

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.

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 **183,593,529 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid **votes** was **183.593.529**,
- **183,593,449 votes** were cast for adoption of the resolution,
- **80 votes** 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.

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

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) Marcin Baczyński,
- 2) Małgorzata Olborska,
- 3) Paweł Zarzeka.

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 **183,592,442 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid **votes** was **183,592,442**,
- **183,591,191 votes** were cast for adoption of the resolution,
- **0 votes** were cast against the resolution,
- **1,251 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. 402<sup>1</sup> 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 **183,593,527 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid **votes** was **183,593,527**,
- **18,592,239 votes** were cast for adoption of the resolution,
- **33 votes** were cast against the resolution,
- **1,255 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 Pekao S.A. for the year 2016

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 Pekao S.A. for the year 2016 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 **183,593,535 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid votes was **183,593,535**,
- **183,436,989 votes** were cast for adoption of the resolution,
- **88 votes** were cast against the resolution,
- **156,458 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution No. 5  
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna  
on approving the Unconsolidated Financial Statements  
of Bank Pekao S.A. for the year ended on 31 December 2016

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 Pekao S.A. for the year ended on 31 December 2016 are hereby approved, with the following figures:

- a) the statement of financial position as at 31 December 2016 with total assets and total liabilities of 170,988,852,551.84 PLN (say: one hundred seventy billion nine hundred eighty eight million eight hundred fifty two thousand five hundred fifty one 84/100 PLN),
- b) the statement of comprehensive income for the financial year ended as at 31 December 2016 with a total comprehensive income of 1,771,642,479.31 PLN (say: one billion seven hundred seventy one million six hundred forty two thousand four hundred seventy nine 31/100 PLN),
- c) the income statement for the financial year ended as at 31 December 2016 with a net profit of 2,278,374,734.13 PLN (say: two billion two hundred seventy eight million three hundred seventy four thousand seven hundred thirty four 13/100 PLN),
- d) the statement of changes in equity for the financial year ended as at 31 December 2016 with a decrease in equity of 511,846 thousand PLN (say: five hundred eleven million eight hundred forty six thousand PLN),
- e) the statement of cash flow for the financial year ended as at 31 December 2016 with a decrease in net cash amounting to 5,818,411 thousand PLN (say: five billion eight hundred eighteen million four hundred eleven 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 **183,593,535** shares representing **69,94 %** of shares in the share capital,
- the total number of valid votes was **183,593,535**,
- **183,438,190 votes** were cast for adoption of the resolution,
- **87 votes** were cast against the resolution,
- **155,258 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

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 Pekao S.A. Group for the year 2016

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 Pekao S.A. Group for the year 2016 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 **183,593,535 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid **votes** was **183,593,535**,
- **183,436,990 votes** were cast for adoption of the resolution,
- **87 votes** were cast against the resolution,
- **156,458 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution No. 7  
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna  
on approving the Consolidated Financial Statements  
of Bank Pekao S.A. Group for the year ended on 31 December 2016

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 Pekao S.A. Group for the year ended on 31 December 2016 is hereby approved, with the following figures:

- a) the consolidated statement of financial position as at 31 December 2016 with total assets and total liabilities of 174,214,944,480.57 PLN (say: one hundred seventy four billion two hundred fourteen million nine hundred forty four thousand four hundred eighty 57/100 PLN),
- b) the consolidated statement of comprehensive income for the financial year ended as at 31 December 2016 with the total comprehensive income of 1,772,773,255.98 PLN (say: one billion seven hundred seventy two million seven hundred seventy three thousand two hundred fifty five 98/100 PLN),
- c) the consolidated income statement for the financial year ended as at 31 December 2016 with the net profit of 2,279,764,189.48 PLN (say: two billion two hundred seventy nine million seven hundred sixty four thousand one hundred eighty nine 48/100 PLN),
- d) the consolidated statement of changes in equity for the financial year ended as at 31 December 2016 with a decrease in equity of 512,250 thousand PLN (say: five hundred twelve million two hundred fifty thousand PLN),
- e) the consolidated statement of cash flow for the financial year ended as at 31 December 2016 with a decrease in net cash amounting to 5,847,305 thousand PLN (say: five billion eight hundred forty seven million three hundred five 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 **183,593,530 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid **votes** was **183,593,530**,
- **183,436,985 votes** were cast for adoption of the resolution,
- **87 votes** were cast against the resolution,
- **156,458 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

During the Ordinary General Meeting of Shareholders of the Bank, the Shareholders submitted the following changes to the draft 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 2016:

- 1) wording of § 3 shall be replaced by the following „The date of determining the right to dividend is set on 21<sup>st</sup> June 2017.”

In this matter the Resolution No. 8a of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna was adopted.

- 2) wording of § 4 shall be replaced by the following: „The date of paying out the dividend is set on 6<sup>th</sup> July 2017.”

In this matter the Resolution No. 8b of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna was adopted.

- 3) wording of §1 shall be replaced by the following: “The net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2016 in the amount of 2,278,374,734.13 PLN (say: two billion two hundred seventy eight million three hundred seventy four thousand seven hundred thirty four 13/100 PLN) entirely is allocated to reserve capital.” and § 2, § 3 and § 4 shall be deleted.

The Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna did not adopt the resolution in this matter.



Resolution No. 8a  
of the Ordinary General Meeting  
of Bank Polska Kasa Opieki Spółka Akcyjna  
on the request to amend the dividend day for 21<sup>st</sup> of June 2017 instead of 7<sup>th</sup> June 2017

The Ordinary General Meeting resolves as follows:

§1

In § 3 draft Resolution No 8 the dividend day is set on 21<sup>st</sup> June 2017.

§ 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 **183,593,530 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid votes was **183,593,530**,
- **108,896,953** votes were cast for adoption of the resolution,
- **88 votes** were cast against the resolution,
- **74,696,489 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution No. 8b  
of the Ordinary General Meeting  
of Bank Polska Kasa Opieki Spółka Akcyjna  
on the request to amend the date of paying out the dividend for 6<sup>th</sup> July 2017 instead of 27<sup>th</sup> June  
2017

The Ordinary General Meeting resolves as follows:

§1

In § 4 draft Resolution No 8 the date of paying out the dividend is set on 6<sup>th</sup> July 2017.

§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 **183,593,530 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid votes was **183,593,530**,
- **108,896,988** votes were cast for adoption of the resolution,
- **58 votes** were cast against the resolution,
- **74,696,489 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

In relation to adoption by the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna Resolution No. 8a and Resolution No. 8b, the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna adopted Resolution No. 8 on the distribution of net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2016 in following wording:

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 2016

Acting in accordance with Art. 395 § 2 p. 2 and Art. 348 § 4 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 2016 in the amount of 2,278,374,734.13 PLN (say: two billion two hundred seventy eight million three hundred seventy four thousand seven hundred thirty four 13/100 PLN) is divided in such way that:

- 1) 99.99% of net profit of the Bank i.e. the amount 2,278,239,895.12 (say: two billion two hundred seventy eight million two hundred thirty nine thousand eight hundred ninety five PLN 12/100) is allocated to dividend,
- 2) 134,839.01 PLN (say: one hundred thirty four thousand eight hundred thirty nine PLN 01/100) is allocated to funds for general banking risk.

§ 2

The dividend per share amounts to 8.68 PLN (say eight 68/100 PLN).

§ 3

The date of determining the right to dividend is set on 21<sup>st</sup> June 2017.

§ 4

The date of paying out the dividend is set on 6<sup>th</sup> July 2017.

§ 5

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 **183,593,535 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid **votes** was **183,593,535**,
- **148,090,853 votes** were cast for adoption of the resolution,
- **87 votes** were cast against the resolution,
- **35,502,595 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

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 2016

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 2016 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 2016, 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 2016, and of the motion of the Management Board of the Bank on the distribution of the profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2016 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 **183,593,535 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid **votes** was **183,593,535**,
- **183,436,990 votes** were cast for adoption of the resolution,
- **1.237 votes** were cast against the resolution,
- **155,308 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 2016

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 1<sup>st</sup> January to 16<sup>th</sup> June 2016 and from 22<sup>nd</sup> July to 31<sup>st</sup> December 2016 and Member of the Supervisory Board from 17<sup>th</sup> June to 21<sup>st</sup> July 2016, 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 **183,256,492 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid **votes** was **183,256,492**,
- **182,924,237 votes** were cast for adoption of the resolution,
- **175,748 votes** were cast against the resolution,
- **156,507 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 2016

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 1<sup>st</sup> January to 16<sup>th</sup> June 2016 and from 22<sup>nd</sup> July to 31<sup>st</sup> December 2016 and Member of the Supervisory Board from 17<sup>th</sup> June to 21<sup>st</sup> July 2016, 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 **182,256,623 shares** representing **69,82 %** of shares in the share capital,
- the total number of valid **votes** was **182,256,623**,
- **182,924,369 votes** were cast for adoption of the resolution,
- **175,747 votes** were cast against the resolution,
- **156,507 votes** abstained.

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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,623 shares** representing **69,82 %** of shares in the share capital,
- the total number of valid **votes** was **183,256,623**,
- **182,924,369 votes** were cast for adoption of the resolution,
- **175,747 votes** were cast against the resolution,
- **156,507 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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,492 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid **votes** was **183,256,492**,
- **182,924,238 votes** were cast for adoption of the resolution,
- **175,747 votes** were cast against the resolution,
- **156,507 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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,492 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid **votes** was **183,256,492**,
- **182,924,236 votes** were cast for adoption of the resolution,
- **175,749 votes** were cast against the resolution,
- **156,507 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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,492 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid **votes** was **183,256,492**,
- **182,924,238 votes** were cast for adoption of the resolution,
- **176,947 votes** were cast against the resolution,
- **155,307 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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,492 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid votes was **183,256,492**,
- **182,923,164 votes** were cast for adoption of the resolution,
- **175,749 votes** were cast against the resolution,
- **157,579 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 2016

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 Nicastró - Deputy Chairman of the Supervisory Board from 1<sup>st</sup> January to 16<sup>th</sup> June 2016, 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 **183,256,480 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid **votes** was **183,256,480**,
- **182,923,152 votes** were cast for adoption of the resolution,
- **175,749 votes** were cast against the resolution,
- **157,579 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 2016

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 1<sup>st</sup> January to 16<sup>th</sup> June 2016, 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 **183,256,479 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid votes was **183,256,479**,
- **182,923,151 votes** were cast for adoption of the resolution,
- **175,749 votes** were cast against the resolution,
- **157,579 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 2016

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 Massimiliano Fossati - Member of the Supervisory Board from 17<sup>th</sup> June to 21<sup>st</sup> July 2016 and Secretary of the Supervisory Board from 22<sup>nd</sup> July to 31<sup>st</sup> December 2016, 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 **183,256,478 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid votes was **183,256,478**,
- **182,923,150 votes** were cast for adoption of the resolution,
- **175,749 votes** were cast against the resolution,
- **157,579 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 2016

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. Gianni Papa - Member of the Supervisory Board from 17<sup>th</sup> June to 21<sup>st</sup> July 2016 and Deputy Chairman of the Supervisory Board from 22<sup>nd</sup> July to 31<sup>st</sup> December 2016, 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 **183,256,478 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid **votes** was **183,256,478**,
- **182,923,149 votes** were cast for adoption of the resolution,
- **175,750 votes** were cast against the resolution,
- **157,579 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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,480 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid **votes** was **183,256,480**,
- **182,925,425 votes** were cast for adoption of the resolution,
- **175,797 votes** were cast against the resolution,
- **155,258 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.



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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,480 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid votes was **183,256,480**,
- **182,923,152 votes** were cast for adoption of the resolution,
- **175,797 votes** were cast against the resolution,
- **157,531 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,480 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid **votes** was **183,256,480**,
- **182,924,384 votes** were cast for adoption of the resolution,
- **175,767 votes** were cast against the resolution,
- **156,329 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,480 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid **votes** was **183,256,480**,
- **182,923,182 votes** were cast for adoption of the resolution,
- **175,769 votes** were cast against the resolution,
- **157,529 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,480 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid votes was **183,256,480**,
- **182,923,184 votes** were cast for adoption of the resolution,
- **175,767 votes** were cast against the resolution,
- **157,529 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,480 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid votes was **183,256,480**,
- **182,923,152 votes** were cast for adoption of the resolution,
- **175,798 votes** were cast against the resolution,
- **157,530 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

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 2016

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 1<sup>st</sup> January to 31<sup>st</sup> December 2016, 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 **183,256,480 shares** representing **69,81 %** of shares in the share capital,
- the total number of valid votes was **183,256,480**,
- **182,923,183 votes** were cast for adoption of the resolution,
- **176,840 votes** were cast against the resolution,
- **156,457 votes** abstained.

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

Shareholder Mr Dariusz Baran declared that he voted against the resolution, reported his objection to the resolution and requested that it be recorded in the minutes.

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 2016

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 **183,593,535 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid votes was **183,593,535**,
- **182,511,824 votes** were cast for adoption of the resolution,
- **31,529 votes** were cast against the resolution,
- **1,050,182 votes** abstained.

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

Resolution No. 29  
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 Par. 6 of the Bank's Statute in section 1 item 35) the full stop shall be replaced by a comma, and after item 35) the following item 36) shall be added:  
„36) Providing trust services and issuing electronic means of identification as defined in the regulations on trust services.”;
- 2) in Par. 18 of the Bank's Statute in item 23) the full stop shall be replaced by a comma and after item 23) the following item 24) shall be added:  
„24) Approval of the recovery plan of the Bank or the recovery plan of the Bank's Capital Group prepared under the provisions of the Banking Act.”;
- 3) in Par. 22 of the Bank's Statute following section 6 shall be deleted:  
“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.”.

§ 2

The resolution shall become into force on the date of its adoption, with the provision that amendments to the Statute shall become effective upon the moment of their registration in the Register of Business Entities 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 **183,593,528 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid votes was **183,593,528**,
- **183,536,456 votes** were cast for adoption of the resolution,
- **54,718 votes** were cast against the resolution,
- **2,354 votes** abstained.

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



Resolution No. 30  
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 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. 29 of the 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 29 of 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 **183,593,528 shares** representing **69,94 %** of shares in the share capital,
- the total number of valid votes was **183,593,528**,
- **183,591,205 votes** were cast for adoption of the resolution,
- **0 votes** were cast against the resolution,
- **2,323 votes** abstained.

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

## Attachment to Resolution 30

# 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.

- 36) Providing trust services and issuing electronic means of identification as defined in the regulations on trust services.
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,
- 24) Approval of the recovery plan of the Bank or the recovery plan of the Bank's Capital Group prepared under the provisions of the Banking Act.

#### §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.

#### § 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".