

Resolution No. 1
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 Mr Marek Furtek 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.

After the ballot had been taken, the Chairman of the Supervisory Board Mr Jerzy Woźnicki announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,569 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,569**,
- **184,628,568 votes** were cast for adoption of the resolution,
- **1 vote** were cast against the resolution,
- **0 votes** abstained.

The Chairman of the Supervisory Board of the Bank Mr Jerzy Woźnicki stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 2
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:

- 1) Lucyna Haczewska,
- 2) Małgorzata Olborska,
- 3) Marcin Baczyński.

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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,567 shares** representing **70.34** % of shares in the share capital,

- the total number of valid **votes** was **184,628,567**,
- **184,628,567 votes** were cast for adoption of the resolution,
- **0 votes** were cast against the resolution,
- **0 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 3
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,570 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,570**,
- **184,628,569 votes** were cast for adoption of the resolution,
- **1 votes** were cast against the resolution,
- **0 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 4
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,576 shares** representing **70.34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,576**,
- **184,496,313 votes** were cast for adoption of the resolution,
- **6 votes** were cast against the resolution,
- **132,257 votes** abstained

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 5
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,570 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,570**,
- **184,393,902 votes** were cast for adoption of the resolution,
- **102,411 votes** were cast against the resolution,
- **132,257 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 6
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,627,370 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,627,370**,
- **184,495,113 votes** were cast for adoption of the resolution,
- **0 votes** were cast against the resolution,
- **132,257 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 7
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,558 shares** representing **70.34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,558**,
- **184,393,890 votes** were cast for adoption of the resolution,
- **102,411 votes** were cast against the resolution,
- **132,257 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

**Resolution No. 8
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,558 shares** representing **70.34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,558**,
- **184,628,558 votes** were cast for adoption of the resolution,
- **0 votes** were cast against the resolution,
- **0 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 9
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,570 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,570**,
- **184,495,113 votes** were cast for adoption of the resolution,
- **0 votes** were cast against the resolution,
- **133,457 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

**Resolution No. 10
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **171,918,792 shares** representing **65,5** % of shares in the share capital,
- the total number of valid **votes** was **171,918,792**,
- **171,575,957 votes** were cast for adoption of the resolution,
- **147,964 votes** were cast against the resolution,
- **194,871 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 11
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,439 shares** representing **70.34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,439**,
- **184,284,410 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **196,071**.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 12
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,627,239 shares** representing **70.34 %** of shares in the share capital,
- the total number of valid **votes** was **184,627,239**,
- **184,284,410 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **194,871 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 13
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,439 shares** representing **70.34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,439**,
- **184,284,410 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **196,071 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 14
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,439 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,439**,
- **184,284,410 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **196,071 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 15
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,427 shares** representing **70,34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,427**,
- **184,284,398 votes** were cast for adoption of the resolution,
- **149,158 votes** were cast against the resolution,
- **194,871 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 16
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,627,239 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,627,239**,
- **184,284,410 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **194,871 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 17
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,427 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,427**,
- **184,284,398 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **196,071 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 18
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,427** (one hundred ninety-two million one hundred twenty-six thousand nine hundred sixteen) **shares** representing **70,34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,427** (one hundred ninety-two million one hundred twenty-six thousand nine hundred sixteen),
- **184,284,398** (one hundred ninety-one million nine hundred eighty-six thousand and ninety-five) **votes** were cast for adoption of the resolution,
- **147,958** **votes** were cast against the resolution,
- **196,071** **votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 19
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,439 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,439**,
- **184,285,610 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **194,871 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 20
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,427 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,427**,
- **184,285,598 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **194,871 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 21
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,445 shares** representing **70.34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,445**,
- **184,285,610 votes** were cast for adoption of the resolution,
- **147,964 votes** were cast against the resolution,
- **194,871 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 22
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,439 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,439**,
- **184,285,610 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **194,871 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 23
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,627,227 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,627,227**,
- **184,284,398 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **194,871 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 24
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,445 shares** representing **70.34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,445**,
- **184,284,410 votes** were cast for adoption of the resolution,
- **149,164 votes** were cast against the resolution,
- **194,871 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 25
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,439 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,439**
- **184,284,410 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **196,071 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 26
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,627,373 shares** representing **70,34** % of shares in the share capital,
- the total number of valid **votes** was **184,627,373**,
- **184,283,338 votes** were cast for adoption of the resolution,
- **147,964 votes** were cast against the resolution,
- **196,071 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 27
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,439 shares** representing **70,34** % of shares in the share capital,
- the total number of valid **votes** was **184,628,439**,
- **184,284,410 votes** were cast for adoption of the resolution,
- **147,958 votes** were cast against the resolution,
- **196,071 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 28
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,627,373 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,627,373**,
- **184,461,142 votes** were cast for adoption of the resolution,
- **102,417 votes** were cast against the resolution,
- **63,814 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No 29 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,444 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,444**,
- **184,267,924 votes** were cast for adoption of the resolution,
- **359,320 votes** were cast against the resolution,
- **1,200 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the majority of votes above 66% of cast votes.

Resolution No. 30
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 Mr Dariusz Filar 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,627,357 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,627,357**,
- **151,335,601 votes** were cast for adoption of the resolution,
- **21,431,300 votes** were cast against the resolution,
- **11,860,456 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 31
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 Mr Massimiliano Fossati 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,429 shares** representing **70,34 %** of shares in the share capital,

- the total number of valid **votes** was **184,628,429**,
- **146,336,673 votes** were cast for adoption of the resolution,
- **21,431,300 votes** were cast against the resolution,
- **16,860,456 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 32
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 Ms Katarzyna Majchrzak 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,429 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,429**,
- **151,335,473 votes** were cast for adoption of the resolution,
- **21,431,300 votes** were cast against the resolution,
- **11,861,656 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 33
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 Mr Gianni Papa 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,429 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,429**,
- **146,335,473 votes** were cast for adoption of the resolution,
- **21,431,300 votes** were cast against the resolution,
- **16,861,656 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 34
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 Mr Leszek Pawłowicz 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,417 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,417**,
- **151,335,461 votes** were cast for adoption of the resolution,
- **21,431,300 votes** were cast against the resolution,
- **11,861,656 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 35
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 Mrs Laura Penna 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,429 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,429**,
- **151,335,473 votes** were cast for adoption of the resolution,
- **21,431,300 votes** were cast against the resolution,
- **11,861,656 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 36

**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 Ms. Wioletta Rosołowska 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,429 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,429**,
- **151,335,473 votes** were cast for adoption of the resolution,
- **21,431,300 votes** were cast against the resolution,
- **11,861,656 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

**Resolution No. 37
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 Mrs. Doris Tomanek 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,429 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,429**,
- **151,335,473 votes** were cast for adoption of the resolution,
- **21,431,300 votes** were cast against the resolution,
- **11,861,656 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 38

**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 Mr Jerzy Woźnicki 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,429 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,429**,
- **151,335,473 votes** were cast for adoption of the resolution,
- **21,431,300 votes** were cast against the resolution,
- **11,861,656 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

**Resolution No. 40
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).

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,429 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,429**,
- **184,437,501 votes** were cast for adoption of the resolution,
- **189,728 votes** were cast against the resolution,
- **1,200 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 41 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. 40 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 40 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).

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **179,628,429 shares** representing **68,43 %** of shares in the share capital,
- the total number of valid **votes** was **179,628,429**,
- **179,437,501 votes** were cast for adoption of the resolution,
- **189,728 votes** were cast against the resolution,
- **1,200 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Attachment to Resolution 41

THE STATUTE OF

BANK POLSKA KASA OPIEKI SPÓŁKA AKCYJNA

I.GENERAL PROVISIONS

§ 1

1. Bank Polska Kasa Opieki Spółka Akcyjna, established in 1929, is a bank organised in the form of a joint stock company, operating pursuant to the binding legal regulations, and in particular according to the Banking Law, regulations of the Code of Commercial Companies and provisions of this Statute.
2. Bank Polska Kasa Opieki S.A. is a member of the UniCredit Banking Group. UniCredit S.p.A. has the right, in accordance with the Polish law, through the statutory authorities of the Bank, to affect activities of the Bank aimed at ensuring the stability of the Group.

§ 2

1. The name of the company shall be: "Bank Polska Kasa Opieki Spółka Akcyjna".
2. The Bank shall use the abbreviated name: "Bank Pekao S.A."

§ 3

The Bank shall have its registered seat in the capital city of Warsaw.

§ 4

1. The Bank shall operate within the territory of the Republic of Poland and abroad.

2. The Bank may own, establish and liquidate branches and other organizational units in the country and abroad.

§ 5

The Bank's organizational structure shall comprise:

- 1) the Head Office of the Bank,
- 2) operational units at the Head Office of the Bank,
- 3) Regions,
- 4) Branches,
- 5) Other organizational units.

II. ACTIVITIES OF THE BANK

§ 6

1. The scope of the activities shall comprise the conducting of the following activities in Poland and abroad:
 - 1) Accepting cash as demand deposits or term deposits and keeping deposit accounts,
 - 2) Keeping other bank accounts,
 - 3) Granting credits and loans,
 - 4) Performing financial settlements in all forms accepted in domestic and international bank relations,
 - 5) Performing banking operations regarding bills of exchange and cheques,
 - 6) Accepting and making deposits in domestic and foreign banks,
 - 7) Giving and confirming sureties and bank guarantees and opening and confirming letters of credit,
 - 8) Conducting purchase and sale of foreign exchange values,
 - 9) Servicing state loans and managing funds on order,
 - 10) Issuing banking securities, trading in such securities and keeping securities accounts,
 - 11) Performing ordered activities related with the issue of securities,
 - 12) Safe-keeping of objects, documents and securities, and making available safe deposit boxes,
 - 13) Organizing and participating in bank syndicates,
 - 14) Trading and agency in financial debts,
 - 15) Performing term financial operations,
 - 16) Providing trustee services,
 - 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,
 - 18) Keeping housing savings,
 - 19) Providing consulting and advisory services in financial matters,
 - 20) Acquiring or purchasing shares and rights arising from shares of stock of another legal entity other than a bank, or investment in investment funds,
 - 21) Taking up obligations relating to issuance of securities,
 - 22) Trading in securities,
 - 23) Carrying out conversion of debt into the debtor's property components, on terms and conditions agreed with the debtor,
 - 24) Purchasing and selling real estate,
 - 25) Organizing and rendering financial services in leasing and factoring,

- 26) Performing activities in insurance brokerage,
 - 27) Rendering services in transportation of valuables,
 - 28) Safe-keeping and registering financial instruments,
 - 29) Performance of the function of a depository pursuant to provisions of the act on organization and operation of pension funds and the act on investment funds,
 - 30) Acting as an intermediary in carrying out money transfers and settlements in foreign exchange payments,
 - 31) Conducting vindication activity by order of banks,
 - 32) Conducting brokerage activity,
 - 33) Performing upon demand of other banks and credit institutions specified activities belonging to their scope of activity,
 - 34) Acting as an agent for investment company,
 - 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.
2. Bank may perform activities reserved for banks in accordance with the Act of 11 February 2016 on State aid in the upbringing of children.

III. BODIES OF THE BANK

§ 7

The Bodies of the Bank are:

- 1) General Meeting,
- 2) Supervisory Board,
- 3) Management Board of the Bank.

The General Meeting

§ 8

1. The General Meeting shall be convened by way of publishing an announcement on the Bank's internet site and in a manner determined for providing current information in accordance with the regulations on the public offer and terms of introducing financial instruments into the organised trading system and on public companies.
2. The Ordinary General Meeting shall be convened by the Bank Management Board.

3. The Ordinary General Meeting should be held in June at latest. Should the General Meeting be not convened by the Management Board within the time limit set out in this Statute, the Supervisory Board shall have the right to convene the Meeting.
4. The Extraordinary General Meeting shall be convened, if required, by the Management Board of the Bank on its own initiative or on the motion of the Supervisory Board or on demand of the shareholders representing at least 1/20 of the statutory capital. These shareholders may also require introducing specific matters in the agenda of this General Meeting.
5. Should the Management Board not satisfy the requirements of the shareholders within two weeks from the date the requirement was submitted, the shareholders shall have the right to convene the Extraordinary General Meeting pursuant to the authorisation of the court.
6. The Extraordinary General Meeting convened upon the request of the shareholders representing at least 1/20 of the statutory capital shall pass the resolution deciding on whether the costs of convening and holding the General Meeting shall be borne by the Bank.
7. The Extraordinary General Meeting may also be convened by the Supervisory Board once the Supervisory Board finds such Meeting justified or by shareholders representing at least half of the statutory capital or at least half of the votes within the Bank.
8. The shareholder or shareholders representing at least 1/20 of the statutory capital may require introducing specific matters in the agenda of next General Meeting. The requests for convening the General Meeting and for including specific matters in the agenda of the General Meeting should contain relevant justifications or the draft of a resolution concerning the proposed item of the agenda of the Meeting and shall be submitted to the Bank Management Board no later than 21 days prior to the scheduled date of the General Meeting.
9. The Management Board shall be obligated to announce instantly, but no later than 18 days prior to the scheduled date of the General Meeting, the changes to the meeting agenda introduced upon the shareholders' request. This announcement shall be made in a way appropriate to the convening of the General Meeting.
10. The shareholder or shareholders representing at least 1/20 of the statutory capital may, prior to the date of the General Meeting, submit to the Bank, in writing or by electronic means, drafts of resolutions concerning matters included in the agenda of the General Meeting or matters which are to be included in the agenda. Bank shall instantly publish the drafts of the resolutions on the Bank's internet site.
11. Each shareholder may, during the general meeting, submit drafts of resolutions concerning the matters included in the agenda.

§ 8a

1. The participation in the General Meeting with the use of electronic communication means is allowed, provided that the Management Board of the Bank adopts such decision. The Management Board shall take a decision referred to in the preceding sentence in case of fulfilling by the Bank the technical conditions necessary to participate in the General Meeting with the use of electronic communication means which includes in particular:
 - 1) broadcasting the deliberations of the General Meeting in real time,
 - 2) two-way communication in real time whereby the shareholders may make their views known during the deliberations of the General Meeting while being present in a place other than the venue of the General Meeting,

- 3) exercising the voting right, personally or by proxy, prior to or during the General Meeting.
2. In each case of convening the General Meeting, the Management Board of the Bank defines whether the participation in the General Meeting with the use of electronic communication means is possible and what are the requirements and limitations necessary to identify of shareholders and to ensure the safety of electronic communication.
3. Detailed conditions of participation in the General Meeting with the use of electronic communication means are specified in regulation adopted by the General Meeting and notice of calling the General Meeting.

§ 9

All matters to be submitted to the General Meeting shall be first submitted to the Supervisory Board for consideration.

§ 10

1. Shareholders may participate in the General Meeting in person or through their attorneys. A power of attorney to attend and vote at the General Meeting shall be made in writing or in the electronic format and attached to the Minutes of the General Meeting under the pain of invalidity.
2. The General Meeting shall be entitled to adopt resolutions if at least 50% of the shares plus one share are represented, subject to the mandatory provisions of law.
3. In the case the resolution has not been adopted for the lack of the quorum required by the Statute of the Bank, during the next General Meeting, with the same agenda as the General Meeting, which did not adopt a resolution for the lack of the quorum, the presence of the shareholders representing at least 20% of the shares is required for an adoption of the resolution.
4. The General Meeting referred to in Section 3 should be held on the date falling - not later than within eight weeks after the General Meeting which has not adopted the resolutions for the lack of quorum.
5. Resolutions of the General Meeting shall be adopted by an absolute majority of votes, subject to the provisions of the Code of Commercial Companies and the Statute of the Bank.
6. The removal from the agenda or abandoning the reconsideration of an issue placed in the Agenda upon a motion from shareholders requires the General Meeting to adopt a resolution by 3/4 majority of votes, upon prior consent of all present shareholders who submitted such motion.

§ 11

1. Each share of the Bank shall give right to one vote.
2. The Shareholder may vote differently out of each share he or she owns.

§ 12

1. The General Meeting shall be opened by the Chairman, or one of the Deputy Chairmen, or in their absence - by one of the members of the Supervisory Board. If these persons are absent, the General Meeting shall be opened by the President of the Management Board or a person designated by the Management Board.
2. Detailed procedure of conducting the sittings of the General Meeting shall be determined by the regulation adopted by the General Meeting.

§ 13

The General Meeting, apart from other matters specified in law provisions, in particular in the Code of Commercial Companies, the Banking Law, in recommendations of the supervision authorities and in the Statute of the Bank, shall have the authority to:

- 1) Review and approve the report on the activities and the financial reports of the Bank for the previous reporting year,
- 2) Adopt resolutions regarding distribution of profits or covering losses,
- 3) Review and approve the report on activities of the Supervisory Board,
- 4) Acknowledge the approval of duties by members of the Supervisory Board and the Management Board,
- 5) Review and approve the report on activities and the financial report of the Bank's capital Group,
- 6) Set the date of determining the right to dividend and the date of paying out the dividend,
- 7) Sell and lease of the enterprise, or its organised part, and establish a limited property right of usufruct thereof,
- 8) Amend the Statute of the Bank and establish its uniform text,
- 9) Increase or decrease the Bank's statutory capital,
- 10) Issue bonds, including bonds convertible into shares or the bonds with pre-emptive right to acquire shares, and subscription warrants,
- 11) Redeem shares and determine conditions of such redemption,
- 12) Carry out a merger, division or liquidation of the Bank,
- 13) Create and liquidate special funds,
- 14) Appoint and recall members of the Supervisory Board, taking into account assessment of fulfillment of suitability requirements,
- 15) Determine the rules of remunerating members of the Supervisory Board,
- 16) Conclude the agreement with a controlled company which provides for a management over the controlled company or a transfer of profit by such company,
- 17) Appointment of the entity authorised to examine financial statements and review the financial statements,
- 18) Deal with other matters falling within the scope of the Bank's activities which are submitted to the General Meeting.

The Supervisory Board

§14

1. 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.
2. The number of members of the Supervisory Board shall be determined by the General Meeting.
3. At least half of the members of the Supervisory Board, including the Chairman of the Supervisory Board, should possess testimonials of good knowledge of the banking market in Poland due to the joint fulfillment of the following criteria:
 - 1) possession of professional experience on the Polish market suitable for the performed supervisory function in the Bank,
 - 2) permanent place of domicile in Poland,
 - 3) knowledge of the Polish language.
4. Independent members shall constitute at least half of the composition of the Supervisory Board. The independent members of the Supervisory Board shall be free of any associations that might bear a material impact upon their capacity of to take impartial decisions.

5. An independent member of Supervisory Board is considered to be a person, who meets jointly the following conditions:
 - 1) is not and has not been in the period of the last 3 years employed at the Bank, its subordinated units as defined in the accounting act or in its parent company,
 - 2) does not perform and has not performed in the period of the last 5 years in the Bank, its subordinated units as defined in the accounting act or in its parent company a function of a member of the Management Board or other managerial function,
 - 3) is not and has not been in the period of the last 3 years a chartered public accountant, a partner or an employee of an entity providing, now or in the last 3 years, auditing services in favour of the Bank, its subordinated units as defined in the accounting act or parent company,
 - 4) is not a shareholder with the right to execute 5% or more votes at the General Meeting, is not employed by such a shareholder, does not represent - in any manner whatsoever - such a shareholder, or does not have other direct or indirect relations with such shareholder,
 - 5) has not received and is not receiving any additional remuneration in a major amount, from the Bank, its subordinated units as defined in the accounting act or its parent company, apart from the remuneration for membership in the Supervisory Board or fixed-amount remuneration within a pension plan for past work in the Bank, its subordinated unit as defined in the accounting act or its parent company, if a prerequisite for disbursement of such remuneration is not continuation of employment,
 - 6) is not maintaining and has not maintained for the past year significant commercial relationships with the Bank, its subordinated unit as defined in the accounting act or its parent company, directly or as a partner, shareholder, member of the body or employee holding a managerial function,
 - 7) is not a management board member in another company in which the member of the Management Board of the Bank is a supervisory board member and does not have any major relation with Bank Management Board members through shares in other companies or membership in other bodies,
 - 8) is not and has not been in the period of the last 3 years a member of a close family of a Bank Management Board member, does not have other direct or indirect relations with a Bank Management Board member, and is not and has not been in the period of the last 3 years a member of close family of an employee occupying a managerial position in the Bank or persons referred to in items 1-7 above,
 - 9) does not have direct or indirect relations with the Supervisory Board members,
 - 10) does not have direct or indirect relations with companies affiliated with Bank's major shareholders, as defined in the Code of Commercial Companies.
- 5a. At least three independent members of the Supervisory Board should have competence in accounting or financial revision, including at least one of them should additionally fulfill the conditions of independence as defined in art. 86 section 5 of the act of 7 May 2009 on chartered accountants and their governing body, entities authorized to examine financial statements and on public supervision.
6. Members of the Supervisory Board shall perform their duties only in person.
7. The Supervisory Board shall elect its Chairman, two Deputy Chairmen and Secretary from among its members. The Deputy Chairman may simultaneously perform the function of the Secretary.
8. The Supervisory Board shall act in accordance with the Rules of Procedure adopted by it.

§ 15

1. Any member of the Supervisory Board may be recalled at any time by the General Meeting.
2. Mandates of the members of the Supervisory Board shall expire:
 - 1) On the date of holding the General Meeting accepting the financial report for the last full reporting year of performing duties of a member of the Supervisory Board, save as otherwise provided for in Section 3,
 - 2) In the event of resignation of a member of the Supervisory Board from his position,
 - 3) In the event of recalling a member of the Supervisory Board by the General Meeting,
 - 4) In case of death of a member of the Supervisory Board.
3. Mandate of the member of the Supervisory Board, which has been appointed before the end of the term of the Supervisory Board, shall expire simultaneously with the expiry of the mandates of the remaining members of the Supervisory Board.

§ 16

1. Meetings of the Supervisory Board shall be held as necessary, however, not less frequently than every two months.
2. Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board on his own initiative or on a motion of the Management Board or a member of the Supervisory Board.
3. If the Chairman of the Supervisory Board does not convene the meeting within two weeks after receiving the motion mentioned in Section 2, the proposer of the motion can convene it on his own giving the date, place and the proposed agenda.

§ 17

1. The Supervisory Board shall adopt resolutions if at least half of its members, including its Chairman, or one of the Deputy Chairmen, are present during the meeting and all the members have been invited.
2. Members of the Supervisory Board may also take part in adoption of the Board's resolutions by casting their vote in writing through other member of the Supervisory Board, excluding the resolutions on matters introduced into agenda at the meeting.
3. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes unless the provisions of law stipulate otherwise.
4. In special situations, a resolution may be adopted in writing (by correspondence) or with the use of means of distance communication. The procedure of adopting resolutions in writing and with the use of means of distance communication is set out in the Rules of procedure of the Supervisory Board.
5. The mode determined in Section 2 and 4 does not refer to resolutions adopted in secret ballot.

§ 18

Besides other rights and obligations provided for in the law provisions, particularly in the Code of Commercial Companies, the Act on Banking Law, in recommendations of the supervision authorities and in the Bank's Statute, the following matters shall fall in particular into the authority of the Supervisory Board:

- 1) Review of the report of the Management Board on activities of the Bank and review of the Bank's financial report for the previous reporting year,
- 2) Review of the motions of the Management Board regarding distribution of profits or covering losses,

- 3) Review of the report on activities and financial report of the Bank's Capital Group,
- 4) Submitting to the General Meeting a written report on the results of reviews referred to in item (1) to (3),
- 5) Preparation of the report on activities of the Supervisory Board for the previous reporting year,
- 6) Applying to the Financial Supervisory Authority for approval to appoint the President of the Management Board 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,
- 7) Appointing, upon approval of the Financial Supervisory Authority, and recalling the President of the Management Board of the Bank in a secret ballot, taking into account assessment of fulfillment of suitability requirements,
- 8) Appointing and recalling in a secret ballot at the request of the President of the Management Board, the Deputy Presidents and members of the Management Board of the Bank, taking into account assessment of fulfillment of suitability requirements,
- 9) Suspending in their duties for significant reasons individual or all members of the Management Board,
- 10) Delegating the members of the Supervisory Board for a period not exceeding three months, to perform the duties of the members of the Management Board, which were dismissed, resigned, or for other reasons are incapable of performing their duties,
- 11) Determining the terms of contracts regulating employment or other legal relationships between members of the Management Board and the Bank,
- 12) Issue opinions on motions of the Management Board of the Bank regarding the establishing and access by the Bank as a shareholder (stockholder) into other companies, and selling shares (stocks) should such investments be of long-term and strategic nature,
- 13) Approving of Bank's long-term development plans and issuing opinions on annual financial plans of the Bank,
- 14) Issue of approval for creation and liquidation of foreign branches and representative offices of the Bank,
- 15) Adoption of regulations concerning the creation and use of funds provided for in the Bank's Statute on request of the Management Board,
- 16) Approving motions of the Management Board of the Bank regarding acquisition, encumbering or sale of real estate or a share in real estate, or perpetual usufruct, in the event that its value exceeds 5,000,000 PLN,
- 17) Approval of motions of the Management Board concerning incurring obligations or disposal of assets which overall value in relation to one entity exceeds 5 % of equity funds of the Bank,
- 18) Approval of motions of the Management Board of the Bank related to outsourcing in strategic areas of business activity conducted by the Bank or in case of the commission of services having the value not lower than Euro 1,000,000,
- 19) Presentation to the General Meeting, once a year, of a report on evaluation of functioning of the Bank's remuneration policy,
- 20) Performance of regular assessment of the Bank's application of Corporate Governance Rules for Supervised Institutions,
- 21) Performance of assessment of intention of termination of an agreement with an entity authorized to examine financial statements,
- 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.

§19

The Chairman of the Supervisory Board and, in his absence, the Deputy Chairman indicated by the Chairman of the Supervisory Board, shall be entitled to sign agreements concluded by the Bank with members of the Management Board of the Bank, acting on behalf of the Supervisory Board.

The Management Board of the Bank

§ 20

1. The Management Board consists of 5 to 9 members. The Management Board of the Bank shall consist of the:
 - 1) President of the Management Board of the Bank,
 - 2) Vice Presidents of the Management Board of the Bank,
 - 3) Members of the Management Board of the Bank.
2. At least half of the members of the Management Board of the Bank, including the President of the Management Board of the Bank should possess testimonials of good knowledge of the banking market in Poland due to the joint fulfillment of the following criteria:
 - 1) possession of professional experience on the Polish market suitable for the performed managerial function in the Bank,
 - 2) permanent place of domicile in Poland,
 - 3) knowledge of the Polish language.
3. The Management Board of the Bank shall operate on the basis of the Rules of procedure adopted by it. Rules of procedure shall in particular define the matters which require joint consideration by the Management Board, as well as the procedure for adopting a resolution in writing.
4. Resolutions of the Bank Management Board may be adopted after all members have been duly notified of the Management Board meeting. Resolutions are deemed valid when adopted in the presence of at least half of the Management Board members.
5. Resolutions shall be adopted by an absolute majority of votes unless the provisions of law stipulate otherwise.

§ 21

1. The members of the Management Board shall be appointed for the common term, which shall last three years.
2. Mandates of Members of the Management Board of the Bank shall expire:
 - 1) On the day of holding the General Meeting accepting the financial report for the last full reporting year of performing the duties of the member of the Management Board save as otherwise provided for in Section 3,
 - 2) In the event of resignation of a member of the Management Board from his position,
 - 3) In the event of recalling a member of the Management Board by the Supervisory Board,
 - 4) In case of death of a member of the Management Board.

3. Mandate of the member of the Supervisory Board appointed before the end of the term of the Management Board shall expire simultaneously with the expiry of the mandates of the remaining members of the Management Board.

§ 22

1. The President of the Management Board shall:
 - 1) Convene and preside over meetings of the Management Board of the Bank,
 - 2) Present the standpoint of the Management Board of the Bank towards the organs of the Bank and in external relations, in particular towards the State organs,
 - 3) Issue internal orders, rules of procedure and other regulations governing the Bank's operations. The President of the Management Board may authorize other persons to issue internal regulations of the Bank,
 - 4) Coordinate the activities of the members of the Management Board of the Bank,
 - 5) Supervise in particular the following areas of the Bank's activity: internal audit, compliance and corporate communication, including investor relations.
2. During the absence of the President of the Management Board of the Bank, his duties shall be taken over by a member of the Management Board of the Bank appointed by the President of the Management Board.
3. The Vice President of the Management Board, appointed upon the approval of the Financial Supervision Authority, supervises the area of risk management, including credit risk, with exception of the compliance risk.
4. The Management Board shall conduct the matters of the Bank and represent the Bank. All issues not reserved by virtue of the provisions of the law or of the Statute to fall within the scope of competence of other authorities, shall fall within the scope of competence of the Bank Management Board. 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. The members of the Management Board shall co-ordinate and supervise the activity of the Bank pursuant to the division of competence, adopted by the Management Board and approved by the Supervisory Board.
5. The Management Board of the Bank in the framework limited by the rules of the binding Polish law submits to UniCredit S.p.A. as the parent company all required information and data.
6. The Management Board of the Bank, operating through the statutory bodies of the subsidiaries of the Bank, co-ordinates and affects their activities aimed at ensuring the stability of the group.

§ 23

The Management Board of the Bank may issue commercial powers of attorney only to employees of the Bank and other employees belonging to the UniCredit Banking Group. The commercial power of attorney may be revoked by any member of the Management Board.

IV. PROCEDURE FOR SUBMITTING STATEMENTS REGARDING PROPERTY RIGHTS AND OBLIGATIONS OF THE BANK

§ 24

1. The following persons are authorised to make statements regarding property rights and obligations of the Bank and to sign on behalf of the Bank:

- 1) Two members of the Management Board or a member of the Management Board with a commercial attorney,
 - 2) Two commercial attorneys,
 - 3) Member of the Management Board or a commercial attorney acting jointly with an attorney,
 - 4) Attorneys acting individually or jointly within the limits of their powers of attorney.
2. Persons empowered to submit statements regarding property rights and obligations shall place their signatures under the name of the Bank.

V. CAPITAL AND FUNDS OF THE BANK

§ 25

1. Equity funds of the Bank, including positions decreasing them, in accordance with the regulations of Banking Law, shall consist of:
 - 1) Basic funds,
 - 2) Supplementary capital in the amount not higher than the basic funds of the Bank.
2. The basic funds of the Bank are:
 - 1) Statutory capital,
 - 2) Obligatory reserve equity,
 - 3) Reserve equities, including the fund for conducting brokerage activity,
 - 4) General risk fund for unidentified risk of the bank activity,
 - 5) Retained profit from previous years,
 - 6) Profit under approval and net profit of the current reporting period, calculated in accordance with the applicable accounting principles, minus any anticipated charges and dividends whose amounts should not exceed the amount of the net profit, as verified by expert auditors.

§ 26

1. Bank may create and liquidate special funds during and at the end of the financial year, on the basis of resolutions of the General Meeting.
2. Bank shall create funds provided for in binding legal acts.

§ 27

1. The statutory capital of the Bank amounts to 262.470.034,- (two hundred sixty two million four hundred seventy thousand thirty four) PLN and is divided into 137.650.000 (one hundred thirty seven million six hundred and fifty thousand) Series A bearer shares with the nominal value of 1,- (one) PLN per share, 7.690.000 (seven million six hundred and ninety thousand) Series B bearer shares of the Bank with the nominal value of 1,- (one) PLN per share, 10.630.632 (ten million six hundred thirty thousand six hundred and thirty two) Series C bearer shares with the nominal value of 1,- (one) PLN per share, 9.777.571 (nine million seven hundred seventy seven thousand five hundred and seventy one) Series D bearer shares with the nominal value of 1,- (one) PLN per share, 373.644 (three hundred seventy three thousand six hundred and forty four) Series E bearer shares with the nominal value of 1 (one) PLN per share, 621,411 (six hundred twenty one thousand four hundred eleven) Series F bearer shares with the nominal value of 1,- (one) PLN per share, 603.377 (six hundred three thousand three hundred seventy seven) Series G bearer shares with the nominal value of 1,- (one)

PLN per share, 359.840 (three hundred fifty nine thousand eight hundred and forty) Series H bearer shares with the nominal value of 1,- (one) PLN per share and 94,763,559 (ninety four million seven hundred sixty three thousand five hundred and fifty nine) Series I bearer shares with the nominal value of 1,- (one) PLN each.

2. Statutory capital of the Bank may be increased through the issue of new bearer shares, or through the increase of the nominal value of the existing shares. The General Meeting may increase the statutory capital earmarking for this purpose the funds from reserve capital or other funds set up from profit, provided they can be used for this purpose in compliance with the Code of Commercial Companies and the Bank's Statute.
3. Shares may be issued as collective shares certificates.
4. Shares may be redeemed on conditions determined by the General Meeting.

§ 28

1. Obligatory reserve equity shall be created out of annual write-offs from the net profit to cover possible balance sheet losses, as may result from operations of the Bank. Annual write-offs into obligatory reserve equity shall amount to at least 8 % of net profit and shall be continued until the obligatory reserve equity reaches at least 1/3 part of statutory capital of the Bank. The surplus achieved by the issue of shares over their nominal value shall be transferred to the obligatory reserve equity and other surplus - after the cover of cost of issue.
2. The amount of any such write-off shall be determined by the General Meeting.
3. The General Meeting shall decide about using of obligatory reserve equity. However, a part of this equity in the amount of one-third part of statutory capital may be only used to cover the loss showed in the financial report.

§ 29

1. The general risk fund shall be established out of write-offs from net profit for unidentified risks associated with banking activities.
2. The amount of any such write-offs shall be determined by the General Meeting.

§ 30

1. The reserve equities shall be established out of write-offs from net profit for the equities.
2. Amount of any such write-offs shall be determined by the General Meeting.
3. The reserve equities may be designated for covering the particular losses or expenses as well as for increasing the statutory capital and paying out of the dividend.
4. The General Meeting of shall decide about using the reserve equities.

§ 31

1. Special funds shall be established out of write-offs from net profit made pursuant to a resolution of the General Meeting, which, in each case, shall determine the amount of the write-off to be allocated to each particular fund, unless the obligation to create such funds results from a legal act.
2. Rules of procedure of establishing and using of special funds shall be adopted by the Supervisory Board.

VI. FINANCIAL MANAGEMENT OF THE BANK,
DISTRIBUTION OF PROFIT, COVERING OF LOSSES, ACCOUNTING

§ 32

The financial management of the Bank shall be conducted on the basis of annual financial plans.

§ 33

1. Annual net profit may be allocated for the following purposes, in amounts to be resolved upon by the General Meeting:
 - 1) Obligatory reserve fund,
 - 2) General risk fund,
 - 3) Reserve equities, including the fund for conducting brokerage activity,
 - 4) Dividend,
 - 5) Special funds,
 - 6) Other purposes.
2. Any claim for dividend shall expire after three years. The Bank shall pay no interest on the uncollected dividend.

§ 33a

1. The Management Board is authorized to make an advance payment of anticipated dividend for the end of the financial year, provided that the Bank has sufficient funds for such a payment and that the financial statement for the previous year indicates a profit.
2. The disbursement of such advance payment requires the approval of the Supervisory Board and arrangements with the Financial Supervision Authority.
3. The advance payment for dividend may only amount to half of the Bank's profit made by the end of the previous financial year, reported in the financial statement examined by a chartered auditor, reduced by the uncovered losses and own shares.

§ 34

The Bank shall create a general risk reserve to debit the costs in order to cover rights connected with conducting banking operations.

§ 35

Balance sheet losses shall be covered from obligatory reserve equity and reserve equities in the manner specified by a resolution of the General Meeting.

§ 36

The Bank shall conduct accounting on the basis of the plan of accounts and in accordance with the binding legal regulations.

The organization and method of accounting shall be determined by the Management Board of the Bank.

§ 37

Financial year shall be equivalent to the calendar year.

VII. INTERNAL CONTROL

§ 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.

VIII. FINAL PROVISIONS

§ 39

In case of liquidation of the Bank, the General Meeting at the request of the Supervisory Board shall appoint one or more liquidators and determine the method of carrying out the liquidation.

§ 40

Obligatory notices, which must be published according to the Commercial Companies Code, excluding the notice specified in Par. 8 Section 1 of the Statute shall be published by the Management Board of the Bank in the "Court and Business Monitor".

Resolution No. 42
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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,429 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,429**,
- **184,524,818 votes** were cast for adoption of the resolution,
- **102,411 votes** were cast against the resolution,
- **1,200 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 43
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. 42 of the Ordinary General Meeting of 16 June 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 from 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.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **184,628,429 shares** representing **70,34 %** of shares in the share capital,
- the total number of valid **votes** was **184,628,429**,
- **184,524,818 votes** were cast for adoption of the resolution,
- **102,411 votes** were cast against the resolution,
- **1,200 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.