The Statutes of KGHM Polska Miedź Spółka Akcyjna with its registered head office in Lubin

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

I. GENERAL PROVISIONS

§1

1. The name of the Company shall be KGHM Polska Miedź Spółka Akcyjna.
2. The Company may use the abbreviation KGHM Polska Miedź S.A.

§2

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

§3

1. The State Treasury is the founder of the Company.
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.

§4

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.
2. In the absence of any provisions by the Statutes, the laws cited in section 1 apply.

§5

1. The Company shall operate in the Republic of Poland and abroad.
2. The Company may establish branches, plants, representative offices and other organizational entities, both in Poland and abroad.
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.

II. SUBJECT OF THE COMPANY'S ACTIVITY

§6

1. The following are the subject of the Company's activities:
   1) Mining of other non-ferrous metals ore (07.29.Z);
   2) Excavation of salt (08.93.Z);
   3) Production of precious metals (24.41.Z);
   4) Production of lead, zinc and tin (24.43.Z);

5) Production of copper (24.44.Z);
6) Production of other non-ferrous metals (24.45.Z);
7) Casting of copper and copper alloys (24.54.A);
8) Generation of electricity from non-renewable sources (35.11.Z);
9) Distribution of electricity (35.14.Z);
10) Trade in electricity (35.15.Z);
11) Growing of vegetables, including melons, and growing of root and tuber crops (01.13.Z);
12) Farming of other than perennial plants (01.19.Z);
13) Farming of other perennial plants (01.29.Z);
14) Forestry and related activities, excluding the harvesting of forest products (02.10.Z);
15) Collecting wood (02.20.Z);
16) Collecting wild forest products, excluding wood (02.30.Z);
17) Service activities related to forestry (02.40.Z);
18) Mining of brown coal (lignite) (05.20.Z);
19) Extraction of crude petroleum (06.10.Z);
20) Extraction of natural gas (06.20.Z);
21) Mining of uranium and thorium ores (07.21.Z);
22) Excavation of gravel and sand; excavation of clay and kaolin (08.12.Z);
23) Mining of chemical and fertiliser minerals (08.91.Z);
24) Other mining and quarrying, if not elsewhere classified (08.99.Z);
25) Support activities for petroleum and natural gas extraction (09.10.Z);
26) Support activities for other mining and quarrying (09.90.Z);
27) Production of technical gases (20.11.Z);
28) Production of other primary inorganic chemicals (20.13.Z);
29) Production of other basic organic chemicals (20.14.Z);
30) Manufacture of plastics in primary forms (20.16.Z);
31) Manufacture of lime and gypsum (23.52.Z);
32) Manufacture of construction articles from gypsum (23.62.Z);
33) Manufacture of other articles from concrete, cement and gypsum (23.66.Z);
34) Manufacture of basic iron and steel and of ferro-alloys and metallurgical products (24.10.Z);

35) Casting of other non-ferrous metals, if not elsewhere classified (24.54.B);
36) Forging and forming of metals and powder metallurgy (25.40.Z);
37) Manufacture of other fabricated metal products, if not elsewhere classified (25.99.Z);
38) Manufacture of machinery for mining, quarrying and construction (28.92.Z);
39) Repair and conservation of machinery (33.12.Z);
40) Repair and conservation of electrical equipment (33.14.Z);
41) Repair and maintenance of civilian ships and boats (33.15.Z);
42) Repair and maintenance of military fighting vehicles, ships, boats, aircraft and spacecraft (33.18.Z);
43) Installation of industrial machinery, equipment and fittings (33.20.Z);
44) Wind energy (35.12.A);
45) Solar power generation (35.12.B);
46) Transmission of electricity (35.13.Z);
47) Manufacture of gaseous fuels (35.21.Z);
48) Distribution of gaseous fuels through mains (35.22.Z);
49) Trade of gaseous fuels through mains (35.23.Z);
50) Generation and supply of steam and air for air-conditioning systems (35.30.Z);
51) Collection, treatment and supply of water (36.00.Z);
52) Discharge and treatment of waste water (37.00.Z);
53) Collection of non-hazardous waste (38.11.Z);
54) Collection of hazardous waste (38.12.Z);
55) Recovery of raw materials (38.21.Z);
56) Energy recovery (38.22.Z);
57) Other waste recovery (38.23.Z);
58) Landfilling of waste (38.32.Z);
59) Activities related to recultivation, and other service activities related to waste management (39.00.Z);
60) Construction of utility projects for fluids (42.21.Z);
61) Construction of other civil engineering projects, if not elsewhere classified (42.99.Z);
62) Excavation and geological-engineering drilling (43.13.Z);
63) Installation of electrical equipment (43.21.Z);
64) Plumbing, heat and air-conditioning installation (43.22.Z);
65) Insulation installation (43.23.Z);

66) Other building completion and finishing (43.35.Z);
67) Construction of roof structures and coverings (43.41.Z);
68) Other specialised construction activities in the construction of buildings (43.42.Z);
69) Specialised construction activities in civil engineering (43.50.Z);
70) Masonry works (43.91.Z);
71) Other specialised construction activities, if not elsewhere classified (43.99.Z);
72) Activities of agents selling fuels, ores, metals and industrial chemicals (46.12.Z);
73) Wholesale of clothing and footwear (46.42.Z);
74) Wholesale of other machinery and equipment (46.64.Z);
75) Wholesale of solid, liquid and gaseous fuels and related products (46.81.Z);
76) Wholesale of metals and metal ores (46.82.Z);
77) Wholesale of wood, construction materials and sanitary equipment (46.83.Z);
78) Other wholesale of chemical products (46.85.B);
79) Wholesale of waste and scrap (46.87.Z);
80) Non-specialised wholesale trade (46.90.Z);
81) Other non-specialised retail sale (47.12.Z);
82) Retail sale of automotive fuel (47.30.Z);
83) Retail sale of information and communication technology equipment (47.40.Z);
84) Retail sale of other new goods (47.78.Z);
85) Retail sale of other second-hand goods (47.79.C);
86) Intermediation in specialised retail sale (47.92.Z);
87) Other passenger rail transport (49.12.Z);
88) Freight rail transport (49.20.Z);
89) Scheduled passenger road transport (49.31.Z);
90) Non-scheduled passenger road transport (49.32.Z);
91) Passenger transport by cableways and ski lifts (49.34.Z);
92) Other land passenger transport, if not elsewhere classified (49.39.Z);
93) Warehousing and storage of grain and oilseeds (52.10.A);
94) Warehousing and preservation of other goods (52.10.B);
95) Cargo handling at other transshipment points (52.24.C);

96) Other service activities incidental to transportation (52.26.Z);
97) Overnight tourist facilities and short-term accommodation (55.20.Z);
98) Regular preparation and delivery of food to external customers (contract catering) and other food service activities (56.22.Z);
99) Book publishing (58.11.Z);
100) Other software publishing (58.29.Z);
101) Other content distribution activities (60.39.Z);
102) Internet traffic exchange activities (61.10.A);
103) Other wired, wireless and satellite telecommunications activities (61.10.B);
104) Resale of telecommunications services and intermediation in telecommunications (61.20.Z);
105) Other telecommunications activities, if not elsewhere classified (61.90.B);
106) Other programming activities (62.10.B);
107) Cybersecurity activities (62.20.A);
108) Other information technology consultancy and computer facilities management activities (62.20.B);
109) Other information technology and computer service activities (62.90.Z);
110) Data centre colocation and cloud computing activities (63.10.A);
111) DNS service activities (63.10.B);
112) Content delivery network server activities (63.10.C);
113) Other computing infrastructure, data processing, web hosting and related activities (63.10.D);
114) Web search engine activities (63.91.Z);
115) Activities of holding companies (64.21.Z);
116) Activities of companies raising finance for other entities (64.22.Z);
117) Financial leasing (64.91.Z);
118) Other forms of granting credit, if not elsewhere classified (64.92.B);
119) Other financial service activities, except insurance and pension funding, if not elsewhere classified (64.99.Z);
120) Buying and selling of own real estate (68.11.Z);

121) Development of other building projects (68.12.C);
122) Rental and management of owned or leased real estate (68.20.Z);
123) Accounting activities (69.20.A);
124) Head office activities (70.10.A);
125) Shared service centre activities (70.10.B);
126) Business consultancy and other management consultancy activities (70.20.Z);
127) Geodesy and cartography activities (71.12.A);
128) Other engineering activities and related technical consultancy (71.12.B);
129) Other technical testing and analysis (71.20.C);
130) Scientific research and development in natural sciences and engineering (72.10.Z);
131) Rental and leasing of cars and light motor vehicles, including motorcycles (77.11.Z);
132) Rental and leasing of trucks (77.12.Z);
133) Rental and lease of office equipment and machinery, including computers (77.33.Z);
134) Rental and lease of other machinery, equipment and tangible goods, if not elsewhere classified (77.39.Z);
135) Other leasing of intellectual property and similar products, except copyrighted works (77.40.B);
136) Investigation and security activities relating to personal protection (80.01.Z);
137) Other security activities, if not elsewhere classified (80.09.Z);
138) Other cleaning of buildings and industrial facilities, if not elsewhere classified (81.22.B);
139) Fire prevention (84.25.Z);
140) Other non-school forms of education, if not elsewhere classified (85.59.D);
141) Courses and training for acquiring professional knowledge, skills and qualifications in non-school forms (85.59.B);
142) Other amusement and recreation activities, if not elsewhere classified (93.29.B);
143) Other service activities, if not elsewhere classified (96.99.Z).

2. The figures in brackets in section 1 refer to the Polish Classification of Activities (Polska Klasyfikacja Działalności - PKD).

III. SHAREHOLDERS' FUNDS

§7

The founding fund and the enterprise fund of the enterprise referred to in §3 section 2 jointly formed the Company's shareholders' funds.

§8

1. The share capital amounts to PLN 2 000 000 000 (two billion PLN).
2. The share capital of the Company is divided into 200 000 000 (two hundred million) shares, series A with a nominal value of PLN 10 (ten) each, starting from No. A 000000001 to A 200000000.

§9

1. All Company shares are bearer shares.
2. The transformation of bearer shares into registered shares is not allowed.

§10

1. The shares of the Company may be redeemed with the permission of the shareholder through their purchase by the Company (voluntary redemption). Redemption may not be carried out more than once per financial year.
2. The Resolution of the General Meeting on the redemption of shares should especially describe the legal basis for redemption, the amount of compensation to be paid to the shareholder for the redeemed shares or the justification for redeeming shares without compensation, and the way in which the share capital will be decreased.
3. The Resolution on the redemption of shares may be preceded by an agreement with the shareholder whose shares are to be redeemed. The agreement shall set forth the number of shares to be redeemed and the price for which the shares are to be purchased. The validity of the agreement shall depend on the passage of a resolution by the General Meeting.

IV. BODIES OF THE COMPANY.

§11

The following are the bodies of the Company:

1. The Management Board;
2. The Supervisory Board;
3. The General Meeting.

A. MANAGEMENT BOARD

§12

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.
2. The number of members of the Management Board shall be determined by the Supervisory Board.
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 4^1.
4. A candidate for the position of member of the Management Board may be a person who meets all of the following criteria:
   1) has completed higher education or higher education completed abroad which is recognised by the Republic of Poland, on the basis of separate regulations;
   2) has worked for at least 5 years based on an employment contract, appointment, postings, election, cooperative employment contract, or has provided services based on another contract or was self-employed;
   3) has at least 3 years of experience as a manager or on an independent position, or experience resulting from being self-employed;
   4) meets requirements other than those referred to in points 1 - 3, based on individual laws, and in particular does not infringe on the restrictions or

prohibitions associated with holding a position as a member of a management body in commercial companies.

4[1]. A candidate for the position of member of the Management Board may not be a person who:
   1) acts as a social partner or is employed in the office of a member of parliament, senator, MP-senator or in the office of a member of the European Parliament based on an employment contract or is employed based on a contract or mandate of a similar character;
   2) belongs to the body of a political party representing the political party externally and empowered to enter into commitments;
   3) is employed by a political party based on an employment contract or is employed based on a contract or mandate of a similar character;
   4) was elected to a position in a trade union or in a trade union in a Group company;
   5) whose social or employment activities generate a conflict of interest with respect to the Company's activities.

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. The recall of an employee-elected Member of the Management Board may occur following fulfilment of the conditions specified in sections 11-15. In the place of an employee-elected Member of the Management Board, a new Member of the Management Board shall be elected without unnecessary delay. An employee-elected Member of the Management Board, recalled prior to the expiration of their term, may not run for re-election.
6. The mandate of members of the Management Board shall expire no later than the date the General Meeting accepts the financial statements of the Company for the most recent full financial year in which they served as a member of the Management Board.
7. Elections for an employee-elected Member of the Management Board shall be ordered by a resolution of the Supervisory Board. Simultaneously, the Supervisory Board shall appoint an Electoral Committee among whose responsibilities is the carrying out of elections.
8. The employees of the Company shall announce their candidates for a Member of the Management Board to the Electoral Committee. Said candidacy should be announced and supported by 15% (fifteen percent) of all employees.
9. Elections for an employee-elected Member of the Management Board shall be carried out in general elections, through the direct participation of employees, in secret ballot.
10. Procedures for the carrying out of elections shall be defined by regulations established by the Supervisory Board.

11. Based upon a petition signed by at least 20% (twenty percent) of the employees of the Company, voting may be conducted for the recalling of an employee-elected member of the Management Board.
12. Voting for the recalling of an employee-elected member of the Management Board shall be ordered by the Supervisory Board.
13. Such voting as mentioned in section 12 shall be conducted in accordance with appropriate provisions of the Statutes and the regulation for elections of a member of the Management Board by the employees.
14. The result of elections of an employee-elected member of the Management Board, or the result of voting for their recalling, shall be binding upon the Supervisory Board, as long as in the said voting for either their appointment or recalling at least 50% of the Company's employees have participated.
15. The election and recall of a member of the Management Board chosen by the employees shall require an absolute majority of votes cast.

§13

1. The Management Board shall manage the Company and represent it in external affairs.
2. The work of the Management Board shall be organized by its President.
3. Any matters involving management of the Company not reserved by law or these Statutes for the General Meeting or the Supervisory Board shall be the responsibility of the Management Board.
4. The presence of at least two-thirds of the Management Board at a meeting shall be required in order for resolutions to be valid. Resolutions of the Management Board shall be adopted by an ordinary majority of votes of those present. In justified circumstances, voting shall be permitted through written means, or through the use of long-distance means of direct communication. In the case of a tie, the President of the Management Board has the deciding vote.
5. Management Board Resolutions are required for all matters exceeding the scope of ordinary management as set forth in the Management Board Bylaws.
6. The Management Board Bylaws set forth the detailed organisation and manner of operation of the Management Board as well as the manner in which the Management Board conducts Company affairs. The Bylaws are adopted by the Management Board, and are approved by the Supervisory Board. Moreover, the Management Board adopts the Organisational Bylaws of the Company.
7. Sections 4 and 5 do not apply to a Management Board consisting of one member.
8. The consent of all the members of the Management Board is required to establish procuration, while procuration may be annulled by any member of the Management Board.

§14

1. Two members of the Management Board acting jointly, or one member of the Management Board acting with the procurist, are authorised to submit declarations on behalf of the Company.

2. If the Management Board consists of one member, such member shall be authorised to submit declarations on behalf of the Company.

§15

1. In a contract between the Company and a member of the Management Board, the Company shall be represented by the Supervisory Board or by a plenipotentiary appointed by resolution of the General Meeting.
2. In a dispute between the Company and a member of the Management Board, the Company shall be represented by the Supervisory Board or by a plenipotentiary appointed by resolution of the General Meeting.

B. SUPERVISORY BOARD

§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.

§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.

§18

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

§19

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.
2. The Supervisory Board shall adopt resolutions by an absolute majority of votes in the presence of at least one-half of the members of the Supervisory Board.

3. Members of the Supervisory Board may participate in the passage of resolutions by providing their vote in writing through another member of the Supervisory Board. However, voting on issues added to the agenda of a Supervisory Board meeting may not be done in writing.
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.
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.
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.

§20

1. The Supervisory Board shall be responsible for constant supervision of the activity of the Company.
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 4 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.

3. The duties of the Supervisory Board also include granting consent to the Management Board for the following:
   1) agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management, if the total expected remuneration for providing such services exceeds the net amount of PLN 500 000 per year;
   2) changes in agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with management which increase the amount of remuneration above the amount referred to in point 1;
   3) agreements for legal services, marketing services, public relations services and social communication services, and advisory services associated with

management, in which the maximum amount of remuneration is not determined;

4) donations or other agreements with similar implications, with a value exceeding PLN 20 000 or 0.1% of total assets pursuant to the Act of 29 September 1994 on accounting, determined based on the most recently approved financial statements;
5) discharge of debt or other agreements with similar implications with a value exceeding PLN 50 000 or 0.1% of total assets pursuant to the Act of 29 September 1994 on accounting, determined based on the most recently approved financial statements.

§21

1. The members of the Supervisory Board shall exercise their rights and perform their duties personally.
2. The remuneration of the members of the Supervisory Board shall be determined by the General Meeting. Remuneration is paid on condition the member is present at the Supervisory Board meeting. Remuneration is payable if the Supervisory Board excuses the absence of the member.
3. The remuneration of Supervisory Board members temporarily assigned to carry out the duties of a member of the Management Board shall be determined by a resolution of the Supervisory Board.

C. GENERAL MEETING

§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.

§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.
2[1]. 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. 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.

§24

General Meetings shall take place either at the Company's registered head office, in Warsaw or in Wrocław.

§25

1. Subject to any exceptions provided for by law, the General Meeting may adopt resolutions if at least 1/4 of the share capital is represented.
2. Unless these Statutes or the law provide otherwise, each share shall entitle its holder to one vote at the General Meeting.

§26

1. Resolutions of the General Meeting shall be adopted by an ordinary majority of votes cast unless legal provisions or these Statutes provide otherwise.
2. In circumstances foreseen in art. 397 of the Commercial Partnerships and Companies Code, a resolution to dissolve the Company shall require a 3/4 majority of votes cast.

§27

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.

2. A resolution on a significant change in the scope of the Company's activity shall be adopted by open roll call voting and announced.

§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 is obligated to insure the presence of the Company auditor at those General Meetings whose agenda includes a review of Company financial matters.

§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.

§30

The subject of the Company's activity may be changed without the obligation to purchase shares if a resolution of the General Meeting is adopted by a 3/4 majority of votes cast in the presence of persons representing at least half of the share capital.

V. ORGANISATION OF THE ENTERPRISE AND MANAGEMENT OF THE COMPANY

§31

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

§32

1. The Company shall keep its accounts in accordance with legal provisions in force.
2. The financial year shall be the calendar year.

§33

1. The Company shall create the following capital and funds:
   1) share capital;
   2) reserve capital;
   3) revaluation reserve capital;
   4) other reserve capital;
   5) company social benefits fund;
   6) mine closure fund; and

7) other special funds.

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.
3. The Company may use part of the reserve capital in an amount exceeding the value of 1/3 of the share capital to cover shares in the increased share capital or for another purpose specified in a resolution of the General Meeting.

§33[1]

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 CO_2 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 letters 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 point 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.

§34

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.
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.

§35

1. The means of determining how the Company's profit is to be allocated shall be through a resolution of the General Meeting.
2. The General Meeting shall make deductions from the profit to the reserve capital in an amount which is at least that required by law until the reserve capital amounts to at least one-third of the share capital.
3. The General Meeting may designate part of the profit for:
   1) other capital and funds or other purposes specified in a resolution of the General Meeting; and
   2) a shareholders' dividend.
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 commence within two months of the date the resolution on distribution of profits is adopted.
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.
6. The Company may make an interim payment on the anticipated dividend, if its approved financial statements for the prior financial year show a profit. The interim dividend may represent at most half of the profit earned since the end of the prior financial year, as shown in the financial statements audited by a certified auditor, and increased by the reserve capitals created from profit, which, for the purpose of payment of the interim dividend, may be appropriated by the Management Board, and decreased by uncovered losses and treasury shares.

VI. FINAL PROVISIONS

§36

The Company shall place its announcements on the Company's website as well as in publications required by law.