

**Draft resolutions of the Extraordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna on 8th June 2017**

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

Refers to the agenda item 2

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

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

Refers to the agenda item 4

Resolution No.
of the Extraordinary 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 Extraordinary General Meeting appoints the following members of the Voting Commission:

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

Refers to the agenda item 5

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

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

Refers to the agenda item 6

Resolution No.
of the Extraordinary 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 Extraordinary General Meeting of the Bank resolves the following:

§ 1

The following amendments shall be made to the Bank Statute:

- 1) In § 1 of the Bank's Statute the following section 2 shall be deleted:
„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.”;

at the same time in § 1 of the Bank's Statute digit 1 is deleted from the current section 1;
- 2) in § 10 of the Bank's Statute:
 - section 2 shall be amended as follows:
“2. The General Meeting shall be capable of adopting valid resolutions irrespective of the number of shares represented thereat.”;
 - the following sections 3 and 4 shall be deleted:
„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.”;
 - the current sections 5 and 6 shall be numbered as sections 3 and 4, respectively;
- 3) in § 22 of the Bank's Statute:
 - the following section 5 shall be deleted:
„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.”;
- 4) § 23 of the Bank's Statute shall be replaced by the following:
“§ 23 The Management Board of the Bank may issue commercial powers of attorney only to employees of the Bank. The commercial power of attorney may be revoked by any member of the Management Board.”

§ 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).

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

The proposed amendments in the Bank's Statute result from the request of the shareholder of the Bank, UniCredit S.p.A, filed pursuant to Art. 401 § 1 of the Commercial Companies Code (K.s.h.). The amendments the Bank's Statute referred to in § 1 and § 22 take into account the guidelines of the Financial Supervision Authority (KNF) contained in KNF letter ref. no. DLB-DLB_WL1/700/18/2/2016/MG received by the Bank on 30 March 2016.

Introduction to § 10 of the Bank's Statute the changes will mean the application by the Bank of the rule provided for in art. 408 § K.s.h. according to which if the provisions of K.s.h. or the statute does not provide otherwise, the general meeting is valid irrespective of the number of shares represented on it. The Financial Supervision Authority granted the permission for proposed amendments to the Statute of the Bank upon decision no DLB/DLB_KZS/700/37/2/2017/KS of 17 March 2017

Refers to the agenda item 7

Resolution No.
of Extraordinary 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 Extraordinary General Meeting of the Bank hereby resolves the following:

§ 1

The uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, including amendments adopted under Resolution No. _____ of the Extraordinary 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. Amendments to the Statute of Bank Polska Kasa Opieki Spółka Akcyjna referred to in Par 6 point 36), Par 18 point 24) and Par 22 section 6 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna were adopted by the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 19 April 2017 No 29 on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna.

§ 3

The uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall come into force on the day of registration the amendments of the Statute of the Bank adopted by the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 19 April 2017 No 29 on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna and the Resolution No _____ of Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna in the register of entrepreneurs of the National Court Register (KRS).

Enclosures:

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

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

The proposed draft of resolution results from the request of the shareholder of the Bank, UniCredit S.p.A, filed pursuant to Art. 401 § 1 of K.s.h.
Pursuant to § 13 point 8 of the Bank's Statute the Ordinary General Meeting establishes the uniform text of the Bank's Statute

Refers to the agenda item 8

Resolution No.
of the Extraordinary 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 current common term of office, taking into consideration the assessment of suitability requirements

§ 1

Acting in accordance with art. 385 § 1 of the Commercial Companies Code and pursuant to § 13 p. 14 of the Bank's Statute, the Extraordinary General Meeting hereby appoints as a member of the Supervisory Board for the period of current common term of office of the Supervisory Board.

§ 2

This resolution comes into effect on the date of its adoption.

Justification for the resolution of the Extraordinary 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 current common term of office, taking into consideration the assessment of suitability requirements.

The proposed draft of resolution results from the request of the shareholder of the Bank, UniCredit S.p.A, filed pursuant to Art. 401 § 1 of K.s.h.

Pursuant to Art. 385 § 1 of the Commercial Companies Code and § 13 p. 14 of the Bank's Statute, appointment of members of the Supervisory Board is in the scope of competences of the General Meeting. The General Meeting shall adopt separate resolutions appointing each member of the Supervisory Board, taking into consideration the assessment of suitability requirements, pursuant to art. 22 sec. 2 Banking Law.

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

Refers to the agenda item 9

Resolution No.
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on covering the costs of convening and holding the Extraordinary General Meeting

Acting under art. 400 § 4 of the Code of Commercial Companies, the Extraordinary General Meeting of the Bank resolves the following:

§ 1

The cost of convening and holding the Extraordinary General Meeting shall be borne by Bank Polska Kasa Opieki S.A.

§ 2

The resolution shall become into force on the date of its adoption.

Justification for the resolution of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on covering the costs of convening and holding the Extraordinary General Meeting.

The proposed draft of resolution results from the request of the shareholder of the Bank, UniCredit S.p.A, filed pursuant to Art. 401 § 1 of K.s.h.

According to Art. 400 § 4 K.s.h. an extraordinary general meeting convened at the request of shareholders representing at least one twentieth of the share capital shall adopt a resolution deciding whether the costs of convening and holding the meeting shall be borne by the company.