

**DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING
of Bank Polska Kasa Opieki Spółka Akcyjna on 16th June 2016**

The Management Board of the Bank is presenting the drafts of resolutions and the attachments to those drafts, being important to the resolutions adopted, which are to be the subject of debates of the Ordinary General Meeting and which have not been previously communicated to the public in accordance with Art. 56 sec. 1 p. 1 of the Act on Public Offering.

Refers to the agenda item 2

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on election of the Chairman of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna

Acting in accordance with art. 409 § 1 of the Commercial Companies Code and § 6 section 1 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting elects as the Chairman of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

Election of the Chairman shall take place during the General Meeting, in accordance with Art. 409 § 1 of the Commercial Companies Code and § 6 section 1 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna.

Refers to the agenda item 4

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on election of the Voting Commission

Acting in accordance with § 8 sections 1-3 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting appoints the following members of the Voting Commission:
.....

Election of the Voting Commission shall take place during the General Meeting, in accordance with § 8 sections 1-3 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna.

Refers to the agenda item 5

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on adoption of the agenda of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna

The Ordinary General Meeting adopts the agenda in the wording presented by the Management Board of the Bank in the announcement of convening the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna, in accordance with Art. 402¹ of the Commercial Companies Code.

Refers to the agenda item 12 1)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the report of the Management Board of the Bank
on the activities of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2015

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.1 of the Commercial Companies Code and § 13 p.1 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The report of the Management Board of the Bank on the activities of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2015 is hereby approved.

§ 2.

The Resolution is enacted upon its adoption.

Refers to the agenda item 12 2)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the unconsolidated financial statements
of Bank Polska Kasa Opieki Spółka Akcyjna for the year ended on 31 December 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 1 of the Commercial Companies Code and § 13 p. 1 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The unconsolidated financial statements of Bank Polska Kasa Opieki Spółka Akcyjna for the year ended on 31 December 2015 are hereby approved, with the following figures:

- a) the statement of financial position as at 31 December 2015 with total assets and total liabilities of 165,760,668,963.47 PLN (say: one hundred sixty five billion seven hundred sixty million six hundred sixty eight thousand nine hundred sixty three 47/100 PLN),
- b) the statement of comprehensive income for the financial year ended as at 31 December 2015 with a total comprehensive income of 2,031,860,436.61 PLN (say: two billion thirty one million eight hundred sixty thousand four hundred thirty six 61/100 PLN),
- c) the income statement for the financial year ended as at 31 December 2015 with a net profit of 2,290,398,459.80 PLN (say: two billion two hundred ninety million three hundred ninety eight thousand four hundred fifty nine 80/100 PLN),
- d) the statement of changes in equity for the financial year ended as at 31 December 2015 with a decrease in equity of 592,841 thousand PLN (say: five hundred ninety two million eight hundred forty one thousand PLN),

- e) the statement of cash flow for the financial year ended as at 31 December 2015 with a decrease in net cash amounting to 984,919 thousand PLN (say: nine hundred eighty four million nine hundred nineteen thousand PLN),
- f) explanatory information containing descriptions of significant accounting policies and other information.

§ 2.

The Resolution is enacted upon its adoption.

Refers to the agenda item 12 3)

Resolution No.

of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the report of the Management Board of the Bank
on the activities of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year 2015

Acting in accordance with Art. 395 § 5 of the Commercial Companies Code and § 13 p. 5 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The report of the Management Board of the Bank on the activities of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year 2015 is hereby approved.

§ 2.

The Resolution is enacted upon its adoption.

Refers to the agenda item 12 4)

Resolution No.

of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the consolidated financial statements
of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year ended on 31 December 2015

Acting in accordance with Art. 395 § 5 of the Commercial Companies Code and § 13 p. 5 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The consolidated financial statements of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year ended on 31 December 2015 is hereby approved, with the following figures:

- a) the consolidated statement of financial position as at 31 December 2015 with total assets and total liabilities of 168,785,567,062.82 PLN (say: one hundred sixty eight billion seven hundred eighty five million five hundred sixty seven thousand sixty two 82/100 PLN),
- b) the consolidated statement of comprehensive income for the financial year ended as at 31 December 2015 with the total comprehensive income of 2,035,100,987.08 PLN (say: two billion thirty five million one hundred thousand nine hundred eighty seven 08/100 PLN),
- c) the consolidated income statement for the financial year ended as at 31 December 2015 with the net profit of 2,293,478,640.00 PLN (say: two billion two hundred ninety three million four hundred seventy eight thousand six hundred forty 00/100 PLN),

- d) the consolidated statement of changes in equity for the financial year ended as at 31 December 2015 with a decrease in equity of 621,539 thousand PLN (say: six hundred twenty one million five hundred thirty nine thousand PLN),
- e) the consolidated statement of cash flow for the financial year ended as at 31 December 2015 with a decrease in net cash amounting to 1,042,789 thousand PLN (say: one billion forty two million seven hundred eighty nine thousand PLN),
- f) explanatory information containing the description of significant accounting policies and other information.

§ 2.

The Resolution is enacted upon its adoption.

Refers to item 12 5) of the agenda

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on the distribution of net profit of Bank Polska Kasa Opieki Spółka Akcyjna
for the year 2015

Acting in accordance with Art. 395 § 2 p. 2 and Art. 348 § 3 of the Commercial Companies Code and § 13 points 2 and 6 and § 33 section 1 points 2 and 4 of the Statute of Bank Polska Kasa Opieki S.A, the Ordinary General Meeting resolves as follows:

§ 1

The net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2015 in the amount of 2,290,398,459.80 PLN (say: two billion two hundred ninety million three hundred ninety eight thousand four hundred fifty nine 80/100 PLN) is divided in such way that :

- 1) 99.7% of net profit of the Bank i.e. the amount 2,283,489,295.80 (say: two billion two hundred eighty three million four hundred eighty nine thousand two hundred ninety five PLN 80/100) is allocated to dividend,
- 2) 6,909,164.00 PLN (say: six million nine hundred and nine thousand one hundred sixty four PLN) is allocated to funds for general banking risk.

§ 2

The dividend per share amounts to 8.7 PLN (say: eight 70/100 PLN).

§ 3

The date of determining the right to dividend is set on 22nd June 2016.

§ 4

The date of paying out the dividend is set on 6th July 2016.

§ 5

The Resolution becomes effective on the day when it is enacted.

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the distribution of net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2015

Presenting the motion regarding the distribution of the net profit of the Bank Pekao S.A. for the year 2015, the Management Board has taken into account the strong capital position, which provides the Bank with a privileged position allowing to face even unpredictable volatility of the macroeconomic scenario and realize planned growth.

According to the motion of the Management Board of the Bank the payment of dividend will amount to 8.70 PLN per share, which would translate to 99.7% of dividend payout rate of the net profit of the Bank for 2015.

The Supervisory Board has given its positive opinion on the motion of the Management Board of the Bank concerning the distribution of the net profit and recommended to the Ordinary General Meeting to adopt a resolution in this matter.

Refers to the agenda item 12 6)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the report on the activity of
the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in the year 2015

Acting in accordance with Art. 395 § 5 of the Commercial Companies Code and § 13 p. 3 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on its activity in 2015 and the results of the performed assessment of: the reports on the activity of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year 2015, financial statements of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the period ended on 31 December 2015, and of the motion of the Management Board of the Bank on the distribution of the net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2015 and of the situation of Bank Polska Kasa Opieki Spółka Akcyjna is hereby approved.

§ 2.

The Resolution is enacted upon its adoption.

Enclosures:

Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on its activity in 2015 and the results of the performed assessment of: the reports on the activity of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year 2015, financial statements of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the period ended on 31 December 2015, and of the motion of the Management Board of the Bank on the distribution of the net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2015 and of the situation of Bank Polska Kasa Opieki Spółka Akcyjna.

Justification of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on approving the report on the activity of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in the year 2015

Report on the activity of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015 and the results of the performed assessment of: the reports on the activities of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year 2015, financial statements of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the period ended on 31st December 2015, and of the motion of the Management Board of the Bank on the distribution of the net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2015 and of the situation of Bank Polska Kasa Opieki Spółka Akcyjna (“The Report”) is being considered and approved by the Ordinary General Meeting, in accordance to § 13 point 3 of the Bank’s Statute. The Report was prepared including rules II.Z.10.1., II.Z.10.2 and II.Z.10.4 of “Code of Best Practice for WSE Listed Companies 2016” i.e. among others it contains the assessment of the situation of the Bank including the assessment of internal control systems, risk management, compliance and internal audit functions, as well as rationality of the Bank’s policy in terms of sponsorship and charitable activities.

Refers to the agenda item 12 7)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank’s Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Jerzy Woźnicki - Chairman of the Supervisory Board from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank’s Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Roberto Nicastro - Deputy Chairman of the Supervisory Board from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Leszek Pawłowicz - Deputy Chairman of the Supervisory Board from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Alessandro Decio - Secretary of the Supervisory Board from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. Laura Penna - Member of the Supervisory Board from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. Wioletta Rosołowska - Member of the Supervisory Board from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. Doris Tomanek - Member of the Supervisory Board from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. Małgorzata Adamkiewicz - Member of the Supervisory Board from 1st January to 30th April 2015, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Paweł Dangel - Member of the Supervisory Board from 1st January to 30th April 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Dariusz Filar - Member of the Supervisory Board from 1st May to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. Katarzyna Majchrzak - Member of the Supervisory Board from 1st May to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Refers to the agenda item 12 8)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Luigi Lovaglio - President of the Management Board of the Bank from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Diego Biondo - Vice President of the Management Board of the Bank from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Andrzej Kopyrski - Vice President of the Management Board of the Bank from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Grzegorz Piwowar - Vice President of the Management Board of the Bank from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Stefano Santini - Vice President of the Management Board of the Bank from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Marian Ważyński - Vice President of the Management Board of the Bank from 1st January to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Adam Niewiński - Vice President of the Management Board of the Bank from 30th April to 31st December 2015, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Refers to the agenda item 13

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on assessment of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna
in 2015

Acting in accordance with § 28 item 4 Principles of Corporate Governance for Supervised Institutions in connection with § 13 p. 18 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1

After reviewing the Supervisory Board's Report on the assessment of the functioning of the Remuneration Policy, it is assessed that the functioning of the Bank's Remuneration Policy contributed to the development and security of the Bank's operations.

§ 2

The Resolution is enacted upon its adoption.

Justification of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on assessment of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2015

Pursuant to § 28 point 19 of the Bank's Statute, in connection with § 28 item 3 of Principles of Corporate Governance for Supervised Institutions issued by the Financial Supervision Authority, the supervisory body shall prepare and submit to the decision making body an yearly report on assessment of the remuneration policy functioning in the supervised institution.

With regards to the above, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna conducted an assessment of the Remuneration Policy functioning in Bank Polska Kasa Opieki Spółka Akcyjna in the year 2015 and the results of this assessment have been presented in the Report on the assessment of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2015.

Pursuant to § 28 item 4 § 28 item 4 of Principles of Corporate Governance for Supervised Institutions, the Ordinary General Meeting of Bank Pekao SA, shall assess whether the established Remuneration Policy Bank Polska Kasa Opieki Spółka Akcyjna contributes to the development and security of the operations of the Bank.

The Bank realized in 2015 Remuneration Policy contributed to development and security of the Bank's operations, through the implementation of the provisions and objectives based on ensuring the long-term growth in shareholder value and stability of the company's functioning.

Refers to the agenda item 14

Resolution No
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on approval
of the maximum proportion ratio between variable and fixed component of remuneration
for the Managerial Positions

The Ordinary General Meeting, acting in accordance with § 13 p. 18 of the Bank's Statute in connection with art. 395 § 5 of the Commercial Companies Code and taking into consideration:

- 1) Presented by Management Board of the Bank Recommendation on approval by the Bank's Ordinary General Meeting of the proportion ratio between variable and fixed component of remuneration for the appointed Managerial Positions in the Bank on the level not exceeding the value 2:1 or in the case of lower proportion ratio on maximum level allowed by applicable law (Recommendation)
- 2) Procedure determined in art. 94 section 1 g (ii) of the European Parliament and the Council's Directive 2013/36/UE of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms
- 3) the rule of conducting by the Bank flexible policy of variable components of remuneration according to §29 (4) of the Resolution No 258/2011 of the Financial Supervision Authority of 4 October 2011:

approves the maximum proportion ratio between variable and fixed component of remuneration for the appointed Managerial Positions in the Bank on the level not exceeding the value 2:1 or in the case of lower proportion ratio on maximum level allowed by applicable law.

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on approval of the maximum proportion ratio between variable and fixed component of remuneration for the Managerial Positions

Following the rule of flexible policy of variable components of remuneration referred to in §29 (4) of the Resolution No 258/2011 of the Financial Supervision Authority of 4 October 2011 and procedure determined in art. 94 section 1 g (ii) of the European Parliament and the Council's Directive 2013/36/UE of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, the Management Board of the Bank recommends approval by Ordinary General Meeting the proportion ratio between variable and fixed component of remuneration on the level not exceeding the value 2:1 or in the case of lower proportion ratio on maximum level allowed by applicable law for

the selected employees of the Bank, holding Managerial Positions in the Bank, those who have significant impact on the Bank's risk profile.

Determining on the proposed ratio is justified by:

- dependence of the larger part of the total remuneration on the results achieved in a short and long term, thus strengthening coherence between interests of the shareholders and the top management;
- making the remuneration cost structure more flexible;
- continuation of implementation of the adopted Remuneration Policy in the Bank, without the necessity to introduce any considerable changes in the construction of the presently binding total remuneration packages for the persons to whom the above proposal applies;
- ensuring competitiveness of remuneration, thus constituting a tool for maintaining employment of key employees, and consequently also sustainable development of the Bank in the long term.

The approval of the Recommendation by the Ordinary General Meeting shall have no effect on the Bank's further fulfilment of prudential requirements, especially requirements regarding the Bank's own funds.

Regarding to the Managerial Positions responsible for control functions, the Bank shall apply a more conservative maximal ratio 1:1 or a more restrictive value, if such value stems from applicable legal regulations.

The draft of the resolution of the Ordinary General Meeting has obtained positive opinion of the Bank's Supervisory Board.

Refers to the agenda item 16

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on appointing a member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna for a new common term of office, taking into
consideration the assessment of suitability requirements

Acting in accordance with Art. 385 § 1 of the Commercial Companies Code and pursuant to § 13 p. 14 of the Bank's Statute, the Ordinary General Meeting hereby appoints as a member of the Supervisory Board for the period of a common term of office of the Supervisory Board, lasting three years, which shall begin on 17th June 2016.

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on appointing a members of the Supervisory Board for a new common term of office.

The mandates of members of the Bank's Supervisory Board expire as at the date of convening the General Meeting due to expiry of a common three-year term of office of the Board

members. Pursuant to Art. 385 § 1 of the Commercial Companies Code and § 13 p. 14 of the Bank's Statute, appointment of members of the Supervisory Board is in the scope of competences of the Ordinary General Meeting.

The Ordinary General Meeting shall adopt separate resolutions appointing each member of the Supervisory Board, taking into consideration the assessment of suitability requirements, pursuant to art. 22 sec. 2 Banking Law.

The Supervisory Board consists of seven to nine members, appointed by the General Meeting for the period of their common term of office, which shall last three years.

Refers to the agenda item 17

Resolution No.
of Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting under art. 430 § 1 of the Code of Commercial Companies and § 13 item 8 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank resolves the following:

§ 1

The following amendments shall be made to the Bank Statute:

- 1) in § 5 of the Bank Statute
 - in item 4) the words "Domestic" and "(inclusive of their respective sub-branches and banking services outlets) and abroad" shall be deleted,
 - in item 5) the coma shall be replaced with dot and the words "including Corporate Customers Centers" shall be deleted,
- 2) in § 6 of the Bank Statute
 - item 17) shall be replaced by the following:
 - "17) Providing payment services
 - a) within the scope of issuing payment instruments and performing operations with the use of such instruments
 - b) as paying agent",and performing activities connected with these services,"
 - items 25) and 32) shall be deleted;
 - hitherto items 26) – 36) shall change their numbering accordingly to 25) – 34),
 - hitherto item 37) shall be replaced by the following and shall be renumbered 35):
 - "35) Performing the following activities not classified as brokerage activity:
 - a) acceptance and transfer of orders to acquire or dispose of financial instruments,
 - b) execution of the orders referred to in point a, for the account of the customer,
 - c) acquisition or disposal for the own account of financial instruments,
 - d) offering of financial instruments,
 - e) investment advice,

f) provision of services under standby underwriting agreements and firm commitment underwriting agreements or execution and performance of other similar agreements on financial instruments,

with a reservation that the activities specified in letters a)-e) can only involve securities issued by the State Treasury or the National Bank of Poland or other financial instruments and bonds precluded from the organized trading system, specified in Art. 39p sec. 1 of the Act of 27th October 1994 on paid motorways and the National Road Fund, while with regard to activities specified in letter c), also tradable bonds, letters of lien, or other sellable securities incorporating material rights equivalent to rights arising from the taken debt, other than specified above or derivatives whose base instruments are bonds, letters of lien, other sellable securities incorporating material rights equivalent to rights arising from taken debt, interest rate or currency.”

3) in § 6 of the Bank Statute:

- the existing content of § 6 of the Statute of the Bank is marked as section 1,

- In § 6 of the Statute of the Bank after section 1 section 2 is added as follows:

“Bank may perform activities reserved for banks in accordance with the Act of 11 February 2016 on State aid in the upbringing of children.”

4) in § 13 of the Bank Statute item 14) after words “Supervisory Board” the following words shall be added: “taking into account assessment of fulfillment of suitability requirements,”

5) in § 18 of the Bank Statute

- in item 6) the words: “two members of the Management Board, including” shall be deleted and after words “the President of the Management Board“ the words “and the member of the Management Board supervising the management of significant risk in Bank operations and to entrust this function to the appointed member of the Management Board,” shall be added,

- in item 7) after words “Management Board of the Bank in a secret ballot,” the following words shall be added: “taking into account assessment of fulfillment of suitability requirements”

- in item 8) the words “including the appointment of one member of the Management Board upon obtaining the approval of the Financial Supervisory Authority,” shall be replaced by the following words: “taking into account assessment of fulfillment of suitability requirements,”;

- item 13) shall be replaced by the following:

“13) Approving of Bank's long-term development plans and issuing opinions on annual financial plans of the Bank,”

- in item 16) the last sentence “In other cases decisions are adopted by the Management Board of the Bank without necessity of acceptance of the Supervisory Board” shall be deleted;

- in item 21) the dot shall be replaced by a coma,

- the following items 22) and 23) shall be added:

“22) Approving and supervision over risk management strategy implementation in the Bank’s activity,

- 23) Giving permission to the Management Board members to perform functions in the bodies of the companies outside the Bank's Capital Group.”;
- 6) in § 22 in section 4 of the Bank Statute after the second sentence the following sentence shall be added: “Subject to § 18 point 16 of the Bank Statute, acquisition, encumbrance or sale of real estate, perpetual usufruct or share in a real estate shall be the sole competence of the Bank's Management Board, without the necessity to obtain the General Meeting resolution.”;
- 7) § 38 of the Bank Statute shall be replaced by the following:
- “§ 38
1. The aim of the internal control system of the Bank is to ensure:
- 1) compliance of Bank's operations with law, internal regulations and market standards and with the strategy of the Bank,
 - 2) effectiveness and efficiency of the Bank's activity,
 - 3) protection of assets,
 - 4) prevention of losses and errors,
 - 5) security, stability and effectiveness of operations,
 - 6) reliability and completeness of accounting, management information and reliability of financial reporting,
 - 7) compliance of transactions with generally binding provisions of law, supervisory rules and internal policies, plans, regulations and procedures,
 - 8) support of the decision-making process,
 - 9) observance of risk management principles in the Bank.
2. The Internal Control System shall involve - in different roles - authorities of the Bank, individual units and organizational cells of the Bank, as well as all employees of the Bank, and consists of:
- 1) a control function whose task is to ensure observance of control mechanisms involving, in particular, risk management in the Bank, which comprises positions, groups of people or organizational units responsible for performing tasks assigned to this function;
 - 2) a compliance unit whose task is to identify, evaluate, control and monitor the risk of non-compliance of Bank's operations with law, internal regulations and market standards and to present relevant reports;
 - 3) an independent Internal Audit unit whose task is to examine and evaluate, in an independent and objective manner, adequacy and effectiveness of the risk management system and the internal control system, excluding the internal audit unit.
3. The following authorities of the Bank shall be involved in the Internal Control System:
- 1) The Management Board - responsible for designing, implementing and operating the Internal Control System, adjusted to size and profile of the risk related to the operations of the Bank,
 - 2) the Supervisory Board - exercising supervision over the Internal Control System and assessing its adequacy and effectiveness through the Audit Committee and the Internal Audit.
 4. The President of the Management Board of the Bank shall publish in the form of the order the By-laws of internal control.”.

§ 2

The amendments to the Bank Statute mentioned in § 1 points 1, 2 and 4 – 7 of the Resolution require approval of the Financial Supervision Authority.

§ 3

This Resolution shall come into force on the date of adoption, provided that amendments to the Bank Statute mentioned in § 1 of the Resolution shall become effective on the day of their registration in the entrepreneur register of the National Court Register (KRS).

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

The proposed changes to the Bank's Statute are mainly aimed at adjusting the content of the Bank's Statute to the law, in particular the Banking Law and the Act on trading in financial instruments, as amended by Act on macroprudential supervision of the financial system and on crisis management in the financial system of 5 August 2015.

Adding to the Bank's Statute § 18 point 23 reflects the content of the rule number II.Z.2 of Good Practices of Companies listed on WSE adopted in Resolution Nr 26/1413/2015 of Exchange Supervisory Board on 13 October 2015.

Other changes to the Bank's Statute are intended to bring the provisions of the Bank's Statute for the functioning and organization of the Bank.

Upon the Decision nr DLB/DLB_WL1/700/18/2/2016/MG dated on 14th march 2016, Financial Supervisory Authority (FSA) permitted for amendments to Bank Statute requiring FSA's permit according to art. 34 sec. 2 of Banking Law Act.

Refers to the agenda item 18

Resolution No.

of Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on establishing the uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting under art. 430 § 1 of the Code of Commercial Companies and § 13 Item 8 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves the following:

§ 1

The uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, including amendments adopted under Resolution No. _____ of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, is hereby established.

§ 2

The uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, specified in § 1, has been included in an appendix hereto.

§ 3

This Resolution shall come into force on the day of registration the amendments of the Statute of the Bank adopted by the Resolution No _____ of Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna in the register of entrepreneurs of the National Court Register (KRS).

Enclosures:

The uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on establishing the uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Pursuant to § 13 point 8 of the Bank's Statute the Ordinary General Meeting establishes the uniform text of the Bank's Statute.

Refers to the agenda item 19

Resolution No.
of Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on amending the Rules of Procedure of the General Meetings
of Bank Polska Kasa Opieki Spółka Akcyjna

§ 1

Acting in accordance with § 12 section 2 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby amends the Rules of Procedure of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna as follows:

1) in § 10 section 4 the first sentence shall be replaced by the following:

“4. Each participant of the GM may submit a motion regarding a formal matter, however the motion regarding a pause in the sitting shall be justified.”;

2) in § 10 section 6 shall be replaced by the following:

“6. The GM may, by a majority of two thirds, decide to make a pause during the sitting which may take place only in specific situations. A resolution on making a pause during the sitting should include the time of resuming the session and justification for the decision to make the pause. The pauses may not exceed 30 days in a total.”;

3) in § 13 introducing sentence shall be replaced by the following:

“The GM shall choose the members of the Board, taking into account presented assessment of suitability, in the following manner:”;

4) in § 14 the following section 3 shall be added:

“3. GM shall dismiss members of the Board, taking into account presented assessment of suitability.”

§ 2

The amendments to the Rules of Procedure of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, referred to in § 1 hereof, come into force as of the next General Meeting of the Bank.

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on amending the Rules of Procedure of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna

The proposed changes to the Rules of Procedure of the General Meetings of Bank result from adjustment of the Rules of Procedure of the General Meetings of Bank to the provisions of Banking Law amended by the Act on macroprudential supervision of the financial system and on crisis management in the financial system and the Good Practices of Companies listed on WSE 2016.

Refers to the agenda item 20

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on establishing the uniform text of the Rules of Procedure of the General Meetings of Bank
Polska Kasa Opieki Spółka Akcyjna

§ 1

Acting under § 12 section 2 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, Ordinary General Meeting of the Bank establishes the uniform text of the Rules of Procedure of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna including changes introduced via resolution no. 41 of the Ordinary General Meeting of 1 June 2012 and via resolution no. ___ of the Ordinary General Meeting of _____ 2016 in the following rendering:

Rules of Procedure of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna

§1

These Rules define the rules of conducting General Meetings of Bank Polska Kasa Opieki S A (hereinafter referred to as the “Bank”).

§ 2

The sittings of General Meetings (hereinafter referred to as the “GM”) shall be held in accordance with Commercial Companies Code, Statute of Bank Polska Kasa Opieki Spółka Akcyjna (hereinafter referred to as the “Statute of the Bank”), the act as 29th July 2005 on public trading of financial instruments, these Rules and taking into consideration the recommendations and rules contained in document “Good Practices of WSE (Warsaw Stock Exchange) Listed Companies”.

§ 3

1. The following persons shall be entitled to participate in the GM and vote :

- 1) persons being the shareholders of the Bank 16 days before the GM, i.e. persons who 16 days before GM, in a way required by the law, register their participation in the GM,
- 2) the representatives of shareholders referred to in point 1, which shall prove that they are duly authorized to act on their behalf,

2. The members of the Management Board of the Bank (hereinafter referred to as the “Management Board”) and Supervisory Board (hereinafter referred to as the “Board”) should also participate in the GM; some participating members should be authorized to provide subject matter answers to the questions posed during the GM.
3. The auditor should be present during the GM, which shall discuss financial matters, and especially during the ordinary GM.
4. The experts and guests invited by the Bank’s governing body convening the meeting may participate in the GM.
5. Upon the consent of the Chairman of the GM the journalists may be present during the GM.
6. The power of proxy to act on behalf of the shareholder should be made in writing or in an electronic form. Granting power of proxy in an electronic form does not require a safe electronic signature verified by means of a valid qualified certificate.
7. The power of proxy, which was granted in a foreign language, should be translated into Polish by a certified translator.
8. If a proxy is an Management Board member, Board member, Bank’s liquidator, Bank’s employee or a member of a body or employee of the Bank’s dependent company, the power of proxy may authorize such a person to represent the Bank only at one GM. Granting another power of proxy is in such a case precluded.
9. The representatives of legal persons are required to deposit the current excerpts from the relevant registers indicating the persons authorized to represent these entities. Persons do not indicated in the excerpts should present a power of proxy prepared in the form compliant with the provisions of section 6.

§3a

1. The participation in the GM with the use of electronic communication means is allowed, what covers in particular:
 - 1) real-life broadcast of GM,
 - 2) real-time bilateral communication where shareholders may take the floor during a GM from a location other than the GM,
 - 3) exercising the rights to vote during a GM either in person or through a plenipotentiary, if the Management Board adopts such decision defining at the same time the rules of participation in the GM and execution of assigned rights with the use of electronic communication means and the requirements and limitations necessary to identification of shareholders and to ensuring the safety of electronic communication.
2. The Management Board notifies about convening GM in the way defined in § 8 section 1 of the Bank’s Statute, including in particular it defines whether the participation in the GM with the use of electronic communication means is allowed.
3. The notice of calling the GM in which the participation in the GM with the use of electronic communication means is allowed covers in particular information concerning:
 - 1) possibility and way of participation in the GM with the use of electronic communication means,
 - 2) way and form of communication during the debates of GM with the use of electronic communication means,
 - 3) way of executing the rights to vote with the use of electronic communication means,
 - 4) way of raising the objections to the resolutions with the use of electronic communication means.
4. The Bank shall provide in the safe manner information necessary to obtain electronic access to the debates to shareholders who expressed their will to participate in GM with the use of electronic communication means. The way of providing this information shall be defined in the notice of calling of GM.

5. The Bank shall not be liable for lack of possibility of participation in GM with the use of electronic communication means when it is a consequence of circumstances beyond control of the Bank such as in particular force majeure, failure of IT equipment and system beyond the Bank's control, non-possessing by shareholders the appropriate IT software.

6. If interruption in communication during the GM debates occurs on the Bank's side Chairman of GM orders the short technical pause in the debates or if necessary orders the voting on the motion on ordering the pause in the debates in accordance with § 10 section 6 of the Rules of Procedure.

§ 4

The powers of the GM include all matters connected with activities of the Bank, which have been assigned, to it by the provisions of the Commercial Companies Code and the Statutes.

§5

1. The sitting of the GM shall be opened by the Chairman or Deputy Chairman of the Board and in case of their absence by one of the members of the Board. Should all of them be absent the GM shall be opened by the President of the Management Board or a person designated by the Management Board.

2. The person opening the GM should take steps leading to an election of the Chairman of GM (hereinafter referred to as the "Chairman") while refraining from making decisions regarding essential or formal matters.

§ 6

1. The Chairman should be elected in a secret vote from among the persons, which are entitled to participate in the GM. The candidate who gave its consent for his candidacy and received the majority of votes shall become the Chairman.

2. The duties and rights of the Chairman shall include *inter alia*:

1) making sure that the GM is held in an efficient manner and in accordance with its agenda and that the rights and interests of the shareholders are respected and especially counteracting against abuse of rights by the majority shareholders and making sure that rights of minority shareholders are respected; the Chairman may not without the GM's consent withdraw or change the order of the matters placed on the agenda

2) efficient management of the discussion, especially;

a) allowing the Participants of the GM to speak,

b) preparation, if necessary, of the list of the persons that have registered for discussion and determining the maximum amount of time per speech,

c) revoking of the participant's right to speak, especially when his/her statement concerns matters outside motion for granting the right to speak or is outside the scope of the agenda of the GM, violates the law or good customs or renders the correct conduct of the GM impossible;

3) deciding that voting should be held and supervising its process,

4) announcing the results of voting,

5) declaring whether the resolution has been adopted or not and announcing resolutions,

6) deciding on making short pauses pertaining to the order during the sitting of the GM,

7) making decisions regarding the doubts as to the application of these Rules,

8) cooperating with the notary preparing the minutes,

9) expressing consent to record the course of GM with the use of devices recording voice or picture and to transmit the voice or picture outside the room where the GM is taking place,

10) making other decisions pertaining to the order during the sitting of the GM.

3. A participant of the GM, which is entitled to vote, may appeal the decision of the Chairman. Appeal shall be resolved by GM by adopting a resolution on annulment of the decision of the Chairman.

4. The Chairman may make use of the assistance of lawyers and other experts present during the GM.

§7

1. Immediately after assuming its position the Chairman shall:

a) prepare and sign the attendance list of the participants of the GM,

b) declare that the GM has been correctly convened,

c) declare that the GM has the capability to adopt resolutions regarding the matters placed on the agenda,

d) inform the participants of the GM that people invited by Bank's governing bodies participate in the GM.

2. The attendance list shall include the following data:

a) the name and surname of the participant of the GM,

b) the information whether the participant of the GM is the shareholder or representative of a shareholder and in case of a representative – an indication of name and surname or business name of the represented shareholder,

c) an amount of shares represented by a participant of the GM,

d) an amount of votes assigned to a participant of the GM,

e) a signature of the participant of the GM on the attendance list.

3. In case of GM in which the use of electronic communication means is allowed the list of shareholders voting with use of those means is added to the list of attendance.”,

4. After signing by the Chairman, the attendance list shall be displayed during the sitting of the GM.

5. Upon a motion of the shareholders representing one tenth of the share capital represented at the GM, the attendance list shall be checked by a committee elected for that purpose, which committee shall comprise of at least three persons. The persons who propose the motion may elect one member of the committee.

§ 8

1. The GM may elect the Ballot Counting Committee (hereinafter referred to as the “Committee”) from among the participants of the GM which are entitled to vote.

2. The voting shall be secret. The GM may adopt a resolution on the abrogation of secrecy of voting.

3. If only three persons have been put forward as candidates, the voting may be conducted by an *en bloc* system – for all candidates simultaneously unless an objection has been raised. In such case each candidacy is put to the vote individually.

4. The powers of the Committee include:

a) supervising of the correctness of the voting process,

b) immediate notifying of the Chairman of the potential irregularities in the process of voting,

c) checking and establishing the results of voting,

d) carrying out other tasks necessary for the conduct of voting.

5. The minutes containing the results of voting conducted before the election of the Committee shall be signed by all members of the committee immediately after they have been elected. The minutes of voting carried out after the election of the Committee shall be signed by all its members immediately after the votes have been counted.

§9

1. Having stated that the GM is capable to adopt resolutions, the Chairman shall introduce the agenda to the participants of the GM.
2. The GM may adopt a resolution on:
 - a) withdrawing certain matters from the agenda,
 - b) changing the order of matters placed on the agenda.
3. The GM may not, without the shareholders' consent, adopt a resolution on withdrawing from the agenda or change of the order of a matter which has been placed on the agenda upon the motion of shareholders.
4. The motion regarding the matters referred to in Section 2 should be justified in detail.

§10

1. Each participant of the GM may speak about the matters within the scope of agenda, which are currently under discussion.
2. Art.428 of the Commercial Companies Code applies to the information presented by the member of the Management Board upon the request of the participant of GM, which is entitled to vote. While answering the questions of the GM the member of the Management Board should take into account the fact that the company carries out informational duties in a manner prescribed by the Act on public trading of securities as well as the fact that providing certain kinds of information may not be done in a manner different than the one set forth in these rules.
3. The Chairman may grant the right to speak to the Chairman of the Supervisory Board, President of the Management Board, members of the Management Board and invited experts outside the speaking order.
4. Each participant of the GM may submit a motion regarding a formal matter, however the motion regarding a pause in the sitting shall be justified. In such cases the Chairman shall give such person the right to speak outside the speaking order. The motions regarding formal matters relate to a manner of conducting the sitting of the GM and a manner of voting and shall include especially motions regarding :
 - a) an adjournment or closing of the discussion,
 - b) a limitation of the time assigned for speeches,
 - c) a manner of conducting of the sitting,
 - d) deciding on making a pause in the sitting,
 - e) an order in which the motions shall be put to the vote,
 - f) closing the list of candidates for elections.
5. The voting on matters pertaining to the order during the sitting of the GM may only concern issues connected with conducting the sitting of the GM. The motions, which may affect the exercising of rights by shareholders, may not be put to the vote in that manner.
6. The GM may, by a majority of two thirds, decide to make a pause during the sitting which may take place only in specific situations. A resolution on making a pause during the sitting should include the time of resuming the session and justification for the decision to make the pause. The pauses may not exceed 30 days in a total.
7. The rule referred to in Section 6 does not apply to short pauses pertaining to the order during the sitting of the GM introduced by the Chairman e.g. an hourly pause for rest. Such pauses may not be aimed at impeding the exercise of shareholders' rights.

8. Motion to the agenda of the GM, including motion for abandoning item placed in the agenda, submitted by a Shareholder to the GM Chairman, should be prepared in writing and contain justification enabling the resolution to be taken with due understanding and insight. Motion requesting changes in the draft should also contain the text of the resolution proposed by the Shareholder to be taken by the GM. The requirement to prepare the justification does not concern resolutions of organisational character.

9. If the motion for introducing an amendment to draft resolution (amendment) has been submitted, the amendment shall be put to the vote first and then the GM will vote on the whole draft resolution.

10. If several motions containing different proposals have been submitted in a given case, the Chairman shall decide which of them are most far-reaching and put such motions to the vote in the first place. Motions that contradict the approved motion shall not be put to the vote.

11. After closing the discussion on a given point of the agenda, the Chairman shall put a draft resolution to the vote.

12. A draft resolution should be read before being put to the vote. Making a reference to the draft resolution, which has been handed over to the participants of the GM is acceptable, if such draft is of a considerable size and none of the participants of the GM has raised an objection.

§ 11

1. The resolutions shall be adopted by an absolute majority of votes unless the provisions of law or Statutes provide for otherwise.

2. An absolute majority shall mean more than half of votes cast in favor of the resolution. Votes cast in favor of, against the draft resolution as well as abstaining votes shall be taken into account while calculating an absolute majority of votes.

3. If the provisions of law or the Statute of the Bank require that certain specific conditions such as representing certain part of the share capital, be fulfilled in order to adopt the resolution the Chairman shall declare and announce that the GM is capable of voting on such resolution and specify what majority is necessary for adopting such resolution before putting it to the vote.

4. After receiving results of voting the Chairman shall specify the amount of votes in favor of and against the resolution and shall declare whether the resolution has been adopted.

5. A person raising an objection shall have the right to justify it.

§12

1. Voting shall be open.

2. A secret vote shall be ordered in the case of the elections and motions for the dismissal of the members of the Bank's governing bodies or liquidators, on holding them liable as well as in personal matters.

3. At the request of at least one participant of the GM, which is entitled to vote, the Chairman shall order a secret vote.

4. The voting may be conducted with the use of the computer technology of counting the votes.

§13

The GM shall choose the members of the Board, taking into account presented assessment of suitability, in the following manner:

1. In a justified case the GM shall adopt a resolution in which it shall determine the number of members of the Board.

2. Any participant of the GM shall have the right to put forward one or more candidates for members of the Board. Such motion should provide for:
 - a) a name and surname of the person putting forward the candidate and, if necessary, name of the shareholder on behalf of which this person acts,
 - b) name, surname and short Curriculum Vitae of the candidate
3. The candidate should then declare that he/she gives its consent for candidacy. Such declaration, which should be made before the election, should be made in writing, orally and then recorded in the minutes or should be sent to the Bank by facsimile.
4. The Chairman shall prepare a list of candidates to the Board.
5. The list of candidates may not be closed if a number of candidates are lower than the number of positions that are to be filled.
6. The members of the Board are appointed in the secret voting for each one of the candidates. If the number of candidates is equal to the number of positions that are to be filled the voting may be made by an *en bloc* system – for all candidates simultaneously unless an objection has been raised. In such case the general rules of voting shall apply.
7. An election of a candidate for a member of the Board shall be valid if the candidate has received the absolute majority of votes.
8. The candidates that in turn received the majority of votes shall become members of the Board.
9. The Chairman shall decide that a supplementary elections should be held if:
 - a) not all positions in the Board have been filled because of the failure to receive the absolute majority of votes by the relevant number of candidates; in such case the Chairman shall prepare a list of candidates for unfilled positions – the persons who have previously failed to receive the required number of votes may not participate in the elections once again,
 - b) two or more candidates have received the absolute majority by the same amount of vote and as a result of which the number of the persons elected would exceed the number of positions in the Board; in such case only the candidates that have received the same number of votes shall take part in the vote.
10. Upon the motion of the shareholders representing at least one fifth of the share capital, the election of the Board should be made by the vote in separate groups. Such motion should be submitted to the Management Board in writing in a time which will render it possible to place it on the agenda.
11. The persons representing at the GM the portion of shares which represents the division of the total number of shares by the number of members of the Board may create a separate group for the purpose of electing one member of the Board and shall not participate in the election of the remaining members.
12. Before the election of the members of the Board by the GM by vote in separate groups, the Chairman inform GM of the number of persons present, number of shares represented by the shareholders and the number of shares necessary for the creation of the group capable of choosing a member of the Board.
13. The Chairman shall conduct the procedure of choosing the members of the Board by voting in separate groups.
14. The organ convening the Shareholders' Meeting ensures that the created group has a separate place to assemble and to conduct the election.
15. The mandates in the Board not filled by the appropriate group of shareholders created in accordance with Section 11 shall be filled by the vote held with the participation of all shareholders whose votes were not cast in the election of members of the Board by a vote in a separate groups.
16. If during the GM referred to in Section 11 not even a single group capable of electing a member of the Board is created, the elections shall not be held.

17. Upon election of at least one member of the Board in accordance with Sections 10 –16 the mandates of all existing members of the Board shall expire prematurely.

§ 14

1. The motion for dismissing of one or more members of the Board should be justified. The motion for dismissing of each members of the Board shall be put to the vote separately.
2. A dismissal of a member of the Board shall require an absolute majority of votes.
3. The GM shall dismiss members of the Board, taking into account presented assessment of suitability.

§ 15

After all matters on the agenda have been discussed, the Chairman shall declare that GM is closed.

§ 16

1. The resolutions of the GM shall be recorded in the minutes drawn up by the notary under the penalty of nullity.
2. In the minutes of the GM validity of convocation of the GM shall be stated and its capability to adopt resolutions; shall be specified undertaken resolutions and for each resolution provided shall be the number of shares from which valid votes were passed, percentage share of these shares in the share capital, total number of valid votes, number of votes “for”, “against” and “abstain”, and submitted objections; moreover included shall be the texts of the motions submitted during the GM, first and last name of a person submitting the motion, first and last name of a person or name of a company on behalf of whom the motion was submitted and final decision related to that motion.
3. The minutes shall be accompanied by a list of participants of the General Meeting with their signatures. The proofs of the GM being convened shall be included in the book of minutes.
4. An excerpt from the minutes together with the proof of convocation of the GM and powers of attorney granted by shareholders shall be attached by the Management Board to the minutes book. The shareholders may review the minutes' book as well as request copies of the resolutions certified by the Management Board.

§17

The governing body of the Bank convening the GM shall provide legal, notarial technical and organizational assistance.

§ 18

All matters regarding the sitting of GM not otherwise regulated by these Rules shall be resolved by the participants of the GM by way of voting.

§ 19

1. All amendments to these Rules shall require a resolution of the GM in order to be valid.
2. An amendment of these Rules shall enter into force beginning from the next GM.

§ 20

These Rules shall apply to GM's which will be convened beginning form April 9, 2003.

§ 2

This Resolution shall come into force as of the day of being taken and shall stay be prevailing as of the next General Meeting of the Bank.

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on establishing the uniform text of the Rules of Procedure of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna

According to § 12 sec. 2 of the Bank's Statute, the Rules of Procedure of the General Meetings is adopted by the General Meeting of the Bank and shall stay be prevailing as of the next General Meeting of the Bank.

Legal grounds:

Art.402¹ §1 of the Commercial Companies Code (i.e. Journal of Laws of 2013, item 1030 as amended) and § 38 sec. 1 p.1 and 3 of the Ordinance of the Minister of Finance of 19th February 2009 on current and periodic information published by issuers of securities and the conditions for regarding information required by the law of a non-member state as equivalent (i.e. Journal of Laws of 2014, item 133)