

FORM
FOR VOTING THROUGH A PROXY

Use of this form is solely within the prerogative of the shareholder and is not a prerequisite for voting by a proxy. This form contains instructions for the casting of votes by a proxy, and does not supersede the proxy authority granted to a proxy by a shareholder.

The shareholder indicates his instructions by placing an „X” in the appropriate box. If the box marked „Other” is filled in, the shareholder should provide instructions as to the manner of voting by the proxy.

In a case where the shareholder decides to cast their votes in a non-unified manner, the shareholder is requested to indicate in the box provided the number of shares for which the proxy is to cast a vote of „for”, „against” or „abstain”. If no such number is indicated, it will be assumed that the proxy is authorised to vote all of the shares owned by the shareholder in the prescribed manner.

It should be noted that the proposed resolutions included in these instructions may differ from the proposed resolutions voted on at the Ordinary General Meeting. In such a case, in order to avoid doubt as to the manner of voting by the proxy, it is recommended that in the box marked „Other” the manner in which the proxy should act in this situation be described.

The Company also wishes to add that it will not verify whether the manner of voting of a proxy is consistent with the instructions of the shareholder. Consequently, voting instructions need not be provided to the Company.

TO: _____
(name / proxy firm)

SHAREHOLDER _____
(name / shareholder's firm)

**FORM
FOR VOTING THROUGH A PROXY**

The Ordinary General Meeting of KGHM Polska Miedź S.A. with its registered head office in Lubin convened for 7 June 2024, at 11 AM, in Lubin, ul. Marii Skłodowskiej-Curie 48 in Jan Wyżykowski Hall.

1. Point 2 of the agenda.

Proposed resolution

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

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

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

§ 1

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

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

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 Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023,
 - b) the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2023, 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 2023.
6. Review of the proposal of the Management Board of KGHM Polska Miedź S.A. on covering the loss for 2023 and on dividend payout, and also on setting the dividend date and the dividend payment date.
7. Presentation of a Report on representation expenses, expenses incurred on legal services, marketing services, public relations services and social communication services, and advisory services associated with management in 2023 – and the opinion of the Supervisory Board of KGHM Polska Miedź S.A.
8. Review of the Report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the financial statements of KGHM Polska Miedź S.A. for 2023, the consolidated financial statements of the KGHM Polska Miedź S.A. Group for 2023 and the Management Board's report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2023
9. Review of the Report of the Supervisory Board on the results of its evaluation of the proposal of the Management Board of KGHM Polska Miedź S.A. regarding the covering of loss for 2023 and dividend payout.
10. Presentation by the Supervisory Board of:

- a) an Assessment of the company's standing for 2023 on a consolidated basis, with an evaluation of the internal control, risk management and compliance systems and of the internal audit function, with information on the actions taken by the Supervisory Board of KGHM Polska Miedź S.A. to perform this assessment,
- b) a Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2023,
- c) a Report on the remuneration of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2023.

11. Adoption of resolutions on:

- a) approval of the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023,
- b) approval of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2023,
- 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 2023,
- d) covering the loss for 2023,
- e) dividend payout from prior years' profit, setting the dividend date and the dividend payment date
- f) approval of the Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2023,
- g) issuing an opinion on the report on the remuneration of Members of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2023.

12. Adoption of resolutions on approval of the performance of duties of individual Members of the Management Board of KGHM Polska Miedź S.A. for 2023.

13. Adoption of resolutions on approval of the performance of duties of individual Members of the Supervisory Board of KGHM Polska Miedź S.A. for 2023.

14. 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."

15. Changes in the composition of the Supervisory Board of the Company.

16. Closing of the General Meeting.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
	<input type="checkbox"/> Objections raised		
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

3. Point 11a of the agenda.

Proposed resolution

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

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

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023, and after its review, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Financial Statements of KGHM Polska Miedź S.A. for the financial year ended 31 December 2023, consisting 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 total comprehensive loss 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

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

4. Point 11b of the agenda.

Proposed resolution

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

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

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2023, and after its review, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Consolidated Financial Statements of the KGHM Polska Miedź S.A. Group for the financial year ended 31 December 2023, consisting 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 total comprehensive loss 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

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 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**

The Ordinary General Meeting of KGHM Polska Miedź S.A., with due regard being given to the report of the Supervisory Board of KGHM Polska Miedź S.A. on the results of its evaluation of the Management Board’s Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2023, resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Management Board’s Report on the activities of KGHM Polska Miedź S.A. and the KGHM Polska Miedź S.A. Group in 2023.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy’s discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: covering the loss for 2023

The Ordinary General Meeting of KGHM Polska Miedź S.A. following the review of the proposal of the Management Board of KGHM Polska Miedź S.A. on covering the loss for 2023 and after the earlier review of the assessment of the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby resolves to cover the loss for 2023 of KGHM Polska Miedź S.A. in the amount of **PLN 1 153 112 535.90** from the reserve capital of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: dividend payout from prior years' profit, setting the dividend date and the dividend payment date.

The Ordinary General Meeting of KGHM Polska Miedź S.A. following the review of the proposal of the Management Board of KGHM Polska Miedź S.A. on dividend payout from prior years' profit and after the earlier review of the assessment of the Supervisory Board of KGHM Polska Miedź S.A., resolves the following:

§ 1

1. The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby resolves that a dividend for 2023 will be paid out to shareholders in the amount of PLN 300 000 000.00, representing PLN 1.50 per share.
2. Dividend for 2023 will be paid out from prior years' profit of KGHM Polska Miedź S.A.

§ 2

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

- 1) a dividend date at 28 June 2024,
- 2) a dividend payment date at 16 July 2024.

§ 3

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. approves the Report of the Supervisory Board of KGHM Polska Miedź S.A. for 2023.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: opinion of the General Meeting of KGHM Polska Miedź S.A. on the report on the remuneration of Members of the Management Board and Supervisory Board of KGHM Polska Miedź S.A. for 2023

The Ordinary General Meeting of KGHM Polska Miedź S.A., acting on the basis of art. 90g sec. 6 of the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies (hereinafter: "Act") and art. 395 § 2¹ of the Commercial Partnerships and Companies Code, following the review of the report on the remuneration of Members of the Management Board and Supervisory Board of KGHM Polska Miedź S.A., prepared by the Supervisory Board of KGHM Polska Miedź S.A. for 2023 (hereinafter: "Report") and reviewed by a certified auditor - PricewaterhouseCoopers Polska Spółka z ograniczoną odpowiedzialnością Audyt Spółka Komandytowa, resolves the following:

§ 1

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

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Mirosław Kidoń for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Mirosław Kidoń - a Member of the Management Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Marek Pietrzak for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Marek Pietrzak - a Member of the Management Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Marek Świder for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Marek Świder - a Member of the Management Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Mateusz Wodejko for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Mateusz Wodejko - a Member of the Management Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Tomasz Zdzikot for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Tomasz Zdzikot - a Member of the Management Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Józef Czyczerski for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Józef Czyczerski – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Przemysław Darowski for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Przemysław Darowski – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Andrzej Kisielewicz for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Andrzej Kisielewicz – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Katarzyna Krupa for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Katarzyna Krupa – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Bogusław Szarek for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Bogusław Szarek – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

**regarding: approval of the performance of duties of Agnieszka Winnik-Kalemba
for 2023**

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Agnieszka Winnik-Kalemba – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Marek Wojtków for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Marek Wojtków – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Wojciech Zarzycki for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Wojciech Zarzycki – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
	<input type="checkbox"/> Objections raised		
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Radosław Zimroz for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Radosław Zimroz – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
	<input type="checkbox"/> Objections raised		
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

24. Point 13 of the agenda.

Proposed resolution

**Resolution No. ____/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: approval of the performance of duties of Piotr Ziubroniewicz for 2023

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

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. hereby approves the performance of duties for 2023 of Piotr Ziubroniewicz – a Member of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

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

The Ordinary General Meeting of KGHM Polska Miedź S.A., acting on the basis of art. 90d sec. 1 and 90e sec. 4 of the Act dated 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organised trading, and on public companies, resolves the following:

§ 1

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

- 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 the sustainable development (ESG).”.

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

“4. The description of 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 Ordinary General Meeting 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.”, which includes amendments set forth in § 1, which is an **appendix** to this Resolution.

§ 3

This Resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: dismissal of a Member of the Supervisory Board of KGHM Polska Miedź S.A. with its registered head office in Lubin

Acting on the basis of art. 385 § 1 of the Commercial Partnerships and Companies Code and § 16 sec. 2 of the Statutes of KGHM Polska Miedź S.A., the Ordinary General Meeting of KGHM Polska Miedź S.A. resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. dismisses _____ from the composition of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			

**Resolution No. ___/2024
of the Ordinary General Meeting of KGHM Polska Miedź S.A.
with its registered head office in Lubin dated 7 June 2024**

regarding: appointment of a Member of the Supervisory Board of KGHM Polska Miedź S.A. with its registered head office in Lubin

Acting on the basis of art. 385 § 1 of the Commercial Partnerships and Companies Code and § 16 sec. 2 of the Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin, the Ordinary General Meeting of KGHM Polska Miedź S.A. resolves the following:

§ 1

The Ordinary General Meeting of KGHM Polska Miedź S.A. appoints _____ to the composition of the Supervisory Board of KGHM Polska Miedź S.A.

§ 2

This resolution comes into force upon its adoption.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
# of shares	# of shares	# of shares	# of shares
<input type="checkbox"/> Other			