190/XI/2024
of the Management Board of KGHM Polska Miedź S.A. dated 30 April 2024

regarding: approval by the Management Board of KGHM Polska Miedź S.A. of the Report on representation expenses, expenses incurred on legal services, marketing services, public relations services, social communication services, and advisory services associated with management for 2023, and its submission to the Supervisory Board of KGHM Polska Miedź S.A.

Acting on the basis of § 34 sec. 3 of the Statutes of KGHM Polska Miedź S.A. with its registered office in Lubin and § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with point 4 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the Management Board of KGHM Polska Miedź S.A. resolves as follows:

§ 1

1. The Management Board of KGHM Polska Miedź S.A. accepts the *Report on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management for 2023*, (hereinafter: the Report) being **an appendix** to this resolution, and presents it to the Supervisory Board of KGHM Polska Miedź S.A. for its opinion.
2. The report includes the total expenditures on representation, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management for 2023, which does not constitute confirmation of the validity and advisability of incurring the expenses described in this Report.
3. The Management Board of KGHM Polska Miedź S.A. resolves to submit the Report to the Ordinary General Meeting, following its prior review by the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

President of the Management Board
Andrzej Szydło

Vice President of the Management Board
Zbigniew Bryja

Vice President of the Management Board
Piotr Krzyżewski

Vice President of the Management Board
Mirosław Laskowski

Vice President of the Management Board
Piotr Stryczek

appropriate signatures on the original Polish document

Resolution No. 214/XI/2024
of the Management Board of KGHM Polska Miedź S.A. dated 8 May 2024

regarding: submission of the proposal of the Management Board of KGHM Polska Miedź S.A. to the Ordinary General Meeting of KGHM Polska Miedź S.A. regarding covering the loss for 2023 and the dividend payout

Acting on the basis of § 20 sec. 2 point 2 of the Statutes of KGHM Polska Miedź S.A. with its registered office in Lubin and § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with points 2 and 4 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the Management Board of KGHM Polska Miedź S.A. resolves as follows:

§ 1

The Management Board of KGHM Polska Miedź S.A. hereby submits a proposal to the Ordinary General Meeting of KGHM Polska Miedź S.A. with the following wording:

*„It is proposed that a resolution be adopted on covering the loss for 2023 in the amount of **PLN 1 153 112 535.90** from the reserve capital of the Company, and to pay out a dividend in the amount of PLN 300 000 000.00 (PLN 1.50 per share) from the Company's reserve capital, in that part arising from prior profit.”*

§ 2

Prior to the presentation of this proposal to the Ordinary General Meeting of KGHM Polska Miedź S.A., the Management Board shall submit this proposal to the Supervisory Board of KGHM Polska Miedź S.A. for its opinion.

§ 3

This resolution comes into force upon its adoption.

President of the Management Board
Andrzej Szydło

Vice President of the Management Board
Zbigniew Bryja

Vice President of the Management Board
Piotr Krzyżewski

Vice President of the Management Board
Mirosław Laskowski

Vice President of the Management Board
Piotr Stryczek

appropriate signatures on the original Polish document

Resolution No. 215/XI/2024
of the Management Board of KGHM Polska Miedź S.A. dated 8 May 2024

regarding: submission of the proposal of the Management Board of KGHM Polska Miedź S.A. to the Ordinary General Meeting of KGHM Polska Miedź S.A. regarding setting the dividend date and its payment date

Acting on the basis of § 20 sec. 2 point 2 of the Statutes of KGHM Polska Miedź S.A. with its registered office in Lubin and § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with points 2 and 4 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the Management Board of KGHM Polska Miedź S.A. resolves as follows:

§ 1

As a result of the proposal of the Management Board of KGHM Polska Miedź S.A. being submitted to the Ordinary General Meeting of KGHM Polska Miedź S.A. regarding setting the dividend date and its payment date, the Management Board of KGHM Polska Miedź S.A. proposes that the Ordinary General Meeting of KGHM Polska Miedź S.A. set the dividend date as **28 June 2024** and the dividend payment date as **16 July 2024**.

§ 2

Prior to the presentation of this proposal to the Ordinary General Meeting of KGHM Polska Miedź S.A., the Management Board shall submit this proposal to the Supervisory Board of KGHM Polska Miedź S.A. for its opinion.

§ 3

This resolution comes into force upon its adoption.

President of the Management Board
Andrzej Szydło

Vice President of the Management Board
Zbigniew Bryja

Vice President of the Management Board
Piotr Krzyżewski

Vice President of the Management Board
Mirosław Laskowski

Vice President of the Management Board
Piotr Stryczek

appropriate signatures on the original Polish document

Resolution No. 213/XI/2024
of the Management Board of KGHM Polska Miedź S.A. dated 7 May 2024

regarding: amendments to the “Remuneration Policy for the Members of the Management and Supervisory Boards of KGHM Polska Miedź S.A.” and its submission to the Supervisory Board of KGHM Polska Miedź S.A.

Acting on the basis of § 4 sec. 2 of the Bylaws of the Management Board of KGHM Polska Miedź S.A. in conjunction with points 3, 4 and 6 of Appendix no. 1 to the Bylaws of the Management Board of KGHM Polska Miedź S.A., the Management Board of KGHM Polska Miedź S.A. resolves as follows:

§ 1

The Management Board of KGHM Polska Miedź S.A. accepts the proposed amendments to the “Remuneration Policy for the Members of the Management and Supervisory Boards of KGHM Polska Miedź S.A.” adopted by Resolution No. 23/2020 of the Ordinary General Meeting of KGHM Polska Miedź S.A. dated 19 June 2020, according to which:

1. in Chapter II. “Definitions and abbreviations” point 12 is added with the following wording:

“12) ESG – sustainable development factors: E – environmental, S – social, G – governance.”

2. in Chapter III. “Objective and scope”:

- a. point 2 is amended, which receives the following wording:

“2. The Remuneration Policy is aimed at advancing achievement of the business strategy of KGHM, including the sustainable development goals (ESG), as well as the Company's long-term interests and stability.”

3. In chapter V. “Remuneration principles and basic information on the principles of entering into contracts with Members of the Management Board”:

- a. point 3, subpoint 2 k) is amended and receives the following wording:

“k) reduced environmental impact, including the advancement of goals set in the Climate Policy;”

- b. in point 3, subpoint 2 l) is added with the following wording:

“l) advancement of goals and impacts related to sustainable development (ESG).”.

- c. point 3, subpoint 4 is amended and receives the following wording:

“4. Criteria determining the granting of the variable components of remuneration as respects the financial and non-financial results (Criteria). The Criteria are defined in each instance by the Supervisory Board when formulating each of the management goals. In particular, potential criteria for sample goals may be as follows:

Goal	Criteria
<i>an increase in the Company's value</i>	<i>an increase in the Company's market capitalisation/equity ratio</i>
<i>achievement of the tasks and initiatives described in the Company's strategy, including in the ESG area</i>	<i>advancement of selected business goals as set forth in the Company's strategy</i>
<i>optimisation of the Company's operating costs</i>	<i>a decrease in specified costs categories in the period/ a decrease in unit production costs</i>
<i>achievement of the EBITDA level set forth in the Budget for a given financial year</i>	<i>achievement of the EBITDA level</i>
<i>maintaining the ratios referred to in borrowing agreements (Net debt/EBITDA ratio)</i>	<i>maintaining the ratios as at the balance sheet date</i>
<i>an increase in profit for the period or EBITDA</i>	<i>an increase by a specified % compared to the prior year.</i>
<i>improvement in occupational health and safety</i>	<i>maintenance of/decrease in the accidents ratio (LTIFR) year on year / achievement of a specified initiative as regards raising the level of occupational health and safety</i>
<i>reduced environmental impact</i>	<i>reducing the emissions of certain substances to the environment/reducing emission charges</i>

d. point 5, subpoint 5.1) is amended and receives the following wording:

"1) The management goals and the criteria for achieving these goals, as regards the financial and non-financial results being the basis for setting Variable Remuneration, are defined by the Supervisory Board in such a way as to support the advancement of the strategy of the KGHM Group. In particular, they should be related to the strategic goals within individual strategic pillars/areas, including key performance indicators associated with them."

e. point 5, subpoint 5.2 c) is amended and receives the following wording:

"c) lead to the proper assessment of risks by the Members of the Management Board, including the assessment of risks, opportunities and impacts of the Company associated with ESG,"

f. point 8, subpoint 10) is amended and receives the following wording:

"10) The Supervisory Board may enter into a non-competition contract with a Member of the Management Board which would come into force upon termination of service, with the proviso that the non-competition clause is in effect only if the Member of the Management Board serves in the function on the Management Board for a period of at least 6 (six) months".

§ 2

The Management Board of KGHM Polska Miedź S.A. resolves to adopt a **uniform text** of the "*Remuneration Policy of the Members of the Management and Supervisory Boards of KGHM Polska Miedź S.A.*", adopted by Resolution No. 23/2020 of the Ordinary General Meeting of KGHM Polska Miedź S.A. dated 19 June 2020, which includes amendments set forth in § 1, which is an **appendix** to this Resolution.

§ 3

The Management Board of KGHM Polska Miedź S.A. submits to the Supervisory Board of KGHM Polska Miedź S.A. the "*Remuneration Policy of the Members of the Management and Supervisory Boards of KGHM Polska Miedź S.A.*" for its consideration and opinion by the Ordinary General Meeting of KGHM Polska Miedź S.A.

§ 4

This resolution comes into force upon its adoption.

President of the Management Board

Andrzej Szydło

Vice President of the Management Board

Zbigniew Bryja

Vice President of the Management Board

Piotr Krzyżewski

Vice President of the Management Board

Mirosław Laskowski

Vice President of the Management Board

Piotr Stryczek

appropriate signatures on the original Polish document