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Division Plan
of Centralny Dom Maklerski Pekao S.A.

27 February 2019

This division plan (the “**Division Plan**”) was agreed on 27 February 2019 pursuant to Article 529 § 1 point 1, Article 533 § 1 and Article 534 of the act of 15 September 2000 – the Commercial Companies Code (consolidated text: Journal of Laws of 2017, item 1577, as amended) (the “**CCC**”) by:

Centralny Dom Maklerski Pekao S.A., with its registered seat in Warsaw (“**CDM**” or the “**Company Being Divided**”);

Bank Polska Kasa Opieki S.A., with its registered seat in Warsaw (the “**Bank**”); and

Centrum Bankowości Bezpośredniej sp. z o.o., with its registered seat in Krakow (“**CBB**”).

1. TYPE, COMPANY NAME AND CORPORATE SEAT OF EACH OF THE COMPANIES PARTICIPATING IN THE DIVISION

1.1. The Company Being Divided:

Centralny Dom Maklerski Pekao S.A., with its registered seat in Warsaw, address: ul. Wołoska 18, 02-675 Warsaw, registered in the Register of Business Entities maintained by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under KRS No. 0000024477, NIP 5212654772, with a share capital of PLN 56,331,898.00.

1.2. The Acquiring Companies:

Bank Polska Kasa Opieki S.A., with its registered seat in Warsaw, address: ul. Grzybowska 53/57, 00-950 Warsaw, registered in the Register of Business Entities maintained by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Division of the National Court Register, under KRS No. 0000014843, NIP 5260006841, with a fully paid up share capital of PLN 262,470,034.00; and

Centrum Bankowości Bezpośredniej sp. z o.o., with its registered seat in Krakow, address: ul. Josepha Conrada 37, 31-357 Kraków, registered in the Register of Business Entities maintained by the District Court for Krakow-Śródmieście, XI Commercial Division of the National Court Register, under KRS No. 0000030709, NIP 6782829068, with a share capital of PLN 500,000.00.

2. SHAREHOLDING STRUCTURE OF THE COMPANY BEING DIVIDED

As of the date of signing the Division Plan, the shareholding structure of the Company Being Divided is as follows:

the Bank holds 1,817,158 shares in the Company Being Divided representing 100% of the share capital of the Company Being Divided and representing the right to exercise up to 100% of the votes at the general meeting of the Company Being Divided.

3. THE DIVISION

The division of CDM (the “**Division**”) will be effected in accordance with the procedure specified in Article 529 § 1 point 1 of the CCC, i.e.:

- through a transfer of a part of the assets and liabilities as well as the rights and obligations of the Company Being Divided to the Bank in the form of an organised part of the enterprise of CDM connected with the provision of brokerage services involving: (i) the acceptance and transfer of orders to buy or sell financial instruments, (ii) the execution of the orders referred to in section (i) for the account of a client, (iii) the acquisition or disposal of financial instruments on own account, (iv) the provision of investment advice; (v) the offering of financial instruments, (vi) the provision of services under underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) or the conclusion and performance of other similar agreements, if they relate to financial instruments, (vii) the keeping or registration of financial instruments, including the keeping of securities accounts, derivatives accounts and omnibus accounts, and cash accounts, (viii) advising companies on capital structure, corporate

strategy and other matters related to such structure or strategy, (ix) the provision of advisory and other services relating to mergers, demergers and acquisitions of companies, (x) providing foreign-exchange services where such are connected with the activity referred to in Art. 69 section 2 of the Act on Trading in Financial Instruments, (xi) the preparation of investment analyses, financial analyses and other recommendations of a general nature relating to transactions in financial instruments and (xii) additional services related to underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) (the “**Brokerage Business**”), provided that, within the scope of advising companies on capital structure, corporate strategy and other matters related to such structure or strategy and the provision of advisory and other services relating to mergers, demergers and acquisitions of companies (items (viii) and (ix) above, respectively), it needs to be stated that, as of the date of signing the Division Plan, CDM does not and, as of the Division Date (as defined below), does not intend to conduct any such business; and

- through a transfer of a part of the assets and liabilities as well as the rights and obligations of the Company Being Divided to CBB in the form of an organised part of the enterprise of CDM connected with the provision of call centre services involving, *inter alia*: (i) dealing with the execution of client telephone orders and instructions, (ii) rendering services to clients within the scope of executing transactions, (iii) servicing the product hotline and implementing sales plans, (iv) the disclosure of detailed information related to the services rendered, (v) cooperation with the implementation of the budget through the active sale of products; and (vi) the provision of sales support implemented through telephone distribution channels (the “**Call Centre Business**”).

Pursuant to Article 530 § 1 of the CCC, the Company Being Divided shall be wound up without going into liquidation on the date on which it is struck off the applicable court register immediately upon the registration of the share capital increase of CBB as a result of the Division (the “**Division Date**”).

4. DETAILED DESCRIPTION AND THE DIVISION OF THE ASSETS AND LIABILITIES, AS WELL AS THE PERMITS, CONCESSIONS AND RELIEFS AMONG THE EXISTING ACQUIRING COMPANIES

- 4.1. A description of the selected assets and liabilities of the Company Being Divided allocated to, respectively, the Bank, representing an organised part of the enterprise connected with the Brokerage Business, and to CBB, representing an organised part of the enterprise connected with the Call Centre Business, is presented in Schedule 1 to this Division Plan and in Schedule 2 to this Division Plan, respectively.
- 4.2. If any obligations, duties or claims to which the Company Being Divided is a party arise or are disclosed after the date on which the Division Plan was prepared, such claims, obligations and duties will be included in the assets and liabilities of the Bank, if they are connected with the Brokerage Business, or to the assets and liabilities of CBB, if they are connected with the Call Centre Business. Subject to the terms and conditions of the Division Plan, the Bank and CBB will become, as of the Division Date, parties to the claims, obligations and duties connected with the assets and liabilities assigned to them in the Division Plan, which does not infringe the provisions on joint and several liability for the obligations of the companies participating in the division.
- 4.3. Should any rights or receivables of the Company Being Divided be disclosed or acquired after the date on which the Division Plan was prepared, such rights or receivables will be included in the assets and liabilities of the Bank, if they are connected with the Brokerage Business, or in the assets and liabilities of CBB, if they are connected with the Call Centre Business.
- 4.4. If the Company Being Divided hires new employees after the Division Plan is prepared, such employees will be transferred to the Bank if their work is connected with the Brokerage Business or will be transferred or to CBB if their work is connected with the Call Centre Business.

- 4.5. If the Company Being Divided purchases or acquires any new assets after the Division Plan was prepared, such assets will be transferred to Bank, if they are connected with the Brokerage Business, or to CBB, if they are connected with the Call Centre Business.
- 4.6. If the Company Being Divided disposes of or forfeits any assets that, pursuant to the Division Plan were assigned to the assets of the Bank or to CBB, any proceeds or benefits received in exchange for such assets will be allocated to the Bank or CBB, respectively.
- 4.7. Based on the division of the assets and liabilities of the Company Being Divided, the licences to pursue the brokerage business, based on which the Company Being Divided conducts the Brokerage Business (the “**Brokerage Licences**”), are assigned to the Bank as a result of the Division, unless the Polish Financial Supervision Authority (the “**PFSA**”), within one month from the announcement of the Division Plan, submits an objection against such assignment in accordance with the procedure specified in Art. 531 § 6 of the CCC. If the PFSA does submit such an objection, after the Division Date, the brokerage business conducted up to such point by the Company Being Divided will be continued by the Bank pursuant to the permits for the conduct of brokerage business granted to the Bank by the PFSA before the Division Date and within the scope covered by such permits.

5. THE EXCHANGE RATIO PURSUANT TO WHICH THE SHARES IN THE COMPANY BEING DIVIDED WILL BE EXCHANGED FOR SHARES IN THE ACQUIRING COMPANIES

- 5.1. The share capital of the Company Being Divided amounts to PLN 56,331,898.00 (fifty-six million, three hundred and thirty-one thousand, eight hundred and ninety-eight zlotys) and is divided into 1,817,158 (one million, eight hundred and seventeen thousand, one hundred and fifty-eight) shares having a nominal value of PLN 31 (thirty-one zlotys) each. According to the applied method of valuation based on the book value, the book value of the estate of the Company Being Divided as at 1 January 2019 is PLN 145,777,342.77 (one hundred and forty-five million, seven hundred and seventy-seven thousand, three hundred and forty-two and 77/100 zlotys), while the book value of the organised part of the enterprise connected with the Call Centre Business is PLN 25,000 (twenty-five thousand zlotys), which represents 0.017% of the balance sheet value of the Company Being Divided.
- 5.2. The share capital of CBB amounts to PLN 500,000.00 (five hundred thousand zlotys) and is divided into 1,000 (one thousand) shares having a nominal value of PLN 500 (five hundred zlotys) each. According to the applied method of valuation based on the book value, the book value of the estate of CBB as at 1 January 2019 is PLN 12,234,809.79 (twelve million, two hundred and thirty-four thousand eight hundred and nine and 79/100 zlotys). The balance sheet value of 1 (one) share in CBB as at 1 January 2019 is PLN 12,234.81 (twelve thousand, two hundred and thirty-four and 81/100 zlotys). The value of the estate that constitutes the organised part of the enterprise connected with the Call Centre Business as at 1 January 2019 reflects 2 (two) shares in CBB.
- 5.3. The exchange ratio pursuant to which the shares in the Company Being Divided will be exchanged for the shares in the acquiring company, i.e. CBB, is as follows: every 908,579 (nine hundred and eight thousand, five hundred and seventy-nine) shares in the Company Being Divided will entitle the title holder thereof to 1 (one) newly issued share in the increased share capital of CBB (the “**Share Exchange Ratio**”).
- 5.4. In order to determine the Share Exchange Ratio, the estate of CBB as well as the assets related to the Call Centre Business which will be taken over by CBB in a result of the Division have been valued. The valuations were based on the book value of the estates subject to the valuation. The book value method was chosen because of its simplicity, the clear interpretation of the valuation result and the fact that the valuation was based on the same generally accepted accounting standards. In addition, the choice of such method is supported by the fact that the companies subject to the valuation, CDM and CBB (and thus the part of the assets of CDM to be carved-out, i.e. the estate related to the Call Centre Business) are subject to the joint control

of the same parent entity, the Bank and that the Division will not result in any change of control over such entities. The adopted valuation method also does not impact the economic result of the transaction. In accordance with the valuation methodology, the value of equity based on the book value is calculated by determining the difference between the balance sheet value of the assets and liabilities as of the valuation date. Those values were stated as at 1 January 2019, i.e. the valuation date. Consequently, in view of the purpose of the valuation and the above-described justification of the choice of the valuation method, the determined value of equity equals the book value of the net assets of the companies.

- 5.5. Since the methodology for the determination of the share exchange ratio is connected with rounding up the results and, in addition, the Division is being carried out by entities which are under joint control, the results of the above calculations were rounded down to the nearest integer.
- 5.6. Following a review of the results of the above-mentioned valuations, the management boards of the Bank, CDM and CBB agreed to the above-mentioned Share Exchange Ratio.
- 5.7. Pursuant to Article 550 of the CCC, due to the fact that the Bank is the sole shareholder of the Company Being Divided, no increase of the share capital of the Bank is envisaged in connection with the Bank's acquisition of some of the assets and liabilities of the Company Being Divided. Consequently, the Bank will not issue any shares in exchange for the assets and liabilities of the Company Being Divided that it will acquire.

6. RULES GOVERNING THE AWARD OF SHARES IN THE ACQUIRING COMPANIES

- 6.1. As mentioned in section 5.7 above, the Bank will not award any shares in exchange for the acquired assets and liabilities of the Company Being Divided.
- 6.2. However, the share capital of the second of the acquiring companies, i.e. CBB, will be increased in connection with the Division through the issuance of new shares in a number determined by applying the adopted Share Exchange Ratio. As a result of the Division, the Bank, as the sole shareholder of the Company Being Divided, will subscribe for all of the new shares in CBB issued in connection with the increase of the share capital of CBB within the scope of the Division, i.e. 2 (two) shares having a nominal value of PLN 500 (five hundred zlotys) each and a total nominal value of PLN 1,000 (one thousand zlotys) (the "New Shares").
- 6.3. Consequently, the assets and liabilities of the Company Being Divided acquired by CBB will be transferred to the share capital and the supplementary capital of CBB by applying the amount of PLN 1,000 (one thousand zlotys) to the increase of the share capital and the amount corresponding to the value of the organised part of the enterprise connected with the Call Centre Business, as at the Division Date, less the value of the share capital increase, will be transferred to the supplementary capital.

7. DISTRIBUTION OF SHARES IN THE ACQUIRING COMPANIES AMONG THE SHAREHOLDERS OF THE COMPANY BEING DIVIDED AND THE RULES GOVERNING SUCH DISTRIBUTION

- 7.1. The Bank will not award any shares in exchange for the acquired assets and liabilities of the Company Being Divided.
- 7.2. All of the New Shares in CBB will be subscribed for by the Bank.

8. ADDITIONAL PAYMENTS

- 8.1. No additional payments will be required.

9. THE DATE FROM WHICH THE SHARES AWARDED IN THE ACQUIRING COMPANIES WILL ENTITLE THE HOLDERS THEREOF TO PARTICIPATE IN THE DISTRIBUTION OF PROFIT

- 9.1. The Bank will not award any shares in exchange for the acquired assets and liabilities of the Company Being Divided.

- 9.2. The New Shares in CBB awarded to the Bank will entitle the Bank to participate in the profits generated by CBB for the financial year commenced on 1 January of the year in which the Company Being Divided is struck off the applicable court register.

10. RIGHTS IN THE COMPANY BEING DIVIDED AWARDED BY THE ACQUIRING COMPANIES TO THE SHAREHOLDER AND INDIVIDUALS HOLDING SPECIAL RIGHTS

In accordance with the articles of association of the Company Being Divided, the Bank is authorised to appoint and dismiss members of the Supervisory Board of the Company Being Divided. Pursuant to Article 547 §1 of the CCC, the Bank, as a shareholder of the Company Being Divided, is authorised to obtain at least an equivalent right in the acquiring company.

In view of the fact that the Bank is an authorised shareholder of the Company Being Divided, but also one of the acquiring companies within the scope of the Division, the companies participating in the Division hereby confirm that it will not be possible for the above-mentioned right of the Bank to be transferred to the Bank.

In addition, in accordance with the articles of association of CBB, the Bank, as a shareholder of CBB, has an equivalent right to appoint and dismiss members of the Supervisory Board of CBB. Thus, after the Division, the Bank, as a shareholder of CBB, will be able to continue to exercise such right.

Consequently, the companies participating in the Division hereby confirm that the terms and conditions of appointing and dismissing members of the Supervisory Board of the Bank and CBB after the Division will remain unchanged.

Aside from the above situation, in the Company Being Divided, there are no shareholders or any other persons holding special rights as referred to in Article 304 § 2 point 1, Article 351–355, Article 361 and Article 474 § 3 of the CCC. Therefore, there is no intention to award any special rights to the shareholders of the Company Being Divided or to any other persons.

As of the date of the Division Plan, the Company Being Divided has not issued any securities other than the shares, and no securities will be issued by the Company Being Divided until the date of registration of the Division.

11. SPECIAL BENEFITS, IF ANY, FOR MEMBERS OF THE CORPORATE BODIES OF THE COMPANIES PARTICIPATING IN THE DIVISION, AND FOR OTHER INDIVIDUALS PARTICIPATING IN THE DIVISION

No special benefits were awarded in connection with the Division to members of the corporate bodies of the Company Being Divided, the Bank or CBB, or to any other individuals participating in the Division as at the date of signing the Division Plan.

A retention plan addressed to a select group of key CDM employees (including the members of the management board) aimed at incentivising remaining employed with CDM, specifically in the period preceding the completion of the Division and, in the case of certain designated persons, in the period directly following the completion of the Division, is under consideration in connection with the planned completion of the Division. It is anticipated that the costs of the introduction of the plan, if any, will not exceed PLN 1.4 million and will be financed by CDM and the Bank pro rata to the period of employment in a given entity.

12. AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE ACQUIRING COMPANY

No amendments to the articles of association of the Bank are planned.

The articles of association of CBB will be amended as a result of the Division due to the increase of the share capital of that company by the nominal value of the New Shares. The scope of the amendments is presented in Schedule 6.

13. ECONOMIC JUSTIFICATION OF THE DIVISION

The Bank, CDM and CBB adopted a decision regarding the division of CDM whereby the brokerage services rendered in the past through CDM and the Bank will be integrated into a single entity (the Bank).

The decision fits into the strategy of improving the efficiency of the operation of this part of the business of the Bank's group, assuming integration of the brokerage business involving merging the operations of Pekao Investment Banking S.A. (to the extent of the services rendered to institutional clients) and Dom Inwestycyjny Xelion sp. z o.o. (to the extent of keeping brokerage accounts for retail clients) with the Bank.

The purpose of the efforts to integrate the brokerage business conducted in the Bank's group into a single structure is to improve the quality and comprehensiveness of the brokerage services offered to both retail and institutional clients.

The consolidation of brokerage services into a single entity will allow for:

- the establishment of a centre of proficiency focusing on managing brokerage services and products in a single location within the Bank's group;
- the standardisation of the scope of brokerage products and services offered to clients by drawing on the strengths of each of the merged entities;
- a consistent client approach as a result of the cohesive segmentation of the client base within the scope of the Bank's group;
- the improvement of the operating efficiency of implementing new solutions for clients;
- the integration and development of the tools for remote client services up to the level enjoyed at present by the clients of the Bank; and
- the streamlining of the cost structure as a result of eliminating certain cost items within overlapping business areas.

The successful achievement of those goals will facilitate the advancement of the position of the Bank as a profitability leader as well as client relations, while strengthening the competitive position of the Bank's group on the brokerage services market.

The implementation of the ultimate model of rendering brokerage services in the Bank's group as a result of the application of identified business and cost synergies will permit more efficient management of the group's resources and the improvement of efficiency of the operations of this business area.

In the case of the business related to the call centre services, the transfer of this part of the business to CBB will allow:

- for the strengthening of the dynamic growth of the business of remote client services;
- to benefit from the comprehensive proficiency of employees in the area of client services related to investment products; and
- for the provision to employees of options related to their further development and the improvement of the scope of their proficiency.

The successful achievement of such goals will facilitate the development of a business area of material importance to the operations of the Bank's group and the continuation of the process of the consolidation of the call centre services into a single entity.

CDM, the Bank and CBB intend to transfer to the Bank and CBB, respectively, all of the rights and obligations as well as the assets and liabilities existing as at the Division Date and assigned to the Brokerage Business and the Call Centre Business, respectively. However, another assumption of the contemplated transaction is that the legal model of the transfer of such rights

and obligations as well as assets and liabilities will ensure as a complete and uninterrupted continuation of the business conducted within the Brokerage Business and the Call Centre Business as possible and that the procedure will be automatic. Therefore, the Bank, CDM and CBB resolved to choose the procedure of division by acquisition as the model of integrating the Brokerage Business with the Bank and integrating the Call Centre Business with CBB, which complies with the above assumptions, because it is based on the principle of universal succession. In accordance with that principle, all of the rights and obligations as well as the assets and liabilities related to the Brokerage Business will be transferred to the Bank by operation of law on the Division Date, while all of the rights and obligations as well as the assets and liabilities related to the Call Centre Business will be transferred to CBB by operation of law on the Division Date.

14. SCHEDULES TO THE DIVISION PLAN

The following schedules are attached to this Division Plan:

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|-------------------|--|
| Schedule 1 | Description of the assets and liabilities, as well as agreements, permits, concessions (<i>koncesje</i>) and reliefs assigned to the Bank. |
| Schedule 2 | Description of the assets and liabilities, as well as agreements, permits, concessions (<i>koncesje</i>) and reliefs assigned to CBB. |
| Schedule 3 | Draft resolution of the general meeting of the Company Being Divided regarding the division. |
| Schedule 4 | Draft resolution of the general meeting of the Bank regarding the division. |
| Schedule 5 | Draft resolution of the meeting of the shareholders of CBB regarding the division. |
| Schedule 6 | Draft amendments to the articles of association of CBB. |
| Schedule 7 | Valuation of the assets and liabilities of the Company Being Divided as at 1 January 2019. |
| Schedule 8 | A statement of account balances of the Company Being Divided as at 1 January 2019. |
| Schedule 9 | A statement of account balances of CBB as at 1 January 2019. |

In addition, the Company Being Divided, the Bank and CBB clarify that the schedule referred to in Article 534 § 2 point 4 of the CCC regarding the Bank has not been attached to this Division Plan in view of the application of the exception referred to in Article 534 § 4 of the CCC.

On behalf of Bank Polska Kasa Opieki S.A.

Tomasz Kubiak

Vice President of the Management Board

Tomasz Styczyński

Vice President of the Management Board

On behalf of Centralny Dom Maklerski Pekaó S.A.

Piotr Teleon

President of the Management Board

Katarzyna Burek

Member of the Management Board

On behalf of Centrum Bankowości Bezpośredniej sp. z o.o.

Paweł Gąsiorowski

President of the Management Board

Wojciech Bury

Vice President of the Management Board

SCHEDULE 1

Description of the assets and liabilities, as well as agreements, permits, concessions (*koncesje*) and reliefs assigned to the Bank.

For the avoidance of any doubt in relation to the interpretation of this Schedule 1, the division of the assets of CDM is based on the rule that all the assets as well as the rights and obligations of the Company Being Divided other than the assets specifically mentioned in Schedule 2 to the Division Plan (i.e. the assets assigned to CBB) shall be transferred to the Bank. Therefore, provided that a given asset was not included in Schedule 2, it constitutes an asset assigned in this Division Plan to the Bank (an asset related to the Brokerage Business).

Moreover, for the avoidance of doubt, in connection with and for the purposes of the brokerage activities, the Company Being Divided, in addition to the activities specified in section 3 of the Division Plan, shall deal with the following:

- determination of client service standards and overseeing the compliance thereof;
- organising a network of Client Service Points (“**POK**”) and overseeing their operations;
- current monitoring and overseeing of whether client instructions addressed to stock exchange systems, OTC markets and foreign brokers that the Company Being Divided cooperates with were properly submitted;
- overseeing whether agreements were duly concluded and services were properly commissioned, and supervising client databases and client servicing standards;
- creating and improving stock-exchange products, i.e. those which are subject to organised trading as well as initial public offerings, and developing and coordinating procedures for the development of stock-exchange products;
- verification of authorised clients in connection with the implementation of an issuer’s obligations with respect to holders of securities (interests, dividends, squeeze-out), and carrying out client instructions in connection with participation in general meetings;
- organisation and coordination of public tenders for shares and buyouts of own shares for the purposes of redemption, including the clearing and settlement of securities transactions;
- co-creation and implementation of marketing strategies of the firm, planning and coordination of promotional projects, advertising campaigns, information programmes and events in support of product sales in specific service distribution channels;
- conducting market research in terms of the assessment and options for the development of an offering, market size, prices, marketing and promotion tools in order to define client groups and their needs for the purposes of implementing an effective sales strategy;
- overseeing the brand identity of the firm and creating a positive image, taking action aimed at improving brand awareness within the scope of implemented projects;
- soliciting clients through remote channels (Internet, TeleCDM), strengthening relations with existing clients and client activation; and
- developing procedures, agreements and negotiating terms of cooperation for clients in terms of brokerage services and the Brokerage Business.

1. Tangible fixed assets

As a result of the Division, the fixed assets used by the following entities will be transferred to the Bank:

- authorities, departments, offices, divisions and other units that are a part of the organisational structure of CDM as at the Division Date, except for the Call Centre Business;
- Client Service Points (“**POK**”) of CDM,
 - at the following locations:

No.	City	Address
1.	Warsaw	pl. Bankowy 2
2.	Białystok	al. Piłsudskiego 11/2
3.	Bydgoszcz	ul. Wojska Polskiego 20a
4.	Częstochowa	ul. Kopernika 17/19
5.	Elbląg	ul. Stary Rynek 18A
6.	Gdynia	ul. Śląska 23/25
7.	Kalisz	ul. Śródmiejska 29
8.	Katowice	ul. Chorzowska 1
9.	Gliwice	ul. Berbeckiego 4
10.	Kielce	ul. Sienkiewicza 18
11.	Konin	ul. Kosmonautów 14
12.	Kraków	ul. Wielopole 1
13.	Lubin	ul. Bankowa 16a
14.	Leszno	ul. Wróblewskiego 6
15.	Olsztyn	ul. 1-go Maja 10
16.	Opole	ul. Osmańczyka 15
17.	Poznań	ul. Św. Marcin 52/56
18.	Przemyśl	ul. Mickiewicza 6
19.	Rzeszów	Al. Ciepłińskiego 1
20.	Stalowa Wola	ul. Jana Pawła II 13
21.	Tarnów	Pl. Kazimierza Wielkiego 3a
22.	Toruń	ul. Grudziądzka 29
23.	Grudziądz	ul. Chełmińska 68
24.	Włocławek	ul. Zduńska 6/8/12
25.	Wrocław	ul. Ruska 51
26.	Radom	ul. Piłsudskiego 15
27.	Warsaw	ul. Wołoska 18
28.	Krosno	ul. Powstańców Warszawskich 3
29.	Lublin	ul. Krakowskie Przedmieście 72
30.	Puławy	ul. Partyzantów 8
31.	Sandomierz	ul. Kościuszki 4
32.	Jasło	ul. Kościuszki 33
33.	Łódź	ul. Piotrkowska 270
34.	Płock	ul. Tysiąclecia 10
35.	Piła	ul. Browarna 21
36.	Gorzów Wielkopolski	ul. Fabryczna 12
37.	Szczecin	ul. Edmunda Bałuki 11
38.	Słupsk	ul. Tuwima 30

- Strategic Clients Service Points,
 - at the following locations:

No.	City	Address
1.	Warsaw	ul. Wołoska 18
2.	Kraków	Rynek Główny 47
3.	Szczecin	ul. Bogurodzicy 5
4.	Wrocław	ul. Malarska 27/29
5.	Poznań	ul. Paderewskiego 3
6.	Katowice	ul. Chorzowska 1
7.	Warsaw	ul. Czackiego 21/23
8.	Łódź	Al. Kościuszki 63
9.	Sopot	ul. Mikołaja Reja 13/15
10.	Rzeszów	ul. Cieplickiego 1
11.	Lublin	ul. Krakowskie Przedmieście 72
12.	Warsaw	ul. Czackiego 21/23

and all other tangible fixed assets owned by the Company Being Divided as at the Division Date other than specifically listed in Schedule 2 to the Division Plan, representing the tangible fixed assets acquired by CBB as a result of the Division and used by the Call Centre Business.

The specific list of fixed assets related to the Brokerage Business is presented in Table No. 1a and Table No. 1b below.

Table No. 1a: Tangible fixed assets – except for real property

Name	Group	Number	Account
Buildings - adaptation and modernisation of premises	105., 126.	88	010-110, 010-120
Boilers and power machines	310.	1	010-300
Machinery	800.	1	010-800
Office equipment	803.	57	010-800
Drawbar mechanism	291.	3	010-210
Technological network cables	211.	1	010-220
Passenger cars	741.	3	010-700
Refrigeration equipment	486.	9	010-430
Refrigeration equipment and apparatus	485.	1	010-430
Projection equipment and apparatus	662.	5	010-610
Measuring instruments	664.	2	010-610
Technical equipment	610., 621., 622., 623., 624., 626., 629., 652., 653.	505	010-610, 010-620
Equipment	800., 803., 808., 809.	4436	010-800
Computer systems	487., 491.	1957	010-410

Table No. 1b: Tangible fixed assets – real property

No.	Description of the property	Type of property	Address (city, postal code, street)	Building		Land	
				Legal title	Documentation – number of the land and mortgage register	Legal title	Documentation – number of the land and mortgage register
1.	Suite No. 3 in the Curtis Plaza building, 1st floor (inventory No.: A1/2)	non-residential premises for office purposes	Warsaw 02-675, ul. Wołoska 18	ownership	KW WA2M/001846 80/4	70/1000 share in the right of perpetual usufruct until 23 May 2089	KW WA2M/00117611 /0
2.	Suite No. 9 in the Curtis Plaza building, 4th floor (inventory No.: A1/3)	non-residential premises for office purposes	Warsaw 02-675, ul. Wołoska 18	ownership	KW WA2M/001846 86/6	77/1000 share in the right of perpetual usufruct until 23 May 2089	KW WA2M/00117611 /0
3.	Suite No. 11 in the Curtis Plaza building, 5th floor. (inventory No.: A1/4)	non-residential premises for office purposes	Warsaw 02-675, ul. Wołoska 18	ownership	KW WA2M/001846 88/0	96/1000 share in the right of perpetual usufruct until 23 May 2089	KW WA2M/00117611 /0
4.	Suite No. 7 in the Curtis Plaza building 3rd floor. (inventory No.: A1/5)	non-residential premises for office purposes	Warsaw 02-675, ul. Wołoska 18	ownership	KW WA2M/001846 84/2	79/1000 share in the right of perpetual usufruct until 23 May 2089	KW WA2M/00117611 /0
5.	Structure - parking space (inventory No.: A2/1)	land for parking lot	Warsaw 02-675, ul. Wołoska 18	perpetual usufruct until 23 May 2089	KW WA2M/002240 32/0	perpetual usufruct until 23 May 2089	KW WA2M/00224032 /0
6.	Structure - parking space (inventory No.: A2/2)	land for parking lot	Warsaw 02-675, ul. Wołoska 18	perpetual usufruct until 23 May 2089	KW WA2M/003408 20/0	perpetual usufruct until 23 May 2089	KW WA2M/00340820 /0

2. Rights and obligations held with respect to securities and shares in other entities

As a result of the Division, the Bank will acquire all the shares in other companies and securities owned by the Company Being Divided on the Division Date.

An overview of the securities and shares owned by the Company Being Divided as of the date of Execution of the Division Plan is presented in Table No. 2 below.

Table No. 2: Securities and shares as at the date of the signing of the Division Plan

No.	Type of securities	Specification
1.	Securities owned by the Company Being Divided as of the Division Date acquired in its own account (dealer).	State Treasury Bonds of the following series: <ul style="list-style-type: none"> • DS1019 – nominal value of PLN 10 million, • PS0422 nominal value of PLN 8 million, • PS0719 nominal value of PLN 17 million, • PS0721 nominal value of PLN 6 million, • WS0922 nominal value of PLN 12 million, • WZ0120 nominal value of PLN 15 million, • WZ1122 nominal value of PLN 10 million.
2.	Shares owned by the Company Being Divided in other companies as of the Division Date	Pracownicze Towarzystwo Emerytalne "Nowy Świat" S.A. – 9,890 shares

3. Intangible assets related to the Brokerage Business

The Bank will acquire the intangible assets related to the Brokerage Business. The intangible assets as of the date of the signing of the Division Plan are presented in Table No. 3a below.

Table No. 3a: Intangible assets as of the date of the signing of the Division Plan

No.	Inventory No.	Name
1.	N-1062.	"BorlandC++ BuilderProf"v.4.0,1usr,Wi software
2.	N-1068.	"BorlandC++Builder Prof.v.4.0,5usr,w software
3.	N-1069.	"Borland C++Builder Prof"v.4.0,5usr software
4.	N-1070.	"BorlandC++Builder4.0Prof"v.4.0,5usr software
5.	N-1071.	"Borland C++BuilderProf"v.4.0,5usr software
6.	N-1072.	"Borland C++Builder Prof"v.4.0 5usr software
7.	N-1106.	"PowerDesignerDataArchitect" v.7.0,3x1u software
8.	N-1194.	"ISPAG PRO"v.2,0,upg,unlim software
9.	N-1209.	"UPTIX"v.5.1-2,upg,96usr,HP UX software
10.	N-1219.	"Windows Comander"v.4x1200usr,Win software
11.	N-1283.	"BORLAND DELPHI",enterpr.w6,1usr,Win software
12.	N-1284.	BORLAND DELPHIenterpr,w6,upg z w 5.0 software
13.	N-1286.	BORLAND DELPHI,prof,w6,3usr,ADD USER software
14.	N-1287.	BORLAND JBUILDER,prof,w6.0,upg,zw2.0 software
15.	N-1288.	BORLAND JBUILDER,prof,FullSystem,w6.0 software
16.	N-1289.	BORLAND C++BUILDER,prof,upg, with v4.0 software
17.	N-1331.	"DiMon",v.1.13,unlim., 2%,Win
18.	N-1345.	"SUN Systems"-multicurrency software
19.	N-1351.	"DiMon",v.2.7,unlim., 2proc.,Win software
20.	N-1365.	"Data Eraser Prof." v.2.02,1lic.,Win software
21.	N-1389.	"PWN-Oxford Dictionary",v.1;50 users, Win software
22.	N-1393.	"DIMON",v.,unlim,2%,upg,Win software
23.	N-1413.	HP-UX11 operating software
24.	N-1417.	"CDMArch II", v.1.0, unlim.,Win software
25.	N-1418.	"Stellent IBPM",v.7.6,usr. 5/10, WIN software
26.	N-1432.	Sunsystems v.5.2.1 software
27.	N-1438.	PGP Command Line software
28.	N-1448.	JOLT 8.1 software
29.	N-1449.	TUXEDO 8.1 software
30.	N-1454.	WEBSPHERE Apl. Server software
31.	N-1455.	Informix D.S software
32.	N-1456.	WEBSPHERE MQ software
33.	N-1457.	Informix 4GL software
34.	N-1468.	"DIMON" v. build 136p4,upg,unlim software
35.	N-1477.	"Xpertis", v.10.20, 5 prallel usr, Win software

No.	Inventory No.	Name
36.	N-1478.	"SP", v.10.0, unlim., LIN software
37.	N-1480.	"CDMArch III", v.1.0, unlim., Win software
38.	N-1491.	DIMON software
39.	N-1493.	WINDOWS Server 2008 Licence
40.	N-1505.	Microsoft Windows Server Std 2008R2 SNGL Licence
41.	N-1652.	HP NNM and NetFlow Analyzer software
42.	N-1657.	VAT tax module
43.	N-1660.	VMware vSphere 5 Std (8 CPU) Licence
44.	N-1661.	Enterprise Architect (8 users) Licence
45.	N-1685.	SunSystem- sales modules
46.	N-1695.	HP Data Protector licence
47.	N-1696.	SSL Thawte Code Signing Certificate
48.	N-1700.	6 licences Microsoft Windows Server Std 2Proc
49.	N-1705.	6 licences Microsoft Windows DataCenter
50.	N-1706.	Microsoft SQL Server Enterprise (8 core) licences
51.	N-1707.	Enterprise Architect (8 users) licence
52.	N-1710.	Upgrade KALI software
53.	N-1711.	HP NNM and NetFlow Analyzer software
54.	N-1715.	F-Secure Business Suite (750 users) licence
55.	N-1716.	F-Secure Mobile Security (50 users) licence
56.	N-1717.	16 licences Red Hat Linux Server Entry Level
57.	N-1718.	2 licences Red Hat Linux Server Standard
58.	N-1723.	Cisco AnyConnect (100 users) licence
59.	N-1724.	Hogart Archive Statements SunSystems licence
60.	N-1725.	Corel Draw Graphics Suite licence
61.	N-1739.	Famoc (200 users) licence
62.	N-655.	"HP-UX"v.10.20upg.(with 2usr),64usr software
63.	N-797.	"Tiny Term Plus",v.3.2,10usr,Win,eng software
64.	N-1475.	System MAESTRO
65.	N-1476.	System MAESTRO v. 21.40
66.	N-1479.	"Maestro", v. 21.60d (8.1.1), unlim., AIX software
67.	N-1499.	IBM RAD licence
68.	N-1500.	CDMInternet licence
69.	N-1501.	SDiG software
70.	N-1503.	NX Small Business Server software
71.	N-1520.	DiMon system licence
72.	N-1523.	CDMPortal system
73.	N-1524.	Tuxedo - Processor Perpetual licence
74.	N-1540.	Upgrade of the KALI v.8.19 system

No.	Inventory No.	Name
75.	N-1546.	CDMPortal system – on-line form for opening an account
76.	N-1553.	Microsoft MVL10 SQL Server Standard Edtn All Lng Lic/SA licence
77.	N-1554.	Microsoft MVL10 SQL Server Standard Edtn All Lng Lic/SA licence
78.	N-1555.	Microsoft MVL10 SQL Server Standard Edtn All Lng Lic/SA licence
79.	N-1556.	Microsoft MVL10 SQL Server Standard Edtn All Lng Lic/SA licence
80.	N-1557.	Microsoft MVL10 Windows Standard All Lng Lic/SA licences
81.	N-1558.	Microsoft MVL10 Windows Standard All Lng Lic/SA licences
82.	N-1559.	Microsoft MVL10 Windows Standard All Lng Lic/SA licences
83.	N-1560.	Microsoft MVL10 Windows Standard All Lng Lic/SA licences
84.	N-1578.	JProfiler licence
85.	N-1579.	JProfiler licence
86.	N-1580.	JProfiler licence
87.	N-1582.	MCP Funds
88.	N-1583.	Economic author's rights to CDMCASH software
89.	N-1584.	MS SQL Standard Edition ASFU 2012 for Sun Systems (20 lic serv/cal) licence
90.	N-1585.	MS SQL Standard Edition ASFU 2012 for Sun Systems (20 lic serv/cal) licence
91.	N-1587.	Code Two Exchange Rules PRO licence
92.	N-1588.	Code Two Exchange Rules PRO licence
93.	N-1589.	CDMPortal system – adjustment to new UCI colours and templates
94.	N-1592.	SDiG software
95.	N-1593.	SDiG software
96.	N-1594.	SDiG software
97.	N-1595.	SDiG software
98.	N-1596.	Code Two Exchange Rules PRO licence
99.	N-1597.	CMS intra continued
100.	N-1598.	HD and Cognos Express
101.	N-1599.	SunSystems software
102.	N-1600.	Hogart Banking software
103.	N-1601.	Hogart Banking licence
104.	N-1603.	Vmware vSphere 5 licence
105.	N-1604.	Vmware vSphere 5 licence
106.	N-1605.	Vmware vSphere 5 licence
107.	N-1606.	Vmware vSphere 5 licence
108.	N-1607.	Vmware vSphere 5 licence

No.	Inventory No.	Name
109.	N-1608.	Vmware vSphere 5 licence
110.	N-1609.	Vmware vSphere 5 licence
111.	N-1610.	Vmware vSphere 5 licence
112.	N-1611.	Vmware vCenter for Sphere 5 licence
113.	N-1625.	Maestro - modification of dealing with DDM instructions
114.	N-1627.	Symantec Veritas Storage Foundation HA 6.0 Win for OS Tier Standard Edition per server Std licences
115.	N-1628.	IBM WebSphere Application Server (8 CPU) licences
116.	N-1629.	IBM WebSphere MQ Processor Value Unit (100 PVU) licences
117.	N-1631.	MCP Funds
118.	N-1632.	CDMPortal System – on-line application for the opening of an account, FATCA
119.	N-1645.	IBM Informix RDS RT licence
120.	N-1646.	IBM Informix RDS Compiler licence
121.	N-1647.	IBM Informix AIX C/C ++ Compiler licence
122.	N-1648.	Maestro 24.17.2 - FATCA module
123.	N-1658.	Maestro 24.17.2 - FATCA module
124.	N-1664.	2 licences Microsoft Windows Server Std
125.	N-1665.	SharePoint Std licence
126.	N-1668.	SDiG 5.20 module
127.	N-1681.	Lexmark-suspended printout licences (7 dev)
128.	N-1683.	Oracle Database SE One (1 CPU) software
129.	N-1697.	Upgrade of the Maestro v.24.27.1b (PreMarket) system
130.	N-1699.	Upgrade of the Maestro (version 24.29a) system
131.	N-1703.	Adobe Photoshop CS6 software
132.	N-1712.	Upgrade of the Maestro (version 24.30) system
133.	N-1713.	Hogart JPK software
134.	N-1727.	CyberArk licence
135.	N-1728.	Adobe Acrobat Pro DC 2017 software
136.	N-1729.	Upgrade of the Maestro (version 24.50) system
137.	N-1746.	Upgrade of the Maestro (version 25.10) system
138.	N-1750.	Upgrade of the Maestro (version 25.51) system
139.	N-1751.	MS Exchange
140.	N-1762.	24 licences for Microsoft Windows Server Data Centre 2 core
141.	N-1763.	MS Project Std (3 users) licences
142.	N-1764.	MS Visio Pro (5 users) licences
143.	N-1765.	Telephone calls registration system SIMIS
144.	N-1766.	mSPERT ver. 1.0.24 system
145.	N-1767.	Upgrade of eTradera - ver. 1.0.18

No.	Inventory No.	Name
146.	N-1768.	Upgrade of the Maestro (version 25.66) system
147.	N-1769.	Publication licence
148.	N-1772.	Adapter Multicast ver. 1.0 application
149.	N-291.	Costs of establishment of "CDM" mark
150.	N-1344.	"Pajaczek",v.5.1.6lic.,Win software
151.	N-1349.	"SunSystems",v.4.2.6-1upg.,MSSQL2000 software
152.	N-1359.	"Informix DS EE",v.9.4,unlim.userlic software
153.	N-1368.	"System MIS",v.1.00, software
154.	N-1377.	"PGP",WgD,v.8.0.2 lic.,Win software
155.	N-1420.	"PGP Desktop Prof.", v.9.5, 3 uz,Win software
156.	N-1427.	"Oracle DB SE"v.10.2.04,unlim,Li software
157.	N-1428.	"Oracle DB SE" v.10.2.04,5usr,Li software
158.	N-1429.	Microsoft Windows Server 2008 Std.
159.	N-1437.	Oracle-Stellent IBPMv.7.6 software
160.	N-1440.	PGP Command Line Send Only software
161.	N-1442.	MS SQL Server 2005,Std,Win,EEL software
162.	N-1443.	MS SQL CAL,Win,EEL software
163.	N-1444.	MS Windows Server Enterprise,Std software
164.	N-1445.	MS Windows Server Enterprise,Ent software
165.	N-1446.	MS Enterprise Core CAL,Win,EEL software
166.	N-1465.	TUXEDO 8.1 software
167.	N-1466.	JOLT 8.1 software
168.	N-1467.	64 CMS (service management system)
169.	N-1469.	Microsoft Windows Server Enterprise
170.	N-1472.	Microsoft SQL Server Std
171.	N-1473.	Microsoft SQL Server Enterprise/Proc
172.	N-1474.	Microsoft SQL Server Enterprise/CAL
173.	N-1483.	SecureDoc encryption software
174.	N-1484.	Windows Server Std 2008R2 SNGL MVL licence
175.	N-1485.	MVLSL WinRmtDsktpSrvcsCAL 2008R2 SNGL DvcCAL software
176.	N-1486.	MVLSL WinRmtDsktpSrvcsCAL 2008R2 SNGL DvcCAL software
177.	N-1488.	Abbyy PDF Transformer PRO 3.1 PL software
178.	N-1489.	ISPAG PRO v.11 presentation of stock exchange analyses system
179.	N-1494.	64 CMS system events management module
180.	N-1496.	Online billing Intelix licence
181.	N-1497.	SPAN Risk Manager software
182.	N-1498.	PC-SPAN software
183.	N-1539.	SDiG software
184.	N-1541.	Upgrade of the Maestro v. 23.11c system

No.	Inventory No.	Name
185.	N-1543.	Microsoft MVL10 VS Prof msdn alng licence
186.	N-1544.	Upgrade of the Maestro v.24.05e system
187.	N-1602.	CDMPortal system
188.	N-1626.	Microsoft Windows Server Std (2 Lic) licence
189.	N-1662.	MVLSL SQL (7 CPU) licence
190.	N-1669.	HP Glance Plus(2 lic) software
191.	N-1682.	Corporate website 2015 v.1
192.	N-1698.	Qualified certificate KIR
193.	N-1701.	KALI 8.19 software licence
194.	N-1702.	Xpertis 10.20 software licence
195.	N-1704.	Metastock EOD v.15 software
196.	N-1708.	Qualified certificate CERTUM
197.	N-1709.	12 SSL Premium EV certificates
198.	N-1719.	Qualified certificate KIR (KB)
199.	N-1720.	CA PKI Certification Centre
200.	N-1721.	HD MS SQL 2016
201.	N-1722.	CERB (25 users) licence
202.	N-1726.	4 SSL Premium EV certificates
203.	N-1738.	Qualified certificate KIR (KB)
204.	N-1740.	Qualified certificate KIR (KB)
205.	N-1741.	KALI system modification
206.	N-1748.	Hogart JPK (14.02.2018) software upgrade
207.	N-1749.	Code Two Exchange Rules PRO upgrade licence
208.	N-1761.	ESET Mail Security (750 users) licence
209.	N-1771.	Qualified certificate KIR
210.	N-1773.	SSL Entrust MultiDomain certificate for two domains
211.	N-1774.	2 licences for Install4j Standard
212.	N-1775.	6 SSL Symantec certificates
213.	N-1776.	CDM Portal 2018 v.1 system
214.	N-1778.	Qualified certificate KIR
215.	N-264.	"CRT",v.2.0,200 usr, Win software
216.	N-45.	UPTIX computer software
217.	N-794.	"Tiny Term Plus/NFS",v.3.2,5usr,Win software
218.	N-1547.	SZAFIR software
219.	N-1548.	CDMPortal system
220.	N-1549.	CDMPortal system
221.	N-1576.	SecureDoc SD Enterprise Edition licence for 60 users package
222.	N-1581.	MVL 10 WinRmtDsktpSrvcsCAL ALNG LicSAPk MVL UsrC – licence – 1 package
223.	N-1586.	Nuance OmniPage v.18 Library



No.	Inventory No.	Name
224.	N-1591.	SecureDoc Enterprise Edition Extension –package for 10 users
225.	N-1730.	Windows SPE E3 - 325 users licence
226.	N-1731.	72 licences - Windows Server CIS 2 core
227.	N-1732.	160 licences Windows Server Standard 2 core
228.	N-1733.	Visual Studio - 6 users licence
229.	N-1734.	12 licences for MS SQL Standard
230.	N-1735.	Remote Desktop - 40 users licence
231.	N-1736.	48 licences for Windows Server Data Centre 2 core
232.	N-1737.	4 licences for MS SQL Enterprise
233.	N-1742.	MS Project Std (3 users) licence
234.	N-1743.	MS Remote Desktop (7 users) licence
235.	N-1744.	MS Visio Pro (1 user) licence
236.	N-1745.	MS Visual Studio Pro (1 user) licence
237.	N-1747.	Forcepoint: DLP AP-Data and WebSecurity software
238.	N-1752.	Windows SPE E3- 325 users licence
239.	N-1753.	72 licences Windows Server CIS 2 core

No.	Inventory No.	Name
240.	N-1754.	160 licences for Windows Server Standard 2 core
241.	N-1755.	Visual Studio- 6 users licence
242.	N-1756.	12 licences for MS SQL Standard
243.	N-1757.	Remote Desktop - 40 users licence
244.	N-1758.	48 licences for Windows Server Data Centre 2 core
245.	N-1759.	4 licences for MS SQL Enterprise
246.	N-1770.	Forcepoint Email Security software
247.	N-1777.	Forcepoint 2019 (AP-Data, WebSecurity and Email Security) software
248.	N-1550.	Microsoft MVLS Exchange Server 2010 SNGL licence
249.	N-1551.	Microsoft MVLS Exchange Server 2010 SNGL licence
250.	N-1552.	Microsoft MVLD ForeFront TMG Std 2010 licence
251.	N-1650.	SSL Entrust MultiDomain certificate for two domains
252.	N-1714.	"Next Generation Threat Prevention" licence
253.	N-1760.	eTrader software

Moreover, the Bank will acquire all of CDM's protective rights to trademarks and the rights related to the notifications of trademarks for registration. Table No. 3b presents the protective rights to trademarks and the rights to notifications of trademarks for registration, respectively, existing as of the date of the signing of the Division Plan and that will be acquired by the Bank.

If any trademark presented in Table No. 3b with respect to which, as of the date of the signing of the Division Plan, CDM held the right to notification for registration is registered prior to the Division Date, the Bank will, accordingly, acquire the protective right to such trademark.

Table No. 3b: Protective rights to trademarks and rights to notifications for the registration of trademarks as of the date of the signing of the Division Plan

The image of the trademark and type of trademark	Notification date	Notification /protective right No.	Notification status
	2008-07-31	223530	The right was granted
	2008-07-31	223531	The right was granted
„eTrader Pekao” (word mark)	2018-05-8	486090	Notification procedure is pending (after the period for raising objections)

In addition, the Bank shall acquire the internet domain names referred to in Table No. 3c, including the rights and obligations resulting from the registration and maintenance of such internet domain names through the www.domeny.pl service.

Table No. 3c: Rights to internet domain names

Domain name	Date of registration	Expiry date
cdm.net.pl	19.04.2000	18.04.2022 14:00

cdm24.com.pl	25.06.2008	24.06.2022 14:00
cdm24.pl	25.06.2008	24.06.2022 14:00
cdm24pekao.com.pl	25.06.2008	24.06.2022 14:00
cdmnet.pl	20.06.2000	19.06.2022 14:00
cdmpekao.com.pl	14.11.1997	31.12.2021 13:00
cdmpekao.pl	27.03.2000	26.03.2022 13:00
pekaocdm.com.pl	04.08.2011	03.08.2022 14:00
pekaocdm.pl	03.08.2011	02.08.2022 14:00

4. Other assets related to the Brokerage Business

The Bank will acquire the assets related to the Brokerage Business, including specifically:

- funds in the bank accounts listed in Table No. 4 below;
- receivables payable by clients in favour of which the Company Being Divided renders services related to the Brokerage Business, comprising:
 - receivables due from clients on account of any completed transactions which had not been cleared,
 - receivables due from clients on account of commissions and fees,
 - receivables due from clients on account of deferred payment date, and
 - other receivables due from clients;
- receivables due from KDPW_CCP S.A and the National Depository of Securities, comprising:
 - receivables due from KDPW_CCP S.A on account of the clearing fund,
 - receivables due from KDPW_CCP S.A on account of security deposits,
 - receivables due from KDPW_CCP S.A on account of the ASO security fund, and
 - other receivables due from KDPW_CCP S.A or receivables due from the National Depository of Securities S.A.;
- receivables due from brokerage houses and offices, including:
 - receivables due on account of any executed transaction covered by the settlement guarantees system,
 - receivables due on account of transactions executed on foreign markets, and
 - other receivables due from brokerage houses and offices;
- amounts due on account of current income tax;
- amounts due on account of deliveries and services;
- amounts due from employees who will become the Bank employees on the Division Date;
- assets on account of deferred net income tax; and
- accruals.

Table No. 4: Bank accounts as of the date of the signing of the Division Plan¹

Bank Polska Kasa Opieki S.A., ul. Grzybowska 53/57, 00-950 Warsaw	
02124010661111001079453940	51124011121111001051521966
66124011121111001079458860	51124011121111001074121802
02124010661111001001310158	51124011121789001020544484
02124010661111001021547268	52124010661111001038538925
02124010661111001038539049	53124010661787001000345986
02124011121111001007133708	53124011121111001072754066
02124011121787001019990238	54124011121781001019992900
0312401066111100000012508	54124011121796001020544080
03124010661111000000215723	55124010661111001018941864
03124010661111001002120963	55124010661111001021546896
03124010661111001014982775	55124010661111001054603623
03124010661111001031304868	5612401066111100000012524
04124010661111001000762363	56124010661111001012554299
04124010661111001012554459	56124011121111001019983878
04124010661111001019960215	56124011121111001076123404
0512401066111100000012957	56124011121792001042329377
06124010661111001013862177	5712401066111100000012700
06124010661787001000174948	57124010661111001054604848
06124011121111001002421376	57124011121111001019332214
06124011121792001042329016	5812401066111100000012973
07124010661111001038538765	58124010661111001013728545
0812401066111100000012612	58124011121111001072754170
0812401066111100000013000	59124010661111001008995121
0812401066111100000013097	59124011121796001019990023
08124010661111001012554387	60124010661111001000007956
08124010661111001038538941	60124010661111001000762422
0912401066111100000012885	60124010661111001012554518
09124010661111001000157866	60124010661111001015450259
09124010661111001019799105	60124010661111001019799642
09124011121781001019515112	60124010661111001021547776
09124011121787001019990209	60124010661111001038539557
10124010661111001016680149	60124011121789001019992489
10124010661111001038538808	61124010661111001021547079
10124011121111001042102840	61124010661111001034813187
10124011121978001002421507	61124011121111001073049772
11124010661111001016109480	61124011121111001076122247
11124011121796001019990111	62124010661111001000157882

¹ Consequently, the Bank will also acquire the rights and obligations under agreements related to the keeping of such bank accounts.

1212401066111100000012540	62124010661111001015099083
12124010661111000000204600	62124010661111001019799509
12124010661111001000762510	62124010661111001034812975
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13124010661111001000157794	63124010661111001023524388
13124010661111001013041237	63124011121111001013639564
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13124011121978001019990384	6512401066111100000012944
14124010661111001019086162	65124011121111001082555312
14124010661111001038539124	66124010661111001016680208
14124010661111001043737160	66124010661111001019961427
14124010661111001054604167	66124010661111001039901717
14124011121781001020544774	66124011121111001013594502
1512401066111100000013068	66124011121788001019989812
15124010661111001012554358	67124010661111001021546971
15124010661111001016296715	67124011121798001019989779
15124010661111001026447765	6812401066111100000013084
15124010661111001040285785	68124010661111001000762666
15124010661111001054605119	68124010661111001012554374
1612401066111100000012856	68124010661111001043179117
16124010661111001000157837	68124011121111001020543546
16124010661111001017664397	68124011121787001002421477
16124010661111001041539977	6912401066111100000012872
17124010661111001019799349	69124010661111001000346130
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1912401066111100000012511	70124010661111001019799365
19124010661111001000108507	70124011121797001019992782
19124010661111001019799701	70124011121798001020543692
19124010661111001054603883	71124010661111001038538680
19124011121111001074121990	71124010661111001047815178
2012401066111100000012784	71124011121111001074121248
20124010661111001043179205	7212401066111100000012915
20124011121111001019332201	72124010661111001034813086
20124011121789001002421174	72124010661978001000463358
20124011121978001019990355	72124011121111001072750329
2112401066111100000012960	73124010661787001000007969
21124010661111001039878859	73124011121978001019990371
21124010661978001002121133	74124010661111001012554169
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28124010661111000000012931	78124010661111001019622487
28124010661111001002284346	78124010661787001041422514
28124010661111001038583589	78124011121788001019989984
29124010661111001015831348	79124010661111000000012595
29124011121111001002421350	79124010661111001013035975
29124011121796001019990078	79124010661111001038539603
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30124011121792001042328875	80124011121111001002421305
31124010661111000000012683	81124010661111001013862379
31124010661111000000013071	81124010661111001021547301
31124010661111001012554361	81124010661787001000762291
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31124011121111001019332197	82124010661111000000012638
32124010661111001019961166	82124010661111000000013026
33124010661111001012554228	82124010661111001016296382
33124010661111001019622618	82124010661111001016680211
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33124011121111001002420890	82124010661111001019622706
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34124010661111001013863031	84124010661111000000220958
35124010661111000000012902	84124010661111001020130368
35124010661111000000012999	84124011121111001072754284
35124010661111001002857393	85124010661111001016296425

35124010661111001010040631	85124010661111001019800162
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36124011121111001002421709	85124010661787001000108536
37124010661111001013861910	85124011121792001042329146
37124010661111001019961658	8612401066111100000012566
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3812401066111100000012654	87124010661111001012554420
3812401066111100000013042	87124011121111001019332256
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41124011121787001020544279	89124011121796001019990065
41124011121796001019990153	90124010661111001000097335
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4212401066111100000012582	90124010661111001046789449
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42124010661111001023692188	90124011121789001019992434
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42124011121789001019992522	91124010661111001020228212
42124011121978001002421028	91124010661111001054604721
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43124011121111001019332272	91124011121797001002421145
43124011121788001019989838	92124010661111001054604994
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4512401066111100000012625	9312401066111100000012537
4512401066111100000013013	93124010661111001002857319
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48124011121787001019990283	96124010661111001015831306
48124011121788001019989942	96124010661111001023523600
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50124010661111001019800016	97124011121111001033102293
50124010661978001041422295	98124010661111000000012641
50124011121111001019332243	98124011121111001074121538
50124011121978001019990397	98124011121788001020543979
51124010661111001015098796	35124011121111000001653715

ING Bank Śląski S.A. ul. Sokolska 34, 40-086 Katowice	
89105000861000009030364534	27105000861000009030364583

5. Rights and obligations under agreements and related to the Brokerage Business

The Bank will acquire all of the rights and obligations related to the Brokerage Business, including under agreements, applicable law and legal actions, specifically the rights and obligations with respect to the clients in whose favour the Company Being Divided conducts the Brokerage Business, with respect to counterparties, including the National Depository of Securities, KDPW_CCP S.A and the Warsaw Stock Exchange. The Bank will also acquire the rights and obligations related to the participation of the Company Being Divided in the compensation system referred to in Article 133 of the Act on Trading in Financial Instruments, as well as the rights and obligations related to participation in the clearing fund and the ASO security fund.

In particular, the Bank will acquire the rights and obligations under the following agreements related to the Brokerage Business:

- agreements concerning the rendering of brokerage services (specifically, the Bank will acquire the cash funds of clients and the securities registered in the accounts maintained by the Company Being Divided in favour of the clients on behalf of which the Company Being Divided conducts the Brokerage Business);
- IT, licence and assignment of copyright agreements;
- telecommunication and post agreements;
- lease and logistic agreements; and
- other agreements connected with the Brokerage Business,

i.e., specifically, the rights and obligations under agreements and legal relations listed in Tables No. 5a – 5c below.

Table No. 5a: List of brokerage service agreements as of the date of the signing of the Division Plan

No.	Party	Subject of the Agreement
Brokerage Services Agreements		
1.	Retail clients	Brokerage services agreements
2.	Clients – legal persons	Brokerage services agreements
3.	Retail clients	Agreements for the payment of cash into the account
4.	Clients – legal persons	Agreements for the payment of cash into the account
5.	Retail clients	Subscription agreements
6.	Clients – legal persons	Subscription agreements
7.	Retail clients	Agreements regarding accepting and forwarding instructions/orders
8.	Clients legal persons - issuers	Agreements regarding keeping share registers
9.	Clients – natural and legal persons	Agreements for keeping securities in deposit
10.	Issuers	Agreements for keeping securities in deposit
11.	Issuers	Agreements for acting as an issue sponsor
12.	Issuers	Agreements for servicing dividend payments
13.	Issuers	Agreements for servicing squeeze-outs of shares
14.	Issuers	Personal data processing agreement
15.	Clients – natural and legal persons	Agreement on the transfer of the ownership of financial instruments
16.	Investment Fund Companies (<i>Towarzystwa Funduszy Inwestycyjnych</i>)	Agreements on the rendering of services comprising offering investment certificates and agreements on the distribution of investment fund units
17.	Brokerage Houses/Offices	The share in the distribution syndicate/conducting public offerings/ participating in private placements
18.	Warsaw Stock Exchange	Rights and obligations resulting from the membership in the WSE
19.	Warsaw Stock Exchange	Licence agreement for market data
20.	Warsaw Stock Exchange	Agreement regarding the access of a stock exchange member to the stock exchange's IT systems
21.	Warsaw Stock Exchange	Agreement for the use of the "NewConnect rynek akcji GPW" mark
22.	Warsaw Stock Exchange	Agreement regarding the access of the software supplier to the development environment of the stock exchange's IT systems
23.	National Depository of Securities	Rights and obligations resulting from participation in the NDS, the Transaction Repository and ARM
24.	National Depository of Securities	SWI Understanding
25.	National Depository of Securities	Understanding on representations and the delivery of documents in electronic form
26.	KDPW_CCP S.A.	<ul style="list-style-type: none"> — agreement on participation in the clearing system operated by KDPW_CCP S.A.; — agreements for the establishment of financial collateral in such system and financial collateral agreements regarding security deposits referred to in the agreement on participation as well as assets contributed by CDM to the security deposit account, including revenues from the management of security deposits; — ratios of participation in the clearing fund and the collateral funds referred to in the agreement on participation as well as assets contributed by CDM to those funds, including proceeds from the management of security deposits; — legal relationships created as a result of accepting transactions for settlement in the KDPW_CCP system with CDM being one of the parties (all items registered in the clearing system operated by KDPW_CCP S.A.), as well as assets used to settle such transactions; — transactions executed by CDM which are to be settled in that system; — all other legal transactions performed pursuant to an agreement on participation in the clearing system operated by KDPW_CCP S.A.; and — the rights and obligations resulting from or created in relation to the submission by CDM of certain representations to KDPW_CCP S.A as referred to in the agreement on participation in the clearing system operated by KDPW_CCP S.A., including representations on compliance with the obligation to report derivatives to the transaction repository and the representations submitted to KDPW_CCP S.A. in accordance with the SWI agreement concluded by CDM with the National Depository of Securities.

No.	Party	Subject of the Agreement
Brokerage Services Agreements		
27.	Polish Financial Supervision Authority S.A.	Agreement regarding the use of the Portal of the Polish Financial Supervision Authority
28.	Societe Generale Securities Services S.p.A	Agreement concerning the storage of foreign financial instruments
29.	KBC Securities NV	Brokerage and custody agreement
30.	Bayreische Hypo- und Vereinsbank AG	Agreement regarding the execution of instructions submitted by CDM Clients relating to foreign markets in case of a breakdown experienced by the main broker
31.	Unicredit Bank AG Milan Branch	Agreement regarding the execution of instructions submitted by CDM Clients relating to foreign markets in case of a breakdown experienced by the main broker
32.	Pekao Towarzystwo Funduszy Inwestycyjnych S.A.	Cooperation agreement regarding providing services to clients of Pekao Investment Management (Pioneer Pekao Investment Management)

Table No. 5b: A list of other agreements related to the Brokerage Business as of the date of the signing of the Division Plan

No.	Party	Subject of the Agreement	Date of conclusion of the agreement (for single agreements)
IT, LICENCE AND ASSIGNMENT OF COPYRIGHTS AGREEMENTS			
1.	Hogart sp. z o.o.	Software licence, technical assistance and software upgrade agreement	
2.	Pekao TFI S.A.	Computer software licence agreement	26.03.2003
3.	Projekty Bankowe "POLSOFT" sp. z o.o.	Licence purchase and system implementation Agreement	24.09.2003
4.	Investors TFI S.A.	Computer software sublicense agreement	25.05.2004
5.	MetLife TFI S.A.	Software sublicense agreement	01.03.2005
6.	Esaliens TFI S.A.	Software sublicense agreement	08.10.2008
7.	Atlantic Fund Services sp. z o.o.	System use agreement	
8.	Witold Dudek działalność gosp. WD Software	System licence agreement	29.01.2010
9.	Mineral Midrange S.A.	Agreement on the development of the design of CDM data warehouse, draft reporting system and carrying out analyses	23.12.2011
10.	SunGard Global Trading GmbH	Software licence agreement	20.04.2012
11.	Opera TFI S.A.	Agreement regarding access to internet platform	06.08.2012
12.	Towarzystwo Ubezpieczeń Allianz Życie Polska S.A.	System use agreement	
13.	TFI PZU S.A.	Use of internet platform sublicense agreement	13.11.2013
14.	ProService Agent Transferowy sp. z o.o.	Agreement on CDM's acquisition of the non-exclusive right of use of the Application in the territory of the Republic of Poland (licence)	29.11.2013
15.	SARE S.A.	Non-exclusive licence agreement for use of the Programme within the territory of the Republic of Poland	01.04.2014
16.	Efidence S.A.	Agreement on system implementation using the products provided to CDM by Efidence; transfer of economic author's rights and the rights allowing for the exercise of derivative copyrights to products, implementing software changes, service support	
17.	Efix Dom Maklerski SA	Licence agreement	02.12.2014
18.	Jyloo Software	Licence agreement	16.12.2014
19.	Hogart sp. z o.o.	Software purchase and one-year service, renewed automatically for subsequent years, for JPK application	27.07.2016
20.	Bazy i Systemy Bankowe sp. z o.o.	Agreement regarding the grant of licence, implementation of the system supporting mSPert manipulation review	01.06.2017
21.	A.P.N. Promise SA	Cooperation agreement – intermediation in delivery of Microsoft products by the Contractor	29.06.2017
22.	Ratels sp. z o.o.	Agreement for the maintenance of the Forcepoint system	16.10.2018

No.	Party	Subject of the Agreement	Date of conclusion of the agreement (for single agreements)
23.	Eaton Power Quality SA	Agreement for the sale, assembly and servicing of UPS devices	15.03.2007
24.	AMG Net S.A.	Implementation of portal project agreement, service support	
25.	Artegence sp. z o.o. / Efigence sp. z o.o.	Agreement on the rendering of interactive marketing services, development of computer software, advisory services, etc.	15.05.2013
26.	Mineral Midrange S.A.	Agreement for System design, supply, implementation and development	20.09.2013
27.	Payarto sp. z o.o.	Agreement on cooperation regarding servicing, development and support of distribution of stock exchange information (SDIG) and Multicast Adapter (AM)	10.10.2014
28.	Bazy i Systemy Bankowe sp. z o.o.	Service agreement related to the system supporting manipulation review mSpert	01.06.2017
29.	TVN S.A.	licence agreement for watching the TVN CNBC Biznes channel by POKs	25.08.2007
30.	Sygnity S.A.	Agreements for system completion and implementation, Service agreements	
31.	Polska Agencja Prasowa S.A.	Licence for the use of the PAP press services	30.04.2014
32.	Victoria Promotion sp. z o.o.	Licence for the economic author's rights to the design of the "20 years later" calendar	13.10.2010
33.	Brandcomm sp. z o.o.	Licence for the economic author's rights to the design of the "Anniversary logo – CDM Pekao – 20 years in action"	18.10.2010
TELECOMMUNICATION AND POSTAL AGREEMENTS			
34.	Poczta Polska S.A.	postal services agreement	
35.	ATM S.A.	telecommunication services agreement	15.05.2011
36.	ATM S.A.	agreement regarding submission of the application for the allotment of internet numbering resources and terms for servicing	03.01.2012
37.	UPS Polska sp. z o.o.	domestic and export forwarding and courier services	08.01.2013
38.	Exatel S.A.	telecommunication services agreement	12.07.2013
39.	Orange Polska S.A.	telecommunication services agreement	29.12.2014
40.	Orange Polska S.A.	agreement on the rendering of ISDN services for business clients	29.12.2014
41.	Tel-Nap Krzysztof Napłoszek	construction and lease of high speed fibre optic lines (maintaining communication between Headquarters and the new Reserve Centre)	15.06.2016
42.	Polkomtel sp. z o.o.	Tri-party agreement. Accession to the Agreement concluded between Bank Pekao S.A. and Polkomtel regarding mobile telephony services	22.11.2016
43.	Orange Polska sp. z o.o.	supply of internet connection at the Reserve Centre at ul. Grzybowska	24.04.2017
44.	Orange Polska sp. z o.o.	rendering telecommunication services – Frame Relay data transmission – connection with the NDS	24.04.2017
45.	Orange Polska S.A.	rendering DSL Internet access services	01.04.2018
46.	Orange Polska S.A.	Business IP Telephony service rendered by Orange	01.04.2018
LEASE AND LOGISTIC AGREEMENTS			
47.	Curtis Companies Ltd.	purchase of premises and a plot of land	
48.	Curtis Development Ltd.	sale, exchange of premises agreement	01.06.2001
49.	BART - Automatyka	Maintenance of FUJI ELECTRIC air conditioning devices	03.03.2008
50.	Paoli Investments Sp z o.o. -Baltic Property Trust Optima (Octa BBC sp. z o.o.)	lease agreement, POK 114, Gdynia	12.02.2010
51.	Przedsiębiorstwo Handlowo Usługowe "FAN"	maintenance agreement – servicing and maintenance of air conditioning equipment	15.06.2010

No.	Party	Subject of the Agreement	Date of conclusion of the agreement (for single agreements)
52.	24 Management Zarządzanie Nieruchomościami sp. z o.o.	cleaning services agreement	29.12.2010
53.	Xelion Doradcy Finansowi sp. z o.o.	lease agreement	21.02.2011
54.	Curtis Development sp. z o.o. (24 Management Zarządzanie Nieruchomościami sp. z o.o.); Bank Pekao SA	agreement for the management of the Curtis Plaza property	21.03.2011
55.	Tomasz Wieczorek	maintenance services agreement	23.05.2011
56.	LEDOX Kociucki i Mikołajczyk sp. j.	engagement letter regarding seasonal service reviews of air conditioning equipment	21.06.2011
57.	P.U.H. Klima Plus J. Dyś	agreement regarding the servicing of air conditioning	07.07.2011
58.	GMG System, Grzegorz Goszka	agreement regarding the servicing and maintenance of air conditioning equipment (POK in Bydgoszcz)	21.06.2012
59.	Curtis Development sp. z o.o.; Bank Pekao SA; 24 Management Zarządzanie Nieruchomościami sp z o.o.	understanding regarding the terms of settlement of payments for utilities such as electricity, water and sewage and heating (Wołoska 18)	10.01.2013
60.	ELCTRO-COOL-BUD S.C.	maintenance of air conditioning equipment (POK Pl. Bankowy 2 and POK Wołoska 18)	15.06.2013
61.	HEMAG H. Guziak sp. j.	agreement regarding cleaning at the new location of the Call Centre in Krakow, ul. J. Conrada 37	06.09.2013
62.	Pekao Investment Banking S.A.	lease agreement for the first floor of the Curtis Plaza building at ul. Wołoska 18	27.05.2014
63.	Pekao Leasing sp. z o.o.	operating leasing agreements regarding passenger cars	
64.	Jagiellonia Nieruchomości sp. z o.o.; Bank Pekao S.A.	understanding regarding the lease agreement, lease of space for the needs of POK 129 in Krakow	25.11.2015
65.	Pekao Bank Hipoteczny S.A.	lease agreement regarding space on the third and first floor and parking spaces	10.02.2016
66.	Pogotowie Chłodnicze Wojciech Krzymowski	agreement regarding servicing of the air conditioners at CDM's principal server room	20.09.2016
67.	Pekao PTE S.A w likwidacji	lease agreement for 2 premises in the CP building – 1st floor	19.07.2018
68.	PKN Orlen S.A.	Agreement for the issuance and use of vehicle fleet cards	20.02.2003
BANK ACCOUNT AGREEMENTS AND FRAMEWORK AGREEMENTS WITH BANKS			
69.	ING Bank Śląski S.A.	Framework agreement regarding keeping bank account for the settlements with the NDS and use of the internet banking system	27.06.2014
70.	Bank Gospodarki Żywnościowej S.A.	Agreement regarding conclusion of deposit transactions the terms and conditions of which are agreed in individual Client negotiations	06.04.2012
71.	PKO BP S.A.	Framework agreement regarding transactions of purchase/sale of debt securities, transactions regarding negotiated deposits, foreign exchange transactions as well as buy-sell back and sell-buy back transactions	11.04.2012
72.	Bank Gospodarstwa Krajowego	Framework agreement regarding negotiated money market deposits	15.05.2012
OTHER AGREEMENTS			
73.	Counterparties	Confidentiality agreements	
74.	Counterparties	Personal data processing agreements	
75.	Shareholders of PTE "Nowy Świat"	Agreements on accession to the intercompany pension plan, agreements of sale of shares in PTE, agreements regarding coverage of PTE costs	
76.	Pracownicze Towarzystwo Emerytalne „Nowy Świat”	Agreement on the assignment to PTE of rights and obligations under the agreement regarding implementation of the Orlando-Efos system by Comarch S.A.	28.12.2006

No.	Party	Subject of the Agreement	Date of conclusion of the agreement (for single agreements)
77.	Pracownicze Towarzystwo Emerytalne „Nowy Świat”	Agreement for access to the ICT network	02.06.2008
78.	Pracownicze Towarzystwo Emerytalne „Nowy Świat”	delivery of the Cisco Catalyst 2960 switch for use	02.11.2017
79.	Stowarzyszenie SOS Wioski Dziecięce w Polsce	Donation agreement	14.11.2018
80.	Counterparties	Fixed asset sale agreement	
81.	PZU S.A.	Insurance policies (motor insurance, BBB/CC/PI, OC, equipment, property, acts of terrorism)	
82.	Polska Wytwórnia Papierów Wartościowych S.A.	Agreement for the rendering of certification services	01.08.2009
83.	KOLPORTER S.A.	Agreement for systematic delivery of the press	01.01.2010
84.	Proximity sp. z o.o.	Framework agreement on cooperation regarding advertising services	26.11.2010
85.	Seka S.A.	Agreement on the rendering of labour safety services	29.03.2011
86.	OMD sp. z o.o.	Agreement on the rendering media services	12.04.2011
87.	Joanna Janus-Przychodzeń - Kancelaria Adwokacka	Legal services agreement	26.10.2011
88.	D&B Creative Factory	Determination of the terms and conditions of taking and implementing BTL advertising services	01.02.2012
89.	REBA Organizacja Odzysku SA	Cooperation agreement within the scope of selective collection of used batteries	13.03.2012
90.	Press-Service Monitoring Mediów sp. z o.o.	Agreement regarding the monitoring of the media and delivery of media reviews	20.03.2012
91.	Pekao Investment Management S.A.	Agreement regarding disclosure to PPIM of actual stock exchange listings	01.06.2012
92.	Implix sp. z o.o.	ClickMeeting services agreement	25.10.2012
93.	Krajowa Izba Rozliczeniowa S.A. w Warszawie	Agreement regarding the rendering of certification services of the issuance of certificates and time stamping services	15.11.2012
94.	AXA TFI S.A.	Understanding regarding delivery of database	12.02.2013
95.	Stowarzyszenie Inwestorów Indywidualnych	Understanding regarding the verification of personal data identical with the data of the persons who are members of the association	20.02.2013
96.	Pekao Investment Management S.A.	Understanding regarding deposits concluded by CDM using the funds of PPIM Clients	25.04.2013
97.	Towarzystwo Ubezpieczeń Allianz Życie Polska S.A.	Understanding on mutual cooperation	01.07.2013
98.	Kamiński i Partnerzy Kancelaria Patentowa sp.p.	Agreement on the rendering of services related to the protection of industrial ownership	08.08.2013
99.	Towarzystwo Ubezpieczeń Allianz Życie Polska S.A.	Agency agreement; insurance intermediation	13.09.2013
100.	Trio Management Actuarial Consulting sp z o.o.	Actuarial advice services agreement	20.12.2013
101.	TVIP sp. z o.o.	Framework agreement regarding transmission and the recording thereof by TVIP	03.07.2015
102.	Benefit System S.A.	Service agreement	27.09.2015
103.	Notoria Serwis S.A.	Agreement regarding the preparation, delivery and updating information about the economy	28.10.2015
104.	Summa Linguae S.A.	Translation services agreement	26.01.2016
105.	Thomson Reuters	Understanding updating the terms of cooperation with the UniCredit group	01.04.2016

No.	Party	Subject of the Agreement	Date of conclusion of the agreement (for single agreements)
106.	MetLife Towarzystwo Ubezpieczeń na Życie i Reasekuracji Spółka Akcyjna	Understanding regarding disclosure by METLife TUnŻiR of a third-party opinion regarding payment of commission in instalments	21.04.2016
107.	Towarzystwo Ubezpieczeń Allianz Życie Polska S.A.	Understanding regarding group life insurance with insurance equity funds	10.06.2016
108.	Centrum Medyczne Enel Med. S.A.	Agreement regarding medical care of CDM employees and their families	31.10.2016
109.	Dell sp. z o.o.	Trade agreement regarding the terms of payment of the VAT charged on mobile devices	18.01.2017
110.	SAWO Recykling sp. j.	Agreement on destroying documentation and non-disclosure agreement	19.01.2017
111.	MyBenefit sp. z o.o.	Agreement regarding social benefits	29.06.2017
112.	Alarmton sp. z o.o.	Agreement for the rendering of maintenance and administration of the access control and CCTV systems	14.07.2017
113.	Elproma sp. z o.o.	Agreement regarding the servicing of the break-in and burglary system at the CDM Headquarters	14.07.2017
114.	POLPATRON-ALARMKOMPLEX GROUP	Agreement regarding the monitoring of signals from the local alarm system and interventions at the CDM Headquarters	14.07.2017
115.	Hay Group sp. z o.o.	Agreement regarding the delivery by the Hay Group of the Hay Group Report on remunerations paid in the brokerage house industry and mapping of positions at CDM.	03.08.2017
116.	ISBnews Informacyjny Serwis Biznesowy sp. z o.o.	Agreement regarding the preparation, delivery and updating of own agency information	05.10.2017
117.	Katarzyna Gibaszewska "MACRONEXT"	Agreement regarding preparation, delivery and updating business information related to the timetables and data schedules.	05.10.2017
118.	Łukasz Kost "VIA24ONLINE Łukasz Kost"	Agreement regarding the preparation, delivery and updating of business information related to the listing of commodities, foreign indices and currency pairs.	19.10.2017
119.	Cyberlaw Beata Marek	Agreement regarding holding training and rendering cyberlaw legal services	09.11.2017
120.	Sawa Taxi sp. z o.o.	Transportation services agreement	05.12.2017
121.	Tradeweb Europe Limited	Framework agreement for the use of the services of publication of information in accordance with the MIFID II and MIFIR requirements through APA	29.12.2017
122.	Rhenus Data Office Polska sp. z o.o.	Agreement regarding safe destruction of paper documentation	12.04.2018
123.	PwC Polska sp. z o.o.	Agreement regarding rendering legal advice related to the integration of the brokerage business in the Group	14.05.2018
124.	Weil, Gotshal & Manges - Paweł Rymarz Spółka Komandytowa	Agreement regarding business and tax advice services related to the integration of the brokerage business in the Group	14.05.2018
125.	Związek Banków Polskich	Agreement regarding the terms and conditions of participation in the Private and Confidential Documents system	24.05.2018
126.	KPMG Audyt sp. z o.o.	Agreement on the auditing of financial statements and the audit and review of the group report	26.07.2018
127.	Rhenus Data Office Polska sp. z o.o.	Agreement regarding drying the flooded documents in the CDM archives	20.08.2018
128.	PZU S.A.	General agreement regarding insurance plan for the employees of the Pekao Group Companies and their families	25.09.2018
129.	Powszechny Zakład Ubezpieczeń na Życie Spółka Akcyjna (PZU)	Group insurance agreement for the Companies related to Bank Pekao S.A.	25.09.2018
130.	TUW PZUW	Civil liability insurance related to agency services	26.09.2018
131.	Powszechny Zakład Ubezpieczeń na Życie Spółka Akcyjna (PZU)	Agreement regarding insurance intermediation activities	28.09.2018

No.	Party	Subject of the Agreement	Date of conclusion of the agreement (for single agreements)
132.	ISEC sp. z o.o.	Agreement regarding security tests of the CDM 24 and m.cdm24.pl applications as well as the cdmpekao.com.pl website	11.10.2018
133.	SecuRing Dworakowski i Zachara spółka Jawna	Agreement for the completion of security tests regarding internal e-mail, operating systems and network devices	11.10.2018

In addition, since the companies participating in the Division resolved that, under the Division, all agreements concluded between the Company Being Divided and the Bank, except for the agreements listed in Schedule 2, shall be transferred to the Bank, such agreements will expire as at the Division Date, because, after the Division, the Bank would be both a debtor and a creditor under those agreements. It specifically applies to the agreements listed in Table No. 5c. To the extent required to ensure continuous operations, they will be replaced with adequate internal regulations of the Bank.

Table No. 5c: List of agreements with the Bank as of the date of the signing the Division Plan

No.	Subject of the Agreement	Date of conclusion of the agreement (for single agreements)
FINANCIAL AGREEMENTS AND AGREEMENTS RELATED TO BANK GUARANTEES		
1.	Understanding on the terms of cooperation concerning the execution and settlement of transactions of Bank Pekao S.A.'s clients	14.04.1997
2.	Agreement for the keeping of bank accounts for Corporate Clients and the rendering of services related to those accounts - own accounts	16.06.2010
3.	Agreement for the keeping of bank accounts for Corporate Clients and the rendering of services related to those accounts – client accounts	16.06.2010
4.	Agreement regarding the use of the PROFFICE electronic banking services system	16.06.2010
5.	Agreement regarding the rendering of the Pekao Timetable Consolidation (<i>Konsolidacja Harmonogramowa</i>) service	30.08.2010
6.	Agreement regarding the consolidation of balances	21.01.2009
7.	Understanding regarding the automatic investment of funds	26.04.2013
8.	Understanding regarding the automatic investment of funds	27.06.2016
9.	Agreement regarding the keeping of bank accounts covered by ROCKET PAYMENT SERVICES	17.04.2007
10.	Agreement regarding the keeping of a custody account	02.12.2002
LEASE AND LOGISTIC AGREEMENTS		
11.	Lease agreement for space on the third floor of Curtis Plaza for CBP	01.06.2005
12.	Lease agreement	15.09.2008
13.	Lease agreement	16.12.2010
14.	Understanding regarding the terms and conditions of the settlement of the completion of the logistic and electronic network in the building at ul. Conrada 37 in Krakow	26.11.2013
15.	Lease agreement – first floor of the Curtis Plaza building, ul. Wołoska 18	04.09.2014
16.	Granting the Bank the right to use the premises of CDM's POKs in locations other than the Bank's branches	30.11.2015
17.	Lease agreement regarding certain premises (moving the supplementary server room)	23.06.2016
18.	Lease agreement regarding premises in Pruszków in connection with the move of the Supplementary Workspace of CDM	11.12.2017
OTHER AGREEMENTS		
19.	Agreements regarding the processing of personal data	
20.	Non-disclosure agreements	
21.	Agreement regarding acting as the Issue sponsor for the series A shares in Bank Pekao S.A.	12.05.1998
22.	Agreement on keeping a deposit	15.04.2002

No.	Subject of the Agreement	Date of conclusion of the agreement (for single agreements)
23.	Agreement regarding acting as the Agent for the issue of Bank Pekao S.A.	31.08.2002
24.	Service agreement regarding buying and selling as well as keeping a register of bonds of the Government of the Republic of Poland denominated in foreign currencies for the clients of CBP	24.02.2003
25.	Agreement regarding cooperation with the Private Banking Centre	19.01.2004
26.	Pekao Bond Flash Agreement – cooperation regarding the conclusion of transactions through the System	20.09.2004
27.	Agreement regarding the use of personal data from the database of CDM Pekao S.A.	21.07.2005
28.	Agreement regarding CDM providing the Bank with a Device for use and to draw benefits from the operations of the Bank to the extent necessary for the Bank to develop, implement and use the Maestro System	19.10.2007
29.	Agreement regarding providing a licence for the use of the SDIG system and a stream of stock exchange information	30.11.2007
30.	Agreement regarding advertising cooperation between CDM and DM	20.06.2008
31.	Servicing the MCP Platform/ PIN and TAN Forms	15.10.2008
32.	Delivery of personal data of CDM representatives authorised to use the MCP Platform to the bank	31.10.2008
33.	Licence agreement regarding the use of MCP servers	03.11.2008
34.	Agreement concerning the reimbursement of costs in compliance with the Price List of the stock exchange Services	18.12.2008
35.	Agreement for the technological preparation of mass correspondence	18.01.2010
36.	Framework agreement – terms and conditions of the sale by the Bank to CDM of the SSL certificates for domains/servers	02.09.2010
37.	Grant of a licence for the use of the MCP modification	07.02.2011
38.	The Bank providing Infrastructure and ensuring proper operation of the SDIG2 application	17.08.2011
39.	Agreement regarding the servicing of a payroll service and reporting completion by Bank Pekao S.A. in favour of CDM	30.12.2011
40.	Agreement regarding servicing loans for the acquisition of financial instruments on the primary and secondary markets	25.04.2012
41.	Agreement regarding the use of equipment, i.e. computer equipment and SIM recorder	27.01.2014
42.	Agreement regarding preparing the process of the assessment of SOOP employees based on the data in the support tools	17.07.2014
43.	Agreement regarding providing the employees of CDM with the option to participate in training organised by the Bank during the term of the agreement	13.04.2015
44.	Intermediation agreement regarding proposing purchase and sale of certificates issued by UniCredit Bank AG, with its registered seat in Munich	05.08.2016
45.	Understanding regarding the terms of cooperation between CDM Pekao S.A and Dom Maklerski Pekao in the joint preparation of investment analyses and other recommendations of a general nature	29.11.2016
46.	Participation in the distribution syndicate in connection with the sale by way of a public offering of shares in Dino Polska SA	16.03.2017
47.	Agreement regarding the use of a notified trademark	29.08.2017
48.	Agreement regarding the transfer of client data to the Bank's calculation system (for the purposes of compliance with the obligations under the Bank Investment Fund)	28.09.2017
49.	Distribution agreement	18.04.2018
50.	D&O Insurance Policy for the period from 7.06.2018 to 6.06.2019	07.06.2018
51.	Service agreement regarding the marketing of the products and services of Bank Pekao S.A.	17.10.2018
52.	Understanding regarding the terms and conditions of cooperation in the Pekao Group	29.11.2018

6. Rights to databases

As a result of the Division, the Bank will acquire the following databases:

- database of clients who have an investment account in CDM Pekao S.A.;
- CDM Pekao S.A. client database – buyers of bonds in the primary market;
- CDM Pekao S.A. client database – buyers of shares in the primary market;
- CDM Pekao S.A. client database – buyers of interests (*jednostki uczestnictwa*) in Investment Funds;
- database of clients using the services rendered by CDM Pekao S.A. on the primary market;
- CDM Pekao S.A. client database – shareholders of private companies;
- KBC Securities client database – clients whose assets were transferred to CDM Pekao S.A. pursuant to the decision of the PFSA;
- database containing personal data of members and candidates for members of the Supervisory Board of Centralny Dom Maklerski Pekao S.A.;
- Centralny Dom Maklerski S.A. – record of requests regarding personal data;
- Centralny Dom Maklerski S.A. – list of personal data breaches;
- register of processing operations; and
- record of categories of processing activities.

In addition, as a result of the Division, the Bank will assume the exclusive right to retrieve data and make secondary use thereof with respect to such part of the CDM employees database that contains the data of the CDM employees who will become the employees of the Bank as a result of the Division. The exclusive right to retrieve data and make secondary use of the other part of the CDM employee database, i.e. with respect to the part containing the data of the CDM employees who will become the employees of CBB as a result of the Division, will be transferred to CBB. However the entire potential employee database (Potential Employee Database) owned by CDM will be transferred to the Bank.

Any documentation regarding the processing of personal data in processes executed by CDM within the scope of Brokerage Activities will be transferred to the Bank upon the registration of the Division.

7. The rights and obligations under contracts of employment and mandate agreements

As a result of the Division, the Bank will acquire the rights and obligations under the contracts of employment with the employees involved in the Brokerage Business the list of which, as of the date of the signing of the Division Plan, is presented in Table No. 7. Likewise, except for the agreements listed in Schedule 2, as a result of the Division, the Bank will become a party to the agreements related to the Brokerage Business concluded by CDM in the form of mandate agreements.

As a result of the Division, the Bank will be provided with the documentation concerning the above-mentioned employees and the persons rendering work in favour of CDM based on mandate agreements.

The employees of CDM transferred under the Division and the employees of the Bank will be informed about the Bank's assumption of the rights and obligations under the contracts of employment with the transferred employees pursuant to Article 23¹ of the Labour Code and Article 26¹ of the act on trade unions.

As a result of the Division, the company social benefits fund of CDM will be divided between the Bank and CBB pursuant to Article 7 sections 3b-3d of the act on company social benefits funds. The value to be transferred to the company social benefits fund of the Bank related to the year of the Division will be determined on the basis of the number of employees transferred to the Bank.

Table No. 7: List of employees whose employment agreements will be transferred to the Bank

No.	HR No.	Position
1.	182	SENIOR ACCOUNTANT (STARSZY KSIĘGOWY)
2.	2083	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
3.	1904	SENIOR SPECIALIST (STARSZY SPECJALISTA)
4.	1194	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
5.	1621	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
6.	883	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
7.	1987	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
8.	2125	CUSTOMER ADVISOR (DORADCA)
9.	295	SENIOR SPECIALIST (STARSZY SPECJALISTA)
10.	750	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
11.	959	SENIOR SPECIALIST (STARSZY SPECJALISTA)
12.	2016	CUSTOMER ADVISOR (DORADCA)
13.	1856	ANALYST (ANALITYK)
14.	2005	CUSTOMER ADVISOR (DORADCA)
15.	2153	INSPECTOR (INSPEKTOR)
16.	1973	CUSTOMER ADVISOR (DORADCA)
17.	2173	CUSTOMER ADVISOR (DORADCA)
18.	2192	SPECIALIST (SPECJALISTA)
19.	1311	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
20.	1888	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
21.	2118	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
22.	332	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
23.	1715	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
24.	1982	REGION DIRECTOR (DYREKTOR W REGIONIE)
25.	185	SENIOR ACCOUNTANT (STARSZY KSIĘGOWY)
26.	1867	OFFICE DIRECTOR (DYREKTOR BIURA)
27.	1600	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
28.	152	LEGAL ADVISOR (RADCA PRAWNY)
29.	344	EXPERT (EKSPERT)
30.	1884	SENIOR SPECIALIST (STARSZY SPECJALISTA)

No.	HR No.	Position
31.	2208	EXPERT (EKSPERT)
32.	2122	MEMBER OF THE MANAGEMENT BOARD
33.	1209	TEAM HEAD (KIEROWNIK ZESPOŁU)
34.	201	DEPUTY TEAM HEAD (Z-CA KIEROWNIKA ZESPOŁU)
35.	1642	HEAD OF POK (KIEROWNIK POK)-CUSTOMER ADVISOR (DORADCA)
36.	893	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
37.	2002	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
38.	1845	SENIOR SPECIALIST (STARSZY SPECJALISTA)
39.	799	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
40.	2220	EXPERT (EKSPERT)
41.	101	TEAM HEAD (KIEROWNIK ZESPOŁU)
42.	2254	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
43.	282	BROKER (MAKLER)
44.	2205	DEPARTMENT DIRECTOR AND CHIEF ACCOUNTANT (DYREKTOR DEPARTAMENTU I GŁÓWNY KSIĘGOWY)
45.	2183	CUSTOMER ADVISOR (DORADCA)
46.	2023	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
47.	2081	SENIOR SPECIALIST (STARSZY SPECJALISTA)
48.	2180	DIRECTOR (DYREKTOR)
49.	290	SPECIALIST (SPECJALISTA)
50.	1625	SPECIALIST (SPECJALISTA)
51.	381	DEPARTMENT DIRECTOR (DYREKTOR DEPARTAMENTU)
52.	1994	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
53.	1894	TEAM HEAD (KIEROWNIK ZESPOŁU)
54.	1684	SPECIALIST (SPECJALISTA)
55.	1886	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
56.	2018	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
57.	431	SENIOR SPECIALIST (STARSZY SPECJALISTA)
58.	2170	CUSTOMER ADVISOR (DORADCA)
59.	126	DEPARTMENT DIRECTOR (DYREKTOR DEPARTAMENTU)
60.	2211	SENIOR SPECIALIST (STARSZY SPECJALISTA), FOR OWN INVESTMENTS (STANOWISKO DS. INWESTYCJI WŁASNYCH)

No.	HR No.	Position
61.	1801	ANALYST (ANALITYK)
62.	1593	CUSTOMER ADVISOR (DORADCA)
63.	1741	CUSTOMER ADVISOR (DORADCA)
64.	1963	EXPERT (EKSPERT)
65.	2115	TEAM HEAD (KIEROWNIK ZESPOŁU)
66.	755	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
67.	539	BROKER (MAKLER)
68.	1974	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
69.	1645	CUSTOMER ADVISOR (DORADCA)
70.	2069	DEPARTMENT DIRECTOR (DYREKTOR DEPARTAMENTU)
71.	2033	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
72.	663	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
73.	1106	BROKER (MAKLER)
74.	193	SPECIALIST (SPECJALISTA)
75.	2163	CUSTOMER ADVISOR (DORADCA)
76.	1984	REGION DIRECTOR (DYREKTOR W REGIONIE)
77.	1245	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
78.	2186	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
79.	556	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
80.	1059	CUSTOMER ADVISOR (DORADCA)
81.	2219	REGIONAL DIRECTOR (DYREKTOR REGIONALNY)
82.	1574	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
83.	2008	CUSTOMER ADVISOR (DORADCA)
84.	1749	CUSTOMER ADVISOR (DORADCA)
85.	249	DEPARTMENT DIRECTOR (DYREKTOR DEPARTAMENTU)
86.	2065	EXPERT (EKSPERT)
87.	1968	EXPERT (EKSPERT)
88.	641	SENIOR SPECIALIST (STARSZY SPECJALISTA)
89.	972	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
90.	208	SPECIALIST (SPECJALISTA)
91.	2238	INSPECTOR (INSPEKTOR)
92.	542	EXPERT (EKSPERT)
93.	1098	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)

No.	HR No.	Position
94.	2024	CUSTOMER ADVISOR (DORADCA)
95.	207	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
96.	771	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
97.	744	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
98.	543	EXPERT (EKSPERT)
99.	1945	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
100.	395	EXPERT (EKSPERT)
101.	922	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
102.	2227	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
103.	2130	CUSTOMER ADVISOR (DORADCA)
104.	1467	TEAM HEAD (KIEROWNIK ZESPOŁU)
105.	2233	EXPERT (EKSPERT) – HEAD OF E-COMMERCE (FUNKCJA: KIEROWNIK DS. E-COMMERCE)
106.	2039	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
107.	1912	CUSTOMER ADVISOR (DORADCA)
108.	816	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
109.	2020	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
110.	1598	SENIOR SPECIALIST (STARSZY SPECJALISTA)
111.	1756	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
112.	1863	TEAM HEAD (KIEROWNIK ZESPOŁU)
113.	1997	TEAM HEAD (KIEROWNIK ZESPOŁU)
114.	2162	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
115.	2099	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
116.	966	SENIOR SPECIALIST (STARSZY SPECJALISTA)
117.	250	DEPARTMENT DIRECTOR (DYREKTOR DEPARTAMENTU)
118.	2249	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
119.	1064	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
120.	1976	SPECIALIST (SPECJALISTA)
121.	2213	ANALYST (ANALITYK)

No.	HR No.	Position
122.	410	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
123.	1161	SPECIALIST (SPECJALISTA)
124.	660	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
125.	33	DEPARTMENT DIRECTOR (DYREKTOR DEPARTAMENTU)
126.	1269	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
127.	2200	CUSTOMER ADVISOR (DORADCA)
128.	1277	DEPUTY TEAM HEAD (Z-CA KIEROWNIKA ZESPOŁU)
129.	1727	ANALYST (ANALITYK)
130.	1424	TEAM HEAD (KIEROWNIK ZESPOŁU)
131.	2252	IT SPECIALIST (INFORMATYK)
132.	2073	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
133.	1610	SENIOR SPECIALIST (STARSZY SPECJALISTA)
134.	227	SENIOR SPECIALIST (STARSZY SPECJALISTA)
135.	2171	MANAGING DIRECTOR FOR SALES (DYREKTOR ZARZĄDZAJĄCY DS. SPRZEDAŻY)
136.	2226	DIRECTOR (DYREKTOR) – SPOKESPERSON (FUNKCJA: RZECZNIK PRASOWY)
137.	2142	CUSTOMER ADVISOR (DORADCA)
138.	1966	EXPERT (EKSPERT)
139.	1989	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
140.	1763	INVESTMENT ADVISOR (DORADCA INWESTYCYJNY)
141.	1162	TEAM HEAD (KIEROWNIK ZESPOŁU)
142.	704	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
143.	1936	BROKER (MAKLER)
144.	2250	SPECIALIST (SPECJALISTA)
145.	252	SPECIALIST (SPECJALISTA)
146.	1953	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
147.	1946	SPECIALIST (SPECJALISTA)
148.	2028	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
149.	791	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
150.	2077	REGION DIRECTOR (DYREKTOR W REGIONIE)
151.	2040	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)

No.	HR No.	Position
152.	2009	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
153.	1585	HEAD OF POK (KIEROWNIK POK)-CUSTOMER ADVISOR (DORADCA)
154.	2022	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
155.	2001	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
156.	1010	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
157.	240	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
158.	1478	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
159.	1667	BROKER (MAKLER)
160.	1587	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
161.	1709	SENIOR SPECIALIST (STARSZY SPECJALISTA)
162.	264	TEAM HEAD (KIEROWNIK ZESPOŁU)
163.	278	BROKER (MAKLER)
164.	1965	SENIOR SPECIALIST (STARSZY SPECJALISTA)
165.	2003	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
166.	2242	BUSINESS ANALYST (ANALITYK BIZNESOWY) – BUSINESS AND SYSTEM ANALYST (FUNKCJA: ANALITYK BIZNESOWO-SYSTEMOWY)
167.	289	EXPERT (EKSPERT)
168.	2010	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
169.	1155	EXPERT (EKSPERT)
170.	2126	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
171.	1905	CUSTOMER ADVISOR (DORADCA)
172.	1701	INSPECTOR (INSPEKTOR)
173.	1724	ANALYST (ANALITYK)
174.	1991	CUSTOMER ADVISOR (DORADCA)
175.	2179	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
176.	2167	CUSTOMER ADVISOR (DORADCA)
177.	1996	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
178.	1213	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
179.	254	TEAM HEAD (KIEROWNIK ZESPOŁU)
180.	1926	TEAM HEAD (KIEROWNIK ZESPOŁU)
181.	435	EXPERT (EKSPERT)

No.	HR No.	Position
182.	2116	CUSTOMER ADVISOR (DORADCA)
183.	1624	HEAD OF POK (KIEROWNIK POK)-CUSTOMER ADVISOR (DORADCA)
184.	2128	CUSTOMER ADVISOR (DORADCA)
185.	1697	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
186.	2169	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
187.	42	DEPUTY DEPARTMENT DIRECTOR (WICEDYREKTOR DEPARTAMENTU)
188.	1938	CUSTOMER ADVISOR (DORADCA)
189.	1223	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
190.	1320	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
191.	2255	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
192.	890	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
193.	1273	TEAM HEAD (KIEROWNIK ZESPOŁU)
194.	2117	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
195.	2230	CUSTOMER ADVISOR (DORADCA)
196.	1865	EXPERT (EKSPERT)
197.	661	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
198.	2136	CUSTOMER ADVISOR (DORADCA)
199.	2090	SENIOR SPECIALIST (STARSZY SPECJALISTA)
200.	2207	EXPERT (EKSPERT)
201.	1885	SPECIALIST (SPECJALISTA)
202.	970	TEAM HEAD (KIEROWNIK ZESPOŁU)
203.	1252	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
204.	2027	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
205.	2155	CUSTOMER ADVISOR (DORADCA)
206.	2048	CUSTOMER ADVISOR (DORADCA)
207.	2042	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
208.	2066	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
209.	2137	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
210.	2243	CUSTOMER ADVISOR (DORADCA)
211.	527	CUSTOMER ADVISOR (DORADCA)
212.	2139	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)

No.	HR No.	Position
213.	2107	CUSTOMER ADVISOR (DORADCA)
214.	751	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
215.	1301	CUSTOMER ADVISOR (DORADCA)
216.	1217	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
217.	2013	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
218.	1980	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
219.	1187	EXPERT (EKSPERT)
220.	1779	EXPERT (EKSPERT)
221.	1628	EXPERT (EKSPERT)
222.	2015	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
223.	2088	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
224.	899	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
225.	2044	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
226.	2231	CUSTOMER ADVISOR (DORADCA)
227.	1026	INSPECTOR (INSPEKTOR)
228.	169	SPECIALIST (SPECJALISTA)
229.	2181	EXPERT (EKSPERT) – HEAD OF ADVISORS (FUNKCJA: KIEROWNIK DS. DORADZTWA)
230.	1210	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
231.	243	SENIOR SPECIALIST (STARSZY SPECJALISTA)
232.	1925	SPECIALIST (SPECJALISTA)
233.	1310	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
234.	2241	SENIOR SPECIALIST (STARSZY SPECJALISTA)
235.	675	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
236.	1680	BROKER (MAKLER)
237.	1861	SPECIALIST (SPECJALISTA)
238.	2045	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
239.	1563	SPECIALIST (SPECJALISTA)
240.	708	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
241.	1869	HEAD OF POK (KIEROWNIK POK)-CUSTOMER ADVISOR (DORADCA)
242.	2000	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)

No.	HR No.	Position
243.	1934	MANAGING DIRECTOR (DYREKTOR ZARZĄDZAJĄCY)
244.	1276	SOFTWARE DEVELOPER (PROGRAMISTA)
245.	835	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
246.	513	TEAM HEAD (KIEROWNIK ZESPOŁU)
247.	52	TEAM HEAD (KIEROWNIK ZESPOŁU)
248.	1611	OFFICE DIRECTOR (DYREKTOR BIURA)
249.	1238	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
250.	1872	PROJECT DIRECTOR (KIEROWNIK PROJEKTU)
251.	1578	SPECIALIST (SPECJALISTA)
252.	2236	EXPERT (EKSPERT) - INSPEKTOR OCHRONY DANYCH
253.	1937	HEAD OF POK (KIEROWNIK POK)-CUSTOMER ADVISOR (DORADCA)
254.	925	CUSTOMER ADVISOR (DORADCA)
255.	1562	DESIGNER (PROJEKTANT)
256.	1160	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
257.	1962	MANAGING DIRECTOR (DYREKTOR ZARZĄDZAJĄCY)
258.	1911	DEPARTMENT DIRECTOR (DYREKTOR DEPARTAMENTU)
259.	167	IT CHIEF ANALYST (GŁÓWNY ANALITYK IT)
260.	1014	EXPERT (EKSPERT)
261.	2062	INSPECTOR (INSPEKTOR)
262.	2247	EXPERT (EKSPERT)
263.	2146	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
264.	559	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
265.	2093	SPECIALIST (SPECJALISTA)
266.	2217	EXPERT (EKSPERT)
267.	2006	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
268.	1051	REGIONAL DIRECTOR (DYREKTOR REGIONALNY)
269.	2080	SPECIALIST (SPECJALISTA)
270.	2175	TEAM HEAD (KIEROWNIK ZESPOŁU)
271.	1638	CUSTOMER ADVISOR (DORADCA)
272.	1546	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
273.	561	CUSTOMER ADVISOR (DORADCA)
274.	872	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)

No.	HR No.	Position
275.	2012	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
276.	2218	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
277.	2029	CUSTOMER ADVISOR (DORADCA)
278.	1830	DEPARTMENT DIRECTOR (DYREKTOR DEPARTAMENTU)
279.	2103	TEAM HEAD (KIEROWNIK ZESPOŁU)
280.	1990	CUSTOMER ADVISOR (DORADCA)
281.	1438	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
282.	2079	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
283.	1147	CUSTOMER ADVISOR (DORADCA)
284.	2174	BROKER (MAKLER)
285.	2078	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
286.	2149	CUSTOMER ADVISOR (DORADCA)
287.	742	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
288.	2248	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
289.	2025	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
290.	1281	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
291.	2056	CUSTOMER ADVISOR (DORADCA)
292.	2046	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
293.	1633	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
294.	1283	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
295.	2127	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
296.	997	TEAM HEAD (KIEROWNIK ZESPOŁU); EXPERT (EKSPERT)-IOA
297.	1355	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
298.	2076	CUSTOMER ADVISOR (DORADCA)
299.	2240	CUSTOMER ADVISOR (DORADCA)
300.	2184	SPECIALIST (SPECJALISTA)
301.	749	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
302.	2245	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
303.	1285	SOFTWARE DEVELOPER (PROGRAMISTA)
304.	1978	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)

No.	HR No.	Position
305.	2187	EXPERT (EKSPERT)
306.	509	CUSTOMER ADVISOR (DORADCA)
307.	2228	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
308.	1376	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
309.	1498	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
310.	451	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)
311.	2156	CUSTOMER ADVISOR (DORADCA)
312.	1646	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
313.	2160	SPECIALIST (SPECJALISTA)
314.	2111	EXPERT (EKSPERT)
315.	927	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
316.	1720	HEAD OF POK (KIEROWNIK POK)-CUSTOMER ADVISOR (DORADCA)
317.	1992	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
318.	1988	REGION DIRECTOR (DYREKTOR W REGIONIE)
319.	587	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
320.	2244	EXPERT (EKSPERT)
321.	2059	CUSTOMER ADVISOR (DORADCA)
322.	1915	ANALYST (ANALITYK)
323.	2032	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
324.	2225	EXPERT (EKSPERT)
325.	2049	CUSTOMER ADVISOR (DORADCA)
326.	2235	DEPARTMENT DIRECTOR (DYREKTOR DEPARTAMENTU)
327.	297	SENIOR SPECIALIST (STARSZY SPECJALISTA)
328.	2123	EXPERT (EKSPERT)
329.	1985	REGION DIRECTOR (DYREKTOR W REGIONIE)
330.	615	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
331.	2193	EXPERT (EKSPERT)
332.	1133	PRESIDENT OF THE MANAGEMENT BOARD
333.	1267	ANALYST (ANALITYK)
334.	1396	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
335.	1271	SYSTEM ADMINISTRATOR (ADMINISTRATOR SYSTEMU)

No.	HR No.	Position
336.	236	SPECIALIST (SPECJALISTA)
337.	2087	CUSTOMER ADVISOR (DORADCA)
338.	2058	SENIOR SPECIALIST (STARSZY SPECJALISTA)
339.	1091	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
340.	2072	EXPERT (EKSPERT)
341.	1986	MANAGING DIRECTOR – STRATEGIC CLIENTS AND DEPARTMENT DIRECTOR (DYREKTOR ZARZĄDZAJĄCY DS. KLIENTÓW STRATEGICZNYCH I DYREKTOR DEPARTAMENTU)
342.	2054	SPECIALIST (SPECJALISTA)
343.	2198	EXPERT (EKSPERT) - BUSINESS INTELLIGENCE EXPERT (FUNKCJA: EXPERT DS. BUSINESS INTELLIGENCE)
344.	2177	EXPERT (EKSPERT)
345.	1864	SPECIALIST (SPECJALISTA)
346.	146	EXPERT (EKSPERT)
347.	1781	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
348.	774	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
349.	2203	REGIONAL DIRECTOR (DYREKTOR REGIONALNY)
350.	1330	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
351.	2100	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
352.	1862	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
353.	2152	EXPERT (EKSPERT)
354.	1185	SENIOR SPECIALIST (STARSZY SPECJALISTA)
355.	1979	TEAM HEAD (KIEROWNIK ZESPOŁU)
356.	2121	INSPECTOR (INSPEKTOR)
357.	2204	CUSTOMER ADVISOR (DORADCA)
358.	2191	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
359.	2112	INSPECTOR (INSPEKTOR)
360.	824	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
361.	1797	ANALYST (ANALITYK)
362.	757	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
363.	262	TEAM HEAD (KIEROWNIK ZESPOŁU)
364.	841	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)

No.	HR No.	Position
365.	312	SENIOR SPECIALIST (STARSZY SPECJALISTA)
366.	2246	CUSTOMER ADVISOR (DORADCA)
367.	2178	CUSTOMER ADVISOR (DORADCA)
368.	1246	CUSTOMER ADVISOR (DORADCA)
369.	706	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
370.	620	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
371.	624	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
372.	1909	SENIOR SPECIALIST (STARSZY SPECJALISTA)
373.	2194	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
374.	426	ANALYST (ANALITYK)
375.	467	TEAM HEAD (KIEROWNIK ZESPOŁU)
376.	2047	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)

No.	HR No.	Position
377.	1738	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
378.	1157	EXPERT (EKSPERT)
379.	1441	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
380.	822	SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
381.	731	HEAD OF POK (KIEROWNIK POK)-SENIOR CUSTOMER ADVISOR (STARSZY DORADCA)
382.	2021	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
383.	2212	CUSTOMER ADVISOR (DORADCA)
384.	2164	CUSTOMER ADVISOR (DORADCA)
385.	1969	ANALYST (ANALITYK) BIZNESOWY
386.	2251	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)
387.	2199	JUNIOR CUSTOMER ADVISOR (MŁODSZY DORADCA)

8. Rights and obligations under proceedings

On the terms as provided in the relevant regulations, as a result of the Division, the Bank will assume the rights and obligations of CDM within the scope of any matters and proceedings before courts and relevant authorities which are in progress as of the Division Date with respect to the Brokerage Business, including, specifically, those specified in Table No. 8 below.

Table No. 8 – List of proceedings in progress as of the date of the signing of the Division Plan

No.	CDM as	Plaintiff/ Defendant	Case description	Court (case No.)
1.	defendant	former CDM employee	request for payment	District Court for Krakow – Nowa Huta in Krakow, IV Labour Division (case No. IV P 98/18)
2.	defendant	former CDM employee	request for payment	District Court for Krakow – Nowa Huta in Krakow, IV Labour Division (case No. IV P 174/18)
3.	defendant	former CDM employee	request for payment	District Court for Krakow – Nowa Huta in Krakow, IV Labour Division (case No. IV P 821/18)
4.	plaintiff	former CDM employee	damage caused as a result of a crime	Regional Court in Warsaw (case No. XXI P 81/16)
5.	plaintiff	Head of Polish Fiscal Information Authority (<i>Krajowa Informacja Skarbowa</i>)	appealed tax interpretation	Voivodeship Administrative Court in Warsaw (case No. IIISA/Wa/ 1052/18)

9. Decisions, permits, concessions (*koncesje*) and relief as well as individual tax interpretations concerning the application of tax law regulations related to the Brokerage Business

As a result of the Division, the Bank will assume all of the decisions, permits, concessions (*koncesje*) and reliefs as well as the written tax interpretations, except for those specified in Schedule 2.

Specifically, the following will be assigned to the Bank:

- (i) decisions, permits, concessions (*koncesje*) and reliefs as well as written interpretations regarding the application of tax laws listed in Table No. 9 below; and

- (ii) to the extent specified below, the rights and obligations under the written individual interpretations of the tax law related to the assets assigned to the Bank under the Division Plan, provided that they are issued by a relevant authority no later than on the Division Date:
- the interpretation issued pursuant to the application submitted to the relevant authority regarding goods and services tax (VAT) confirming that the transfer of the assets and liabilities of the Company Being Divided comprising the Brokerage Business to the Bank and the assets and liabilities comprising the Call Centre Business to CBB made pursuant to the Division will be classified as transactions comprising the transfer of organised parts of an enterprise and that such transactions are not subject to goods and services tax (VAT); and
 - the interpretation issued pursuant to the application submitted to the relevant authority regarding income tax confirming that the assets and liabilities transferred to the Bank and the assets and liabilities transferred to CBB are at present and will be as at the Division Date classified as organised parts of an enterprise, and regarding the tax consequences of the planned transaction, to confirm that no tax income will be generated on the part of the Company Being Divided in connection with the division of the Company Being Divided by way of the acquisition of the Brokerage Business by the Bank and the Call Centre Business by CBB.

Table No. 9: List of decisions, permits, concessions (koncesje) and reliefs as well as written interpretations regarding the application of tax laws as at the date of the signing the Division Plan

No.	Case/number	Issuing authority	Description	Date of issuance	Comments
1.	KPWIG-4021-20/2001	Securities and Exchange Commission	<p>Permit to conduct brokerage business within the following scope:</p> <ol style="list-style-type: none"> 1. offering securities in primary trading or in initial public offerings; 2. buying or selling securities on an agency basis, on the terms specified in Article 34 (brokerage services) of the Act of 21 August 1997 – the law on public trading in securities (Journal of Laws No. 118, item 754, as amended); 3. buying or selling securities on its own account to comply with the obligations related to the organisation of the regulated market; 4. managing securities portfolios on an agency basis; 5. advising on trading in securities; 6. keeping securities accounts and cash accounts used to service securities accounts; 7. intermediation in buying or selling securities traded on regulated foreign markets; 8. taking any legal or other actions related to servicing investment funds managers, investment funds, pension managers and pension funds; 9. taking actions related to trading in the property rights referred to in Article 97 of the act of 21 August 1997 – the law on public trading in securities; and 10. taking actions related the commodities trading within the meaning of a separate act. 	7 August 2001	Under the law, CDM may perform only those actions which are stated in the application for the issuance of the permit for the performance of brokerage activities of 21 May 2001, i.e. the activities specified in items 1,2,3,5,6,7,8,9 as stated in the permit.

2.	DFL/4020/171/I/4/ 67/09/10/28	Polish Financial Supervision Authority	Permit for conducting a brokerage business within the scope of drafting investment analyses, financial analyses and other recommendations of a general nature regarding transactions involving financial instruments.	1 September 2010	
3.	DNK/ZN/0941- 851/07	Not applicable	CDM's letter advising of running a brokerage business within the following scope: 1. advisory and other services related to mergers, demergers and acquisitions of undertakings; 2. rendering additional services related to underwriting and placement (<i>subemisja usługowa or inwestycyjna</i>); and 3. currency exchange if related to the brokerage business.	5 October 2007	
4.	DNK/ZN/0941- 314/09		CDM's letter advising of the commencement of the brokerage business comprising accepting and transferring instructions and to buy and sell brokerage financial instruments.	10 June 2009	
5.	DRK/WNF/486/56/ 6/15/177/HB	Polish Financial Supervision Authority	Consent to not comply with the requirements provided for in Article 113(1) of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012 (OJ.L. 2013.176.1, hereinafter the CRR Regulation) with respect to CDM's exposure to Bank Pekao S.A., except for the exposure constituting grounds for the Common Equity Tier 1, Additional Tier 1 or Tier 2 items.	18 August 2015	
6.	IPPP1/4512-82/15- 2/EK	Head of the Tax Chamber in Warsaw	Interpretation regarding VAT tax charged on the service comprising the delivery of employee shares (in documentary and in dematerialised form) and VAT tax charged on the service comprising a share squeeze-out/ buyout/ buyout of shares in documentary form.	2 April 2015	Interpretation confirmed
7.	IPPB1/4511- 509/16-5/EC	Head of the Tax Chamber in Warsaw	Interpretation regarding remitted obligation to collect fixed personal income tax from clients classified as a partnership.	13 July 2016	Interpretation rejected; not appealed
8.	1462- IPPB2.4511.774.20 16.1.MG	Head of the Tax Chamber in Warsaw	Interpretation regarding the issuance of PIT-8C information in the case of a share squeeze-out.	13 February 2017	Interpretation confirmed
9.	IPPP1/443- 1366/14-2/IGo	Head of the Tax Chamber in Warsaw	Interpretation regarding VAT tax charged with respect to the service of the payment of dividend or so-called " <i>resztówki</i> " (outstanding payments).	29 January 2015	Interpretation rejected; appealed and finally granted by way of a judgment of the NSA of 12 June 2018 after the cassation appeal of the tax authority (case No. I FSK 1145/16)
10.	0114- KDIP4.4012.666.2 017.1.BS	Head of the Polish Fiscal Information Authority	Interpretation regarding VAT tax on services of providing access to stock exchange data.	8 February 2018	Interpretation rejected; appealed
11.	Administrative decision of the Mayor or the City of Leszno	Municipal Office of Leszno, Municipal Management of Roads and Investments	Lease of rights to put a sign on a public road with respect to POK 134 in Leszno, ul. Wróblewskiego 6	Valid from 1.01.2019 to 31.12.2019	

12.	Decision No. WU.RUG.4503.562 .2018	Municipal Road Management in Kielce	Lease of rights to put a sign on a public road with respect to POK 124 in Kielce ul. Sienkiewicza 18,	Valid from 1.01.2019 to 31.12.2019	
13.	Decision No. WI.7230.3.96.2018	Mayor of the City of Jasło	Lease of rights to put a sign on a public road with respect to POK 228 in Jasło, ul. Kościuszki 33	Valid from 1.01.2019 to 31.12.2019	
14.	Decision No. ZDM.NT- 8.435.442.K.2018	Mayor of the City of Przemyśl	Lease of rights to put a sign on a public road with respect to POK 160 in Przemyśl, ul. Mickiewicza	Valid from 1.01.2019 to 31.12.2019	
15.	Decision No. TZ.4103.184.2018	Municipal Road Management in Opole	Lease of rights to put a sign on a public road with respect to POK 148 in Opole, ul. Osmańczyka 15	Valid from 1.01.2019 to 31.12.2019	

SCHEDULE 2

Description of the assets and liabilities, as well as agreements, permits, concessions (*koncesje*) and reliefs assigned to CBB

As a result of the Division, CBB will acquire the assets related to the Call Centre Business (i.e. specifically listed below).

For the avoidance of any doubt, in addition to the actions referred to in section 3 of the Division Plan, the other activities conducted by the Company Being Divided within the scope of the Call Centre Business in connection with the operation of the call centre and to satisfy the needs thereof include:

- the active solicitation of new clients and sales development opportunities;
- active sales efforts;
- opining on any amendments to regulations, instructions, procedures and tariffs, fees and commissions;
- the activation of single-use codes, PIN generation by telephone, the confirmation of despatch of a new PIN by letter, changes of address for deliveries, changes of telephone numbers for calling back, changes of telephone numbers for text messages and unblocking channels;
- current monitoring of market conditions, including: a review of printed press and specialist internet portals, searching for information about the situation in Poland and abroad, and reviewing internal literature (analyses, market calendar, checking deadlines for subscribing for issue rights and new issues, and debuts);
- client services related to responding to any queries sent by internal and external email;
- participating in work on offering new services through remote distribution channels;
- opening securities and cash accounts by letter; and
- building a positive image of the firm.

1. Tangible fixed assets used by the Call Centre Business and specifically presented in Table No. 1 below.

Table No. 1: Fixed assets

Name	Group	Number	Inventory numbers	Account
Buildings - adaptation and modernisation of premises	105.	1	A9/333	010-120
Technical equipment	629.	1	A6/1325	010-610, 010-620
Equipment and facilities	800., 808.	70	A8-3/7590.- A8-3/7600 A8-3/7602. -A8-3/7660	010-800
Computer groups	487., 491.	36	A4/10089 A4/8497 A4/8526. - A4/8545 A4/8547 A4/9171 A4/9172 A4/9174. - A4/9182 A4/9556 A4/9755	010-410

2. Rights to databases

As a result of the Division, CBB will exclusively acquire the right to collect data and to use it again with respect to that part of the CDM employee database which contains the data of the CDM employees who will become the employees of CBB as a result of the Division.

3. Rights and obligations under agreements related to the Call Centre Business specifically presented in Table No. 3 below.

The Companies participating in the Division resolved that all agreements concluded between the Company Being Divided and CBB (listed in Table No. 3 as at the date of the signing of the Division Plan) will be transferred under the Division to CBB, and such agreements will expire on the Division date, because after the Division CBB would become both a debtor and a creditor under such agreements.

Table No. 3: List of agreements

No.	Party	Description of the agreement	Date conclusion
1.	CENTRUM BANKOWOŚCI BEZPOŚREDNIEJ SP. Z O.O.	NON-DISCLOSURE AGREEMENT	22.11.2018
2.	CENTRUM BANKOWOŚCI BEZPOŚREDNIEJ SP. Z O.O.	SUBLEASE AGREEMENT RELATING TO THE SPACE REQUIRED BY THE CALL CENTRE	29.08.2013

4. Funds in the following bank account:

Account No.: 77124062921111001084241448 maintained by: Bank Polska Kasa Opieki S.A., ul. Grzybowska 53/57, 00-950 Warsaw.

5. The rights and obligations resulting from the employment of employees

As a result of the Division, CBB will acquire the rights and obligations under the contracts of employment with the employees specifically listed in Table 4.

As a result of the Division, CBB will be provided with the documentation concerning the above-mentioned employees.

The employees of CDM transferred under the Division and the employees of CBB will be informed about CBB's assumption of the rights and obligations under the contracts of employment with the transferred CDM employees pursuant to Article 23¹ of the Labour Code and, in the case of CDM, Article 26¹ of the act on trade unions.

As a result of the Division, the means collected in the company social benefits fund of CDM will be divided between the Bank and CBB pursuant to Article 7 sections 3b-3d of the act on company social benefits funds. The value to be transferred to the company social benefits fund of CBB related to the year of the Division will be determined on the basis of the number of employees transferred to CBB.

Table No. 4: List of employees whose employment agreements will be transferred to CBB

No.	HR No.	Position
1	2237	SPECIALIST (<i>SPECJALISTA</i>)
2	2102	SPECIALIST (<i>SPECJALISTA</i>)
3	1775	OFFICE DIRECTOR (<i>DYREKTOR BIURA</i>)
4	2253	SPECIALIST (<i>SPECJALISTA</i>)
5	2084	SPECIALIST (<i>SPECJALISTA</i>)

6. Written interpretations concerning the application of tax law regulations related to the Call Centre Business

CBB will assume to the extent specified below the rights and obligations under the written individual interpretations of the tax law related to the assets assigned to CBB under the Division Plan, provided that they are issued by a relevant authority no later than on the Division Date:

- the interpretation issued pursuant to the application submitted to the relevant authority regarding goods and services tax (VAT) confirming that the transfer of the assets and liabilities of the Company Being Divided comprising the Brokerage Business to the Bank and the assets

and liabilities comprising the Call Centre Business to CBB made pursuant to the Division will be classified as transactions comprising the transfer of organised parts of an enterprise and that such transactions are not subject to goods and services tax (VAT); and

- the interpretation issued pursuant to the application submitted to the relevant authority regarding income tax confirming that the assets and liabilities transferred to the Bank and the assets and liabilities transferred to CBB are at present and will be as at the Division Date classified as organised parts of an enterprise, and regarding the tax consequences of the planned transaction, to confirm that no tax income will be generated on the part of the Company Being Divided in connection with the division of the Company Being Divided by way of the acquisition of the Brokerage Business by the Bank and the Call Centre Business by CBB.

SCHEDULE 3

Draft resolution of the general meeting of the Company Being Divided regarding the division

Resolution No. [●]

[of the Extraordinary/Ordinary General Meeting of

Centralny Dom Maklerski Pekao Spółka Akcyjna with its registered seat in Warsaw

of [●]

regarding the division of Centralny Dom Maklerski Pekao Spółka Akcyjna

§ 1

1. Pursuant to Article 541 of the Commercial Companies Code (the “CCC”), it is hereby resolved that Centralny Dom Maklerski Pekao S.A., with its registered seat in Warsaw (“CDM” or the “**Company Being Divided**”), shall be divided in accordance with Article 529 § 1 point 1 of the CCC, i.e.
 - through a transfer of a part of the assets and liabilities as well as the rights and obligations of the Company Being Divided to Bank Polska Kasa Opieki Spółka Akcyjna, with its registered seat in Warsaw (the “**Bank**”), in the form of an organised part of the enterprise of CDM connected with the provision of brokerage services involving: (i) the acceptance and transfer of orders to buy or sell financial instruments, (ii) the execution of the orders referred to in section (i) for the account of clients, (iii) the acquisition or disposal of financial instruments on own account, (iv) the provision of investment advice (v) the offering of financial instruments, (vi) the provision of services under underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) or the conclusion and performance of other similar agreements, if they relate to financial instruments, (vii) the keeping or registration of financial instruments, including the keeping of securities accounts, derivatives accounts and omnibus accounts, and cash accounts, (viii) advising companies on capital structure, corporate strategy and other matters related to such structure or strategy, (ix) the provision of advisory and other services relating to mergers, demergers and acquisitions of companies, (x) providing foreign-exchange services where such are connected with the activity referred to in Art. 69 section 2 of the Act on Trading in Financial Instruments, (xi) the preparation of investment analyses, financial analyses and other recommendations of a general nature relating to transactions in financial instruments and (xii) the provision of additional services related to underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) (the “**Brokerage Business**”), provided that, within the scope of advising companies on capital structure, corporate strategy and other matters related to such structure or strategy and the provision of advisory and other services relating to mergers, demergers and acquisitions of companies (items (viii) and (ix) above, respectively), it needs to be stated that, as of the date of signing the Division Plan (as defined below), CDM did not and, as of the Division (as defined below) execution date, does not intend to conduct any such business; and
 - through a transfer of a part of the assets and liabilities as well as the rights and obligations of the Company Being Divided to Centrum Bankowości Bezpośredniej sp. z o.o., with its registered seat in Krakow (“**CBB**”), in the form of an organised part of the enterprise of CDM connected with the provision of call centre services involving, *inter alia*: (i) dealing with the execution of client telephone orders and instructions, (ii) rendering client services within the scope of executing transactions, (iii) servicing the product hotline and implementing sales plans, (iv) the disclosure of detailed information related to the services rendered, (v) cooperation with the implementation of the budget through the active sale of products; and (vi) the provision of sales support implemented through telephone distribution channels (the “**Call Centre Business**”),(the “**Division**”).

2. The division plan of the Company Being Divided was agreed in writing between the Company Being Divided, the Bank and CBB on [●], and [from such date] until today has been continuously available to the public on the websites of the Company Being Divided, the Bank and CBB (the “**Division Plan**”). The Division Plan is attached as Schedule 1 to this resolution.
3. In connection with the Division, the transfer of an organised part of the enterprise of CDM connected with the Brokerage Business to the Bank and the transfer of the organised part of the enterprise of CDM connected with the Call Centre Business to CBB, to the extent and on the terms specified in this resolution and in the Division Plan, are hereby approved.

§ 2

1. The Bank is the only shareholder of the Company Being Divided. Therefore, pursuant to Article 550 of the CCC, the share capital of the Bank will not be increased in connection with the Bank’s acquisition of a part of the assets and liabilities of CDM, and the Bank will not issue any shares in the Bank in exchange for the acquired assets and liabilities of CDM.
2. As a result of the Division, the share capital of CBB will be increased by PLN 1,000 (one thousand zlotys), i.e. from PLN 500,000 (five hundred thousand zlotys) to PLN 501,000 (five hundred and one thousand zlotys) by way of the issuance of 2 (two) shares having a nominal value of PLN 500 (five hundred zlotys) each and a total nominal value of PLN 1,000 (one thousand zlotys) (the “**New Shares**”). All of the New Shares will be allotted to the existing and only shareholder of the Company Being Divided, i.e. the Bank, in accordance with the adopted exchange ratio pursuant to which the shares in the Company Being Divided will be exchanged for shares in CBB of 908,579 (nine hundred and eight thousand, five hundred and seventy-nine) shares in the Company Being Divided per one New Share.
3. The assets and liabilities of the Company Being Divided acquired by CBB will be allotted to the share capital and the supplementary capital of CBB by allotting PLN 1,000 (one thousand zlotys) to the share capital increase and the amount representing the value of the organised part of the enterprise related to the Call Centre Business as at the Division Date less the value of the share capital increase to the supplementary capital.
4. No additional payments will be required in connection with the Division.

§ 3

The following amendments of the articles of association of CBB are hereby approved:

- a) **§ 5 section 1** of the articles of association of CBB shall have the following new wording:
“The share capital of the Company amounts to PLN 501,000 (five hundred and one thousand zlotys).”
- b) **§ 5 section 2** of the articles of association of CBB shall have the following new wording:
“The share capital is divided into 1002 (one thousand and two) equal and indivisible shares having a nominal value of PLN 500 (five hundred zlotys) each.”
- c) **§ 6 section 2** of the articles of association of CBB shall have the following new wording:
“The shares were subscribed for as follows:
 - a. Jacek Styczeń, acting on behalf of *Bank Przemysłowo – Handlowy Spółka Akcyjna*, with its registered seat in Krakow – 490 (four hundred and ninety) shares having a nominal value of PLN 500 (five hundred zlotys) each, i.e. having a total value of PLN 245,000 (two hundred and forty-five thousand zlotys);
 - b. Monika Patyra, acting on behalf of *Powszechny Bank Kredytowy Spółka Akcyjna*, with its registered seat in Warsaw – 490 shares having a nominal value of PLN 245,000 (two hundred and forty-five thousand zlotys);
 - c. Fritz Georg Schlumprecht, acting on behalf of *HVB Direkt Gesellschaft für Direktservice und Direktvertrieb mbH München*, Germany – 20 (twenty) shares having a nominal value of PLN 10,000 (ten thousand zlotys); and

- d. Bank Polska Kasa Opieki Spółka Akcyjna, with its registered seat in Warsaw, subscribed for 2 (two) shares having a nominal value of PLN 1,000 (one thousand zlotys), which were subscribed for as a result of the division of Centralny Dom Maklerski Pekao S.A.”; and
- d) **§ 6 section 3** of the articles of association of CBB shall have the following new wording:
“The shares in the share capital referred to in section 2(a) – 2(c) have been covered by cash contributions.”

§ 4

The New Shares in CBB allotted to the Bank will authorise it to a share in the profits generated by CBB in the financial year commenced on 1 January of the year in which the Company Being Divided is struck off the applicable court register.

§ 5

The management board of CDM is authorised to take any and all legal and other actions required to complete the Division.

§ 6

This resolution shall enter into force on the date of its adoption.

SCHEDULE 4
Draft resolution of the general meeting of the Bank regarding the division

Resolution No. [●]
[of the Extraordinary/Ordinary General Meeting of
Bank Polska Kasa Opieki Spółka Akcyjna with its registered seat in Warsaw
of [●]

regarding the division of Centralny Dom Maklerski Pekao S.A.

§ 1

1. Pursuant to Article 541 of the Commercial Companies Code (“**CCC**”), it is hereby resolved that Centralny Dom Maklerski Pekao S.A., with its registered seat in Warsaw (“**CDM**” or the “**Company Being Divided**”), shall be divided in accordance with Article 529 § 1 point 1 of the CCC, i.e.
 - through a transfer of a part of the assets and liabilities as well as the rights and obligations of the Company Being Divided to Bank Polska Kasa Opieki Spółka Akcyjna, with its registered seat in Warsaw (the “**Bank**”), in the form of an organised part of the enterprise of CDM connected with the provision of brokerage services involving: (i) the acceptance and transfer of orders to buy or sell financial instruments, (ii) the execution of the orders referred to in section (i) for the account of clients, (iii) the acquisition or disposal of financial instruments on own account, (iv) the provision of investment advice (v) the offering of financial instruments, (vi) the provision of services under underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) or the conclusion and performance of other similar agreements, if they relate to financial instruments, (vii) the keeping or registration of financial instruments, including the keeping of securities accounts, derivatives accounts and omnibus accounts, and cash accounts, (viii) advising companies on capital structure, corporate strategy and other matters related to such structure or strategy, (ix) the provision of advisory and other services relating to mergers, demergers and acquisitions of companies, (x) providing foreign-exchange services where such are connected with the activity referred to in Art. 69 section 2 of the Act on Trading in Financial Instruments, (xi) the preparation of investment analyses, financial analyses and other recommendations of a general nature relating to transactions in financial instruments and (xii) the provision of additional services related to underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) (the “**Brokerage Business**”), provided that, within the scope of advising companies on capital structure, corporate strategy and other matters related to such structure or strategy and the provision of advisory and other services relating to mergers, demergers and acquisitions of companies (items (viii) and (ix) above, respectively), it needs to be stated that, as of the date of signing the Division Plan (as defined below), CDM did not and, as of the Division (as defined below) execution date, does not intend to conduct any such business; and
 - through a transfer of a part of the assets and liabilities as well as the rights and obligations of the Company Being Divided to Centrum Bankowości Bezpośredniej sp. z o.o., with its registered seat in Krakow (“**CBB**”), in the form of an organised part of the enterprise of CDM connected with the provision of call centre services involving, *inter alia*: (i) dealing with the execution of client telephone orders and instructions, (ii) rendering client services within the scope of executing transactions, (iii) servicing the product hotline and implementing sales plans, (iv) the disclosure of detailed information related to the services rendered, (v) cooperation with the implementation of the budget through the active sale of products; and (vi) the provision of sales support implemented through telephone distribution channels (the “**Call Centre Business**”),

(the “**Division**”).

2. The division plan of the Company Being Divided agreed in writing between the Company Being Divided, the Bank and CBB on [●], and [from such date] until today which has been continuously available to the public on the websites of the Company Being Divided, the Bank and CBB (the “**Division Plan**”), is hereby approved. The Division Plan is attached as Schedule 1 to this resolution.
3. In connection with the Division, the transfer of an organised part of the enterprise of CDM connected with the Brokerage Business to the Bank and the transfer of the organised part of the enterprise of CDM connected with the Call Centre Business to CBB, to the extent and on the terms specified in this resolution and in the Division Plan, are hereby approved.

§ 2

1. The Bank is the only shareholder of the Company Being Divided. Therefore, pursuant to Article 550 of the CCC, the share capital of the Bank will not be increased in connection with the Bank’s acquisition of a part of the assets and liabilities of CDM and the Bank will not issue any shares in the Bank in exchange for the acquired assets and liabilities of CDM.
2. As a result of the Division, the share capital of CBB will be increased by PLN 1,000 (one thousand zlotys), i.e. from PLN 500,000 (five hundred thousand zlotys) to PLN 501,000 (five hundred and one thousand zlotys) by way of the issuance of 2 (two) shares having a nominal value of PLN 500 (five hundred zlotys) each and a total nominal value of PLN 1,000 (one thousand zlotys) (the “**New Shares**”). All of the New Shares will be allotted to the existing and only shareholder of the Company Being Divided, i.e. the Bank, in accordance with the adopted exchange ratio pursuant to which the shares in the Company Being Divided will be exchanged for shares in CBB of 908,579 (nine hundred and eight thousand, five hundred and seventy-nine) shares in the Company Being Divided per one New Share.
3. The assets and liabilities of the Company Being Divided acquired by CBB will be allotted to the share capital and the supplementary capital of CBB by allotting PLN 1,000 (one thousand zlotys) to the share capital increase and the amount representing the value of the organised part of the enterprise related to the Call Centre Business as at the Division Date less the value of the share capital increase to the supplementary capital.
4. No additional payments will be required in connection with the Division.

§ 3

The following amendments of the articles of association of CBB are hereby approved:

- a) **§ 5 section 1** of the articles of association of CBB shall have the following new wording:
“The share capital of the Company amounts to PLN 501,000 (five hundred and one thousand zlotys).”
- b) **§ 5 section 2** of the articles of association of CBB shall have the following new wording:
“The share capital is divided into 1002 (one thousand and two) equal and indivisible shares having a nominal value of PLN 500 (five hundred zlotys) each.”
- c) **§ 6 section 2** of the articles of association of CBB shall have the following new wording:
“The shares were subscribed for as follows:
 - a. Jacek Styczeń acting on behalf of *Bank Przemysłowo – Handlowy Spółka Akcyjna* with its registered seat in Krakow – 490 (four hundred and ninety) shares having a nominal value of PLN 500 (five hundred zlotys) each, i.e. having a total value of PLN 245,000 (two hundred and forty-five thousand zlotys),
 - b. Monika Patyra acting on behalf of *Powszechny Bank Kredytowy Spółka Akcyjna Spółka Akcyjna* with its registered seat in Warsaw – 490 shares having a nominal value of PLN 245,000 (two hundred and forty-five thousand zlotys),

- c. Fritz Georg Schlumprecht acting on behalf of *HVB Direkt Gesellschaft für Direktservice und Direktvertrieb mbH München*, Germany – 20 (twenty) shares having a nominal value of PLN 10,000 (ten thousand zlotys),
 - d. Bank Polska Kasa Opieki Spółka Akcyjna with its registered seat in Warsaw subscribed for 2 (two) shares having a nominal value of PLN 1,000 (one thousand zlotys) which were subscribed for as a result of the division of Centralny Dom Maklerski Pekao S.A.”;
- d) **§ 6 section 3** of the articles of association of CBB shall have the following new wording:
“The shares in the share capital referred to in section 2(a) – 2(c) have been covered by cash contributions.”

§ 4

The New Shares allotted to the Bank in CBB will authorise it to a share in the profits generated by CBB in the financial year commenced on 1 January of the year in which the Company Being Divided is struck off the applicable court register.

§ 5

The management board of the Bank is authorised to take any and all legal and other actions required to complete the Division.

§ 6

This resolution shall enter into force on the date of its adoption.

SCHEDULE 5
Draft resolution of the meeting of shareholders of CBB regarding the division

Resolution No. [●]
[of the Extraordinary/Ordinary Meeting of Shareholders of
Centrum Bankowości Bezpośredniej sp. z o.o. with its registered seat in Krakow
of [●]

regarding the division of Centralny Dom Maklerski Pekao Spółka Akcyjna

§ 1

1. Pursuant to Article 541 of the Commercial Companies Code (“**CCC**”) it is hereby resolved that Centralny Dom Maklerski Pekao S.A. with its registered seat in Warsaw (“**CDM**” or the “**Company Being Divided**”) shall be divided in accordance with Article 529 § 1 point 1 of the CCC, i.e.
 - through a transfer of a part of the assets and liabilities as well as the rights and obligations of the Company Being Divided to Bank Polska Kasa Opieki Spółka Akcyjna with its registered seat in Warsaw (the “**Bank**”) in the form of an organised part of the enterprise of CDM connected with the provision of brokerage services involving: (i) the acceptance and transfer of orders to buy or sell financial instruments, (ii) the execution of the orders referred to in section (i) for the account of clients, (iii) the acquisition or disposal of financial instruments on own account, (iv) the provision of investment advice (v) the offering of financial instruments, (vi) the provision of services under underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) or the conclusion and performance of other similar agreements, if they relate to financial instruments, (vii) the keeping or registration of financial instruments, including the keeping of securities accounts, derivatives accounts and omnibus accounts, and cash accounts, (viii) advising companies on capital structure, corporate strategy and other matters related to such structure or strategy, (ix) advisory and other services relating to mergers, demergers and acquisitions of companies, (x) providing foreign-exchange services where such are connected with the activity referred to in Art. 69 section 2 of the Act on Trading in Financial Instruments, (xi) the preparation of investment analyses, financial analyses and other recommendations of a general nature relating to transactions in financial instruments and (xii) additional services related to underwriting and placement agreements (*subemisja inwestycyjna i usługowa*) (the “**Brokerage Business**”), provided that, within the scope of advising companies on capital structure, corporate strategy and other matters related to such structure or strategy and the provision of advisory and other services relating to mergers, demergers and acquisitions of companies (items (viii) and (ix) above, respectively), it needs to be stated that, as of the date of signing the Division Plan (as defined below), CDM did not and, as of the Division (as defined below) execution date, does not intend to conduct any such business; and
 - through a transfer of a part of the assets and liabilities as well as the rights and obligations of the Company Being Divided to Centrum Bankowości Bezpośredniej sp. z o.o. with its registered seat in Krakow (“**CBB**”) in the form of an organised part of the enterprise of CDM connected with the provision of call centre services involving, *inter alia*: (i) dealing with the execution of client telephone orders and instructions, (ii) rendering client services within the scope of executing transactions, (iii) servicing the product hotline and implementing sales plans, (iv) the disclosure of detailed information related to the services rendered, (v) cooperation in the budget implementation through active sale of products; and (vi) the provision of sales support implemented through telephone distribution channels (the “**Call Centre Business**”),(the “**Division**”).

2. The division plan of the Company Being Divided was agreed in writing between the Company Being Divided, the Bank and CBB on [●], and [from such date] until today has been continuously available to the public on the websites of the Company Being Divided, the Bank and CBB (the “**Division Plan**”). The Division Plan is attached as Schedule 1 to this resolution.
3. In connection with the Division, the transfer of an organised part of the enterprise of CDM connected with the Brokerage Business to the Bank and the transfer of the organised part of the enterprise of CDM connected with the Call Centre Business to CBB, to the extent and on the terms specified in this resolution and in the Division Plan, are hereby approved.

§ 2

1. The Bank is the only shareholder of the Company Being Divided. Therefore, pursuant to Article 550 of the CCC, the share capital of the Bank will not be increased in connection with the Bank’s acquisition of a part of the assets and liabilities of CDM and the Bank will not issue any shares in the Bank in exchange for the acquired assets and liabilities of CDM.
2. As a result of the Division, the share capital of CBB is hereby increased by PLN 1,000 (one thousand zlotys), i.e. from PLN 500,000 (five hundred thousand zlotys) to PLN 501,000 (five hundred and one thousand zlotys) by way of the issuance of 2 (two) shares having a nominal value of PLN 500 (five hundred zlotys) each and a total nominal value of PLN 1,000 (one thousand zlotys) (the “**New Shares**”). All of the New Shares will be allotted to the existing and only shareholder of the Company Being Divided, i.e. the Bank, in accordance with the adopted exchange ratio of the shares in the Company Being Divided into the shares in CBB of 908,579 (nine hundred and eight thousand, five hundred and seventy-nine) shares in the Company Being Divided per one New Share.
3. The assets and liabilities of the Company Being Divided acquired by CBB will be allotted to the share capital and the supplementary capital of CBB by allotting PLN 1,000 (one thousand zlotys) to the share capital increase and the amount representing the value of the organised part of the enterprise related to the Call Centre Business as at the Division Date less the value of the share capital increase to the supplementary capital.
4. No additional payments will be required in connection with the Division.

§ 3

In view of the Division, the meeting of shareholders of CBB hereby approves and adopts the following amendments to the articles of association of CBB:

- a) **§ 5 section 1** of the articles of association of CBB shall have the following new wording:
“The share capital of the Company amounts to PLN 501,000 (five hundred and one thousand zlotys).”
- b) **§ 5 section 2** of the articles of association of CBB shall have the following new wording:
“The share capital is divided into 1,002 (one thousand, two) equal and indivisible shares having a nominal value of PLN 500 (five hundred zlotys) each.”
- c) **§ 6 section 2** of the articles of association of CBB shall have the following new wording:
“The shares were subscribed for as follows:
 - a. Jacek Styczeń, acting on behalf of *Bank Przemysłowo – Handlowy Spółka Akcyjna*, with its registered seat in Krakow – 490 (four hundred and ninety) shares having a nominal value of PLN 500 (five hundred zlotys) each, i.e. having a total value of PLN 245,000 (two hundred and forty-five thousand zlotys);
 - b. Monika Patyra, acting on behalf of *Powszechny Bank Kredytowy Spółka Akcyjna*, with its registered seat in Warsaw – 490 shares having a nominal value of PLN 245,000 (two hundred and forty-five thousand zlotys);

- c. Fritz Georg Schlumprecht acting on behalf of *HVB Direkt Gesellschaft für Direktservice und Direktvertrieb mbH München*, Germany – 20 (twenty) shares having a nominal value of PLN 10,000 (ten thousand zlotys); and
 - d. Bank Polska Kasa Opieki Spółka Akcyjna, with its registered seat in Warsaw, subscribed for 2 (two) shares having a nominal value of PLN 1,000 (one thousand zlotys), which were subscribed for as a result of the division of Centralny Dom Maklerski Pekao S.A.”;
- d) **§ 6 section 3** of the articles of association of CBB shall have the following new wording:
“The shares in the share capital referred to in section 2(a) – 2(c) have been covered by cash contributions.”

§ 4

The New Shares in CBB allotted to the Bank will authorise it to a share in the profits generated by CBB in the financial year commenced on 1 January of the year in which the Company Being Divided is struck off the applicable court register.

§ 5

The management board of CBB is authorised to take any and all legal and other actions required to complete the Division.

§ 6

This resolution shall enter into force on the date of its adoption.

SCHEDULE 6
Draft amendments to the articles of association of CBB

- a) **§ 5 section 1** of the articles of association of CBB shall have the following new wording:
“The share capital of the Company amounts to PLN 501,000 (five hundred and one thousand zlotys).”
- b) **§ 5 section 2** of the articles of association of CBB shall have the following new wording:
“The share capital is divided into 1002 (one thousand and two) equal and indivisible shares having a nominal value of PLN 500 (five hundred zlotys) each.”
- c) **§ 6 section 2** of the articles of association of CBB shall have the following new wording:
“The shares were subscribed for as follows:
- a. Jacek Styczeń, acting on behalf of *Bank Przemysłowo – Handlowy Spółka Akcyjna*, with its registered seat in Krakow – 490 (four hundred and ninety) shares having a nominal value of PLN 500 (five hundred zlotys) each, i.e. having a total value of PLN 245,000 (two hundred and forty-five thousand zlotys);
 - b. Monika Patyra, acting on behalf of *Powszechny Bank Kredytowy Spółka Akcyjna Spółka Akcyjna*, with its registered seat in Warsaw – 490 shares having a nominal value of PLN 245,000 (two hundred and forty-five thousand zlotys);
 - c. Fritz Georg Schlumprecht, acting on behalf of *HVB Direkt Gesellschaft für Direktservice und Direktvertrieb mbH München*, Germany – 20 (twenty) shares having a nominal value of PLN 10,000 (ten thousand zlotys); and
 - d. Bank Polska Kasa Opieki Spółka Akcyjna with its registered seat in Warsaw subscribed for 2 (two) shares having a nominal value of PLN 1,000 (one thousand zlotys) which were subscribed for as a result of the division of Centralny Dom Maklerski Pekao S.A.”;
- d) **§ 6 section 3** of the articles of association of CBB shall have the following new wording:
“The shares in the share capital referred to in section 2(a) – 2(c) have been covered by cash contributions.”

SCHEDULE 7

The value of the assets of the Company Being Divided as at 1 January 2019

The value of the assets of the Company Being Divided, i.e. Centralny Dom Maklerski Pekao S.A., as at 1 January 2019 calculated as the book value of the net assets is PLN 145,777,342.77 (one hundred and forty-five million, seven hundred and seventy-seven thousand, three hundred and forty-two and 77/100 zlotys).

Such value was determined on the basis of the unaudited balance sheet of Centralny Dom Maklerski Pekao S.A as at 1 January 2019.

The value of the organised part of the enterprise related to the Brokerage Business as at 1 January 2019 measured as the book value of the net assets related to such business is PLN 145,752,342.77 (one hundred and forty-five million, seven hundred and fifty-two thousand, three hundred and forty-two and 77/100 zlotys).

The value of the organised part of the enterprise related to the Call Centre Business as at 1 January 2019 measured as the book value of the net assets related to such business is PLN 25,000 (twenty-five million zlotys).

SCHEDULE 8

A statement of account balances of the Company Being Divided as at 1 January 2019

Pursuant to Article 534 § 2 point 4 of the CCC, this schedule presents the information on the account balances of the Company Being Divided, i.e. Centralny Dom Maklerski S.A., as at 1 January 2019 in the form of the unaudited balance sheet of Centralny Dom Maklerski Pekao S.A as at 1 January 2019.

The balance sheet was made using the same methods and in the same format as the last annual balance sheet (i.e. the balance sheet made as at 31 December 2018) in accordance with the International Financial Reporting Standards adopted in the EU.

Balance sheet as at 1 January 2019

ASSETS	01-01-2019
Current assets	
Cash and cash equivalents	702,718,719.94
Amounts receivable from clients	31,038,890.29
Amounts receivable from the Central Securities Depository of Poland	13,677,729.43
Income tax receivables	329,088.00
Other receivables	8,853,168.69
Financial instruments measured at amortised cost	39,792,601.15
Financial instruments measured at fair value through other comprehensive income	28,424,280.00
Prepayments and accrued income	941,405.30
Total current assets	825,775,882.80
Fixed assets	
Financial instruments measured at amortised cost	34,785,678.85
Intangible assets	8,356,133.99
Tangible assets	22,461,201.95
Investment property	1,621,818.80
Amounts receivable from the Central Securities Depository of Poland	220,000.00
Prepayments and accrued income	25,214.93
Total fixed assets	67,470,048.52
Total assets	893,245,931.32

LIABILITIES AND EQUITY	01-01-2019
Short-term liabilities	
Amounts due to customers	707,765,078.63
Liabilities under transactions made but not settled	12,814,687.31
Financial liabilities	1,798,093.02
Other liabilities	8,363,259.55
Liabilities related to employee benefits	5,155,720.68
Short-term provisions	424,580.69
Accruals	1,660,273.34
Total short-term liabilities	737,981,693.22

Long-term liabilities	
Liabilities related to employee benefits	888,357.78
Deferred tax liability	521,826.28
Long-term provisions	695,422.11
Financial liabilities	7,381,289.16
Total long-term liabilities	9,486,895.33

Equity	
Share capital	56,331,898.00
Supplementary capital	61,105,866.78
Revaluation reserves	92,071.15
Other reserve capitals	4,125,364.64
Other capitals	171,371.00
Retained earnings	23,950,771.20
Total equity	145,777,342.77
Total liabilities and equity	893,245,931.32

SCHEDULE 9

A statement of account balances of CBB as at 1 January 2019

Pursuant to Article 534 §2 point 4 of the CCC, this schedule presents the information on the account balances of Centrum Bankowości Bezpośredniej sp. z o.o. as at 1 January 2019 in the form of an unaudited balance sheet of Centrum Bankowości Bezpośredniej sp. z o.o. as at 1 January 2019.

The balance sheet was made using the same methods and in the same format as the last annual balance sheet (i.e. the balance sheet made as at 31 December 2018) in accordance with the International Financial Reporting Standards adopted in the EU.

Balance sheet as at 1 January 2019

ASSETS	01-01-2019
Fixed assets	
Tangible assets	5,646,383.31
Intangible assets	487,926.34
Deferred tax assets	1,060,839.00
Total fixed assets	7,195,148.65
Current assets	
Trade receivables and other accounts receivable	6,764,424.57
Short-term prepayments	532,406.81
Cash and cash equivalents	10,149,704.23
Total current assets	17,446,535.61
Total assets	24,641,684.26
Liabilities	
Equity	
Base capital	500,000.00
Supplementary capital	2,000,000.00
Revaluation reserves	-223,224.80
Retained earnings	9,958,034.59
Total equity	12,234,809.79
Long-term liabilities	
Liabilities related to employee benefits	967,193.37
Financial liabilities	3,283,173.35
Total long-term liabilities	4,250,366.72
Short-term liabilities	
Trade receivables and other liabilities	2,835,735.87
Current income tax liabilities	197,688.00
Short-term provisions	5,065,665.39
Financial liabilities	57,418.49

Total short-term liabilities	8,156,507.75
Total liabilities	12,406,874.47
Total liabilities and equity	24,641,684.26